



# UCAL FUEL SYSTEMS LTD

## WHISTLE BLOWER POLICY

### 1.0 POLICY

1.1 UFSL is committed to the high standards of openness, integrity and accountability. In line with that commitment, UFSL Employees, with concerns about any aspect of the Company, are encouraged to come forward and voice their concerns to the Management.

1.2 This policy is a devise to help alert and responsible individuals to bring to the attention of the Management, promptly and directly, any unethical behavior, suspected fraud or abrasion or irregularity in the Company practices which is not in line with UCAL's Code of Conduct or the law of the land, without any fear or threat of being victimized.

1.3 This policy supplements the UCAL's Code of Conduct and the policies under the Code. This Policy is issued pursuant to Section 177 of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 and clause 49 of the Listing Agreement.

### 2.0 SCOPE

2.1 This Policy aims at the following:

- Providing avenues for Employees to raise concerns and receive feedback on any action taken;
- Providing avenue for Employees to report breach of Company's policies
- Reassuring Employees that they will be protected from any acts of vengeance or victimization for Whistle Blowing.

2.2 This policy aims to cover concerns about an act or omission that is:

- Abuse of authority
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of company data/records
- Financial irregularities, including fraud or suspected fraud or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- Any unethical behavior, actual or suspected fraud, unlawful act whether Criminal or Civil
- Pilferation of confidential/propriety information
- Unlawful, deliberate violation or breach of any law /regulation
- Wastage/misappropriation of company funds/assets
- Indulging in sexual harassment
- Breach of Company's Policy or failure to implement or comply with any approved Company Policy



2.3 Various stakeholders of the Company are eligible to raise concerns under the Policy. These stakeholders may fall into any of the following broad categories:

- Directors and Employees of the Company
- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- Customers of the Company

A person belonging to any of the above mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

### **3.0 PROTECTION**

#### **3.1 Harassment or Victimization:**

The Company will not tolerate harassment or victimization against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion, coercive or distress action including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his official duties / functions including making further Protected Disclosures.

The Company will take action to protect an individual when they raise a concern in good faith. In case, a Whistle Blower is already the subject of any disciplinary action those procedures will not be halted as a result of their Whistle Blowing.

A Whistleblower(s) may report any violation of the aforesaid provisions to the Compliance Officer. The Compliance Officer shall investigate the reported violation and recommend suitable action to the Board against person(s) found responsible for the violation of the aforesaid provisions.

#### **3.2 Confidentiality:**

The Company will do its best to protect an individual's identity when s/he raises a concern and does not want their name to be disclosed. However, it must be appreciated that a statement from the Whistle Blower may be required as part of the evidence in the investigation process.

#### **3.3 Anonymous Allegations:**

This Policy encourages individuals to put their names to allegations. However, individuals may raise concerns anonymously. Concerns expressed anonymously will be evaluated by the Company for investigation. In exercising this discretion, the factors to be taken into account would include: the seriousness of the issue raised, the credibility of the concern and the likelihood of confirming the allegation from attributable sources.



### **3.4 Untrue Allegations:**

If the Whistle Blower makes an allegation in good faith, which is not confirmed by the investigation, no action will be taken against the Whistle Blower. If a complaint is malicious or vexatious, disciplinary action will be taken.

### **4.0 PROCEDURE**

4.1 Concerns are to be raised in writing. [whistleblowing-ucal@gmail.com](mailto:whistleblowing-ucal@gmail.com) is a dedicated email ID for communications by way of Whistle Blowing to be sent. Alternatively employees may drop the written communications in the drop boxes kept in their respective location for this purpose.

4.2 The background and history of the concern, giving names, dates and places where possible, should be set out and the reason why the individual is particularly concerned about the situation. Those who do not feel able to put their concern in writing can telephone or meet the appropriate officer.

4.3 The complainant is not expected to prove the truth of allegation, but should be able to demonstrate that there are sufficient grounds for concern. Employees must raise concerns immediately. This will support investigation process and enable faster implementation of corrective actions, if any.

4.4 Advice and guidance on how matters of concern may be pursued can be obtained from the HR Head.

4.5 In case of any serious concerns, the Whistle Blower may also directly approach the Compliance Officer.

### **5.0 ENQUIRY PROCESS**

5.1 The concerns raised may form the subject of an independent inquiry, be investigated internally, be referred to the external Auditor, or be referred to the police; if required.

5.2 Upon receipt of a concern, an initial enquiry will be made to decide whether an investigation is appropriate and, if so, what form it should take. Some concerns may also be resolved by an agreed action without the need for investigation.

5.3 After the concern has been evaluated, the Company will write to the complainant, acknowledging that the concern has been received, indicating how it is proposed to be dealt with and informing whether further investigations will take place, and if not, why not.

5.4 The amount of contact between the body considering the issues and the complainant will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, further information will be sought from the complainant.

5.5 The Company will take steps to protect the Whistle Blower from victimization and minimize any difficulties which a person reporting under Whistle Blowing may experience as a result of raising a concern.



5.6 The Company accepts and would take such steps as may be required to assure the Whistle Blower that the matter has been appropriately addressed. The Committee shall immediately proceed with the Enquiry and communicate the same to the Complainant and person against whom complaint is made.

## **6.0 REPORTING**

The concerns raised under Whistle Blowing shall be reported periodically to the Board and Audit Committee of the Company.

## **7.0 THE COMPLIANCE OFFICER**

The Company Secretary as the Compliance Officer of the Company shall also act as the Compliance Officer under the Whistle Blowing Policy.

## **8.0 ADDRESS FOR REPORTING AND COMMUNICATION**

E-Mail: [whistleblowing-ucal@gmail.com](mailto:whistleblowing-ucal@gmail.com) or write to

Ms.Rekha Raghunathan  
Company Secretary,  
UCAL Fuel Systems Limited,  
Unit No.705, Delta Wing,  
Raheja Towers,  
177, Anna Salai,  
Chennai – 600002

Or

Can write directly to

Mr.S. Natarajan  
Chairman, Audit Committee  
UCAL Fuel Systems Limited  
Shriram House, New No.4 , Old No.67  
Burkit Road,  
T. Nagar  
Chennai 600 017