

FHEL WHISTLE BLOWER POLICY

This Policy shall be called “FHEL Whistle Blower Policy” and shall come into force with effect from the date of its notification by FHEL.

1. PREFACE

- 1.1 DPE guidelines on Corporate Governance (2010) inter-alia provide for a non-mandatory requirement for all Central Public Sector Enterprises to establish a mechanism called “Whistle Blower Policy” for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company’s code of conduct.
- 1.2 FHEL Whistle Blower Policy is formulated to provide an opportunity and an avenue to FHEL employees, to raise concerns and to access in good faith the Audit Committee, in case they observe any unethical and improper practices or any other wrongful conduct in the company. It seeks to provide necessary safeguards for protection of employees from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against such employees. The main intent of the policy is to ensure that FHEL continues to strive to the highest possible standards of Ethical, Moral and Legal Business Conduct and its commitment to open communications.
- 1.3 The objective is to provide necessary safeguards for protection of employees from reprisals or victimization, for whistle blowing in good faith and to provide opportunity to employees to access in good faith, the Audit Committee in case they observe unethical and improper practices or any other wrongful conduct in the company and to prohibit managerial personnel from taking any adverse personnel action against such employees.
- 1.4 However, a disciplinary action against the Whistle Blower which occurs on account of poor job performance or misconduct by the Whistle Blower, and which is independent of any disclosure made by the Whistle Blower, shall not be protected under this policy.
- 1.5 For the sake of absolute clarity, it is specified that the Whistle Blower Policy does not tantamount, in any manner, to dilution of the vigilance mechanism in FHEL. Any Protected Disclosure made by an employee under this policy, if perceived to have a vigilance angle, shall be referred to the Chief Vigilance Officer, CONCOR/FHEL, as per the existing practice.

2 DEFINITIONS

- 2.1 **"CONCOR"** means Container Corporation of India Limited. **"FHEL"** means Fresh & Healthy Enterprises Limited (A Wholly Owned Subsidiary of CONCOR).
- 2.2 **"Audit Committee"** means the Audit Committee of the Board constituted by the Board of Directors of FHEL in accordance with Section 292 A of the Companies Act, 1956.
- 2.3 **"Competent Authority"** means the Chief Executive Officer of FHEL and will include any person(s) to whom he may delegate any of his Power as the Competent Authority under this policy from time to time. In case of conflict of interest (CEO being the subject person), Competent Authority means Chairman - Audit Committee.
- 2.4 **"Employees"** means an employee as defined in the Discipline and Appeal rules of the Company.
- 2.5 **"Improper Activity"** Means Unethical behavior, actual or suspected fraud or Violation of the company's general guidelines on conduct or ethics policy by any employee of FHEL.
- 2.6 **"Investigators"** means those persons authorized, appointed, consulted or approached by the Chief Executive Officer/Competent Authority in connection with conducting investigation into a protected disclosure and include the Auditors of FHEL.
- 2.7 **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates Information that may be treated as evidence of unethical or "Improper activity."
- 2.8 **"Screening Committee"** means a Committee constituted under FHEL Whistle Blower Policy, comprising of (a) Chief Executive Officer, or in his absence, an official of FHEL as nominated by Chief Executive Officer and (b) the Chairman, Audit Committee or in his absence, a member of the Audit Committee as nominated by the Chairman, Audit Committee.
- 2.9 **"Service Rules"** means the Discipline and Appeal Rules of the Company.
- 2.10 **"Subjects"** means an employee - officer/ staff against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of investigation.

2.11 "Whistle Blower" means an Employee making a protected Disclosure under this policy.

3 ELIGIBILITY

All employees of FHEL are eligible to make "Protected Disclosure."

4 GUIDELINE PRINCIPLES

4.1 Protected Disclosures shall be acted upon in a time bound manner.

4.2 Complete confidentiality of the Whistle Blower will be maintained.

4.3 The Whistle Blower and/ or the person(s) processing the protected disclosure will not be subjected to victimization.

4.4 Evidence of the protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.

4.5 "Subject" of the Protected Disclosure i.e. employee against or in relation to whom a protected Disclosure has been made, will be provided an opportunity of being heard.

4.6 The Whistle Blower should bring to attention of the Competent Authority at earliest any improper activity or practice. Although they are not required to provide proof, they must have sufficient cause for concern.

4.7 The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality.

5 WHISTLE BLOWER – ROLE & PROTECTIONS

Role :

5.1 The Whistle Blower's role is that of a reporting party with reliable information.

5.2 The Whistle Blower is not required or expected to conduct any investigations on his own.

5.3 The Whistle Blower may also be associated with the investigations, if the case so warrants. However, he shall not have a right to participate.

5.4 Protected Disclosures will be appropriately dealt with by the competent authority.

5.5 The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

Protections:

5.6 Genuine Whistle Blowers will be accorded protection from any kind of harassment/unfair treatment/victimization. However, motivated and frivolous disclosures shall be discouraged.

5.7 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure. The company as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/ functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, arrangements will be made for the Whistle Blower to receive advice about the procedure. Expenses incurred by the Whistle blower in connection with the above, towards travels etc., will be reimbursed as per normal entitlements.

5.8 A Whistle Blower may report any violation of clause 5.7 above to the competent authority who shall investigate into the same and take corrective actions, as may be required.

5.9 Any other Employee assisting in the said investigations shall also be protected to the same extent as the Whistle Blower.

6 PROCEDURES- ESSENTIALS AND HANDLING OF PROTECTED DISCLOSURE:

- 6.1 The protected Disclosure/Complaint should be attached to a letter bearing the identity of the Whistle Blower/ complainant i.e., his/her Name, Employee Number and Location, and should be inserted in an envelope which should be **closed/secured/sealed**. The envelope thus secured/sealed should be addressed to the Competent Authority and should be **super scribed "Protected Disclosure"** (If the envelope is not superscribed and closed/sealed/secured, it will not be possible to provide protection to the Whistle Blower as specified under this Policy). There shall be a letter box in the Corporate Office FHEL duly locked with its key remaining with person designated by Chief Executive Officer. The Complaint so received super scribed of 'Complaint under Whistle Blower Policy' shall be put in the box for confidentiality & to be opened by designated person only.
- 6.2 If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the Whistle Blower, he may send his protection disclosure directly to the Chairman of Audit Committee, C/o Manager(F) & Company Secretary, FHEL.
- 6.3 Anonymous or pseudonymous Protected Disclosure shall not be entertained.
- 6.4 Protected Disclosure should either be typed or written in legible hand writing in English, Hindi or regional language of the place of the employment of the Whistle Blower and should provide a clear understanding of the improper Activity involved or issue/ concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.
- 6.5 Investigations into any improper Activity which is the subject matter of an inquiry or order under the Public Servants' Inquiries Act, 1850 or under the Commissions of Inquiry Act, 1952 will not come under the purview of this policy.
- 6.6 The Contact Details of the Competent Authority for addressing and sending the Protected Disclosure is as follows :-

Chief Executive Officer,
Fresh & Healthy Enterprises Limited,
CA Store, HSIIDC Industrial Estate,
Rai, Sonapat-131029.

6.7 The Contact details for addressing a protected disclosure to the Chairman, Audit Committee are as follows -:

Chairman,
Audit Committee,
C/o Manager (Fin) cum Company Secretary
Fresh & Healthy Enterprises Limited,
CA Store, HSIIDC Industrial Estate,
Rai, Sonapat-131029.

6.8 The Competent Authority shall mark the envelope containing the protected disclosure to a dedicated confidential section, which shall maintain a record thereof and shall submit the same to the Screening Committee, in the sealed condition, within three days of receipt from Competent Authority.

6.9 The Screening Committee shall meet and weed out frivolous complaints and the protected disclosures(s) which require further investigation shall be forwarded to the investigator(s) nominated for this purpose, through the Confidential Section.

6.10 The Screening Committee shall endeavor to meet as early as possible, preferably within 15 days of receipt of a Protected Disclosure.

7. INVESTIGATIONS AND THE ROLE OF INVESTIGATORS :

Investigation

7.1 Investigation shall be launched if the Screening Committee is satisfied after preliminary review that:

- (a) The alleged act constitutes an improper or unethical activity or conduct and,
- (b) The allegation is supported by information and specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter deserves investigation.

7.2 The decision taken by the Screening Committee to conduct an investigation is by itself, not to be construed as an accusation and is to be treated as a neutral fact finding process.

- 7.3 The identity of the subject(s) and the Whistle Blower will be kept confidential.
- 7.4 Subject(s) will normally be informed of the allegation at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigations.
- 7.5 Subject(s) shall have a duty to co-operate with the investigators(s) during investigation to the extent that such co-operation will not compromise self-incrimination protection available under the applicable laws.
- 7.6 Subject(s) have a responsibility not to interfere with the investigations, Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the subject(s).
- 7.7 Unless there are compelling reason not to do so, Subjects(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.8 The investigation shall be completed normally within 45 days of the receipt of the protected disclosure by investigator(s) or such extended period as the Competent Authority may permit for reasons to be recorded.
- 7.9 Subject(s) have a right to be informed of the outcome of the investigation.

Role of Investigator (s)

- 7.10 Investigator(s) are required to conduct a process towards fact finding and analysis. Investigator(s) shall derive their authority from Competent Authority when acting within the course and scope of their investigations. The investigators shall submit his/their report to the Competent Authority.
- 7.11 All investigators shall perform their role in an independent and unbiased manner. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of professional standards. The investigation would be conducted as a neutral fact finding process and without any presumption of guilt. A written report of the findings would be essential.

8 ACTION

- 8.1. If the Competent Authority is of the opinion that the investigation discloses the existence of improper activity which is an offence punishable in law, the Competent Authority may direct the concerned authority to take disciplinary action under applicable statutory provisions including referring the matter to Chief Vigilance Officer of CONCOR/FHEL for Appropriate action.
- 8.2 The competent Authority shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the Protected Disclosure and/ or to prevent the re-occurrence of such improper activity.
- 8.3 If the investigation discloses that no further action on the protected disclosure is warranted, the report shall be filed in the Confidential Section.

9 REPORTING AND REVIEW:

The Competent Authority shall submit a quarterly report of the protected disclosures received and of the investigations conducted, and of the action taken to the Audit Committee for review.

10 NOTIFICATION:

CEO/Chief General Managers/ Departmental Heads etc. are required to notify & communicate the existence and contents of this policy to the employees of their Region/ department. The Whistle Blower policy shall be prominently displayed on all Notice Boards of the Company. This policy, including amendments thereof, shall also be made available on www.fhel.co.in.

11 ANNUAL AFFIRMATION:

The company shall annually affirm that it has not denied any employee access to the Audit Committee and that it has provided protection to the Whistle Blower from adverse action. The affirmation shall form part of Corporate Governance report as attached to the Annual report of the company.

12 AMENDMENTS:

This policy can be modified at any time by Chairman/FHEL. Such modifications shall be reported to the Audit Committee.

13 SECRECY/ CONFIDENTIALITY:

The Whistle Blower, the subjects, the Investigator and every one involved in the process shall:-

- a) maintain complete confidentiality/secretcy of the matter.
- b) not discuss the matter in any informal/social gatherings/meetings;
- c) discuss only to the extent or with the persons required for the purpose of completing the process and investigations;
- d) not keep the papers unattended anywhere at any time;
- e) keep the electronic mails/files under password;

If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.
