



WHISTLE BLOWER POLICY

1. PREFACE

MSL Driveline Systems Limited (Formerly known as Mahindra Sona Limited) (“the Company”) is committed to conduct its business in accordance with applicable laws, rules, regulation, highest standards of business ethics, honesty, integrity and ethical conduct. Towards this end, the Company has adopted Code of Conduct for directors and employees, which lay down the principles and standards that should govern the actions of the Company, its directors and employees.

The purpose of the Whistle Blower Policy is to strengthen Company's compliance management by codifying its proper internal reporting structure including the structure of collecting and reporting information regarding compliance violations for the Company, which lead to preventing, detecting early, correcting, and preventing recurrence of any illegitimate acts.

2. SCOPE

The following conducts (Whistleblower complaints) by employee(s) individually/jointly with others may be reported if the reporting employee believes that such conducts are impossible or impractical to be prevented during the regular course of business:

- (a) Accounting or auditing irregularities or misrepresentations
- (b) Fraud, theft, bribery and other corrupt practice
- (c) harmful to life and limb of a person
- (d) harmful to the interest of a customer;
- (e) harmful to the preservation of the environment
- (f) unfair or deceptive in commerce (e.g. anti-competitive act)
- (g) corruptly supplying profits to other
- (h) transacting directly/indirectly with antisocial forces
- (i) driven by personal gain contrary to company's interest
- (j) Violation of applicable laws or regulations or of the Code of conduct

3. ELIGIBILITY

All Directors, Employees, Vendors, Suppliers or any other stakeholders of the Company are eligible to make Disclosures under this Policy. The disclosure may be in relation to matters listed in Section 2 “Scope”.

4. EFFECTIVE DATE

The Whistle Blower Policy shall come into effect from **1st April 2018**.

Approved by the Board of Directors at their meeting held on Thursday, 15th February, 2018



5. DISQUALIFICATION

The Company reserves the right not to investigate in the following circumstances:

- 5.1 Complaints pertaining to salary and performance evaluation or any other HR related issue which does not indicate violation of the Code of Conduct.
- 5.2 Customer complaints which can be dealt with under the alternate Redressal mechanism established for that purpose or at departmental level.
- 5.3 Complaints made without the following information:
 - (i) Name, Designation and location of the Subject(s);
 - (ii) Detailed description of the incident;
 - (iii) Location and time / duration of the incident;
 - (iv) Specific evidences or source of evidence.

6. WHISTLE BLOWER COMMITTEE

- 6.1 Whistle Blower Committee shall consist of minimum three members including one women member. Members shall be elected by the Audit Committee. Present members of Whistle Blower Committee are named in **Annexure 'A'** to this Policy.
- 6.2 Following are the duties, responsibilities and rights of the Whistle Blower Committee:
 - (a) To receive the complaints under this Policy from the eligible person.
 - (b) To investigate in the subject matter of complaints.
 - (c) To keep appropriate records of complaints, findings, action taken and other relevant documents.
 - (d) To take the assistance of internal department or any external agencies.
 - (e) To take corrective or disciplinary measures as per findings.
 - (f) To make report to Audit Committee as required under this Policy.

7. METHOD OF REPORTING

- 7.1 Report of Whistle Blower Complaint may be made to the Whistle Blower Committee either by written letter or email.
- 7.2 To minimize irresponsible reports and to accurately capture relevant facts, a reporting person must reveal his or her name; provided, however, that such person may report anonymously if a legitimate reason to do so has been communicated.
- 7.3 The confidentiality provisions of relevant regulations including the internal employment regulations shall not deter an employee from reporting in accordance with the Whistle Blower Policy.

Approved by the Board of Directors at their meeting held on Thursday, 15th February, 2018



8. PROCEDURE / INVESTIGATION

- 8.1** If the Whistle Blower Committee receives the report, it will take cognizance of the whistleblower complaint within 48 working hours of the receipt of the whistleblower complaint, analyze the whistleblower complaint and assess the sensitivity and categorization of the complaint into key actionable heads such as HR related issues, Frauds, Bribery and corruption and Code of Conduct violations.
- 8.2** The Committee must file a record of all accepted reports.
- 8.3** The Committee may refuse to accept a report insufficient under Section 2 & 4, made not for the purposes listed in Section 2, or made anonymously with insufficient information for the purpose of Section 4.
- 8.4** Except for anonymous reports, the Committee must notify a reporting employee of the commencement of investigation or a rejection of a report within 20 days of receipt.
- 8.5** Upon an acceptance of a report, the Whistle Blower Committee shall jointly with concerned department in charge, commence an internal investigation of reported facts.
- 8.6** For the purpose of the investigation, Whistle Blower Committee may, upon the reporting employee's prior consent (not for anonymous reports), delegate the investigation to the relevant department. The Whistle Blower Committee together with the relevant department must appropriately handle the matter.
- 8.7** During the investigation, Whistle Blower Committee and the relevant department must maintain the privacy of the reporting employee and other persons involved in the matter.
- 8.8** If the investigation reveals that the reported matter did not involve any conducts listed in “Section 2” Whistle Blower Committee may, after notifying the reporting employee, close the case.
- 8.9** If the investigation reveals that the reported matter involve any conducts listed in “Section 2” Whistle Blower Committee may take appropriate action by way of corrective or disciplinary measure considering gravity of complaint.

9. Corrective / Disciplinary Measure

9.1 Corrective Measure:

If the investigation reveals a compliance violation, the Whistle Blower Committee must notify the department in which the violation occurred. The notified departments must take appropriate corrective measures to prevent recurrence and report it to the Whistle Blower Committee.

9.2 Disciplinary Measure:

- In case any compliance violation, the offending employee may be subject to disciplinary measures in accordance with the internal employee regulations.



- The Whistle Blower Committee in consultation with HR and Administration Department will then determine what disciplinary measures should be taken against the offending employee, if any, in respect of all cases of compliance violations.
- If the reporting employee is the offending employee, the fact of reporting may be considered as a ground for leniency.

10. Reporting

A report with number of complaints received under this Policy and their outcome shall be placed before the Audit Committee on a half yearly or on case to case basis.

11. Retention of Documents

All disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

12. Confidentiality

- 12.1 The company and employees operating under the Whistle Blower Policy must strictly maintain any information confidential and may not disclose it to a third party unless required otherwise under the Whistle Blower Policy.
- 12.2 An employee in violation of Clause 9.1 may be subject to disciplinary measures in accordance with the internal employee regulations.

13. Supplementary Provisions

- 13.1 The changes, if any, to the Whistle Blower Policy shall be approved by the Audit Committee of the Company.
- 13.2 Issues not specified/covered in the Whistle Blower Policy may be regulated by other rules and regulations of the Company.

Annexure A

Whistle Blower Committee:

Sr. No.	Name	Designation	Email ID
1	Mr. B.S. Patwardhan	Plant Head	bsp@msldriveline.com
2	Mr. P.B. Mestry	AVP – A/Cs & Fin.	pbm@msldriveline.com
3	Mrs. G.U. Buwa	Sr. Mgr.– IED & CP	gub@msldriveline.com

Approved by the Board of Directors at their meeting held on Thursday, 15th February, 2018