

5. WHISTLE BLOWER

INTRODUCTION

The whistleblower policy aims to promote a culture of transparency and accountability by encouraging all employees and stakeholders of INKEL to report suspected or actual instances of illegal, unethical, or inappropriate actions by Directors or employees without fear of retaliation. It provides safeguards and protection to those disclosing irregularities or malpractices observed within the company. This policy applies to all employees, Directors, and other stakeholders.

CONFIDENTIALITY MECHANISM OF WHISTLE BLOWER:

The handling of whistleblower complaints involves the appointment or authorization of an Investigator by either the Designated Authority (The Managing Director of the Company, or any officer of the Company nominated by the Managing Director to act as Designated Authority from time to time, in consultation with the Chairman, Audit Committee) to conduct investigations into the complaint. Additionally, a Screening Committee, composed of the Head of the Audit Committee and Heads of two other departments nominated by the Designated Authority, is established under this mechanism. Notably, the Screening Committee does not include the Head of the department to which the complainant belongs. However, if the complaint pertains to a Director of the Company, the composition of the Screening Committee is determined by the Head of the Audit Committee on a case-by-case basis. The complaints received from Whistle Blower shall be opened only by the Designated Officer only. Upon the receipt of the complaint, the Designated Officer shall enter the particulars of the complaint in a Complaint Register and allot a complaint number on all the pages of the complaint. The complaint Register will remain in the custody of the Designated Officer only.

PROTECTION OF COMPLAINANT

The Company will protect the confidentiality of the complainants and their names/ identity will not be disclosed except as statutorily required under law. Under the provisions of this policy, the protection of the complainant is prioritized. The company ensures the confidentiality of the complainants, and their identities remain undisclosed unless legally required. Whistleblower protection is extended under this policy if the disclosure is made in good faith, is supported by reasonable information or documents, and is not motivated by personal gain or animosity. To maintain the anonymity of the complainant, the Designated Officer refrains from acknowledging complaints and advises against including personal details on envelopes or engaging in further correspondence. The policy explicitly states that anonymous or pseudonymous disclosures are not accepted. Upon receipt of a protected disclosure, the Designated Officer processes only protected disclosures.

DISQUALIFICATION FROM PROTECTION

Under this policy, protection does not extend to departmental action resulting from false or malicious disclosures made with dishonest intent or complaints made to settle personal grievances. Whistleblowers found to have made dishonest, frivolous, or malicious disclosures may face disciplinary action if it is proven that the complaint was made with malicious intent. Additionally, this policy does not shield employees from adverse actions unrelated to their disclosure under this policy or for alleged misconduct, poor performance, or disciplinary actions.

COVERAGE

This policy covers all Directors, employees, and stakeholders of IN KEL. It addresses malpractices such as corruption, fraud, abuse of authority, data manipulation, and other acts adversely affecting IN KEL's interests, potentially causing financial or reputational loss. It also includes breaches of IN KEL's Code of Conduct, employment terms, intentional financial irregularities, criminal offenses, confidential information pilferage, misuse of IN KEL funds/assets, deliberate law/regulation violations, and any other unethical or illegal behaviors. However, decisions made by IN KEL's committees and policy decisions of IN KEL are exempt from the policy's scope.

PROCEDURE FOR FILING A COMPLAINT

Any employee willing to disclose information may do so in any of the following manner:

- A perceived wrongdoing or an act for whistle blowing may be reported by a whistleblower in oral or written form.
- In the case of oral reports, the whistleblower may approach his immediate superior or the Departmental Head who should get the oral report converted into a written one. The written report should then be forwarded to the Designated Authority who forwards it to the Steering Committee.
- A whistleblower wishing to make a written report may send it directly to the Designated Authority. Reports in a sealed envelope and marked 'confidential' should be sent to the Designated Authority.
- Upon receipt of the above report from a whistleblower, the Steering Committee will acknowledge the same and review the issue as deemed necessary. The Committee will make all efforts to expeditiously look into the report received from a whistleblower.
- The Committee is not bound to take cognizance of anonymous letters.
- Such anonymous communications will be appropriately dealt with by the Company.
- The name, address, contact number(s), etc. of the Designated Authority and the Chairperson, Audit Committee will be notified from time to time at IN KEL Intranet and the Company's website.

ACTION ON THE COMPLAINTS

The Designated Authority and the Steering Committee will undertake the following actions on receipt of a complaint:

- Receiving and acknowledging complaints

- Sorting / Screening/ Short listing
- Interim communication to the Chairman of the Audit Committee
- Investigation through appropriate delegation/agencies
- Recommend course of action based on investigation to management
- Prevention and redressal of whistleblower harassment
- Any other related responsibility as decided by the management
- The decision on the course of action on the whistleblower's complaint as taken by the Management shall be final.

GRIEVANCE REGARDING DISPOSAL OF COMPLAINTS

If the Complainant feels aggrieved with the final action taken on his complaint or if he feels that protection to which he is entitled to has not been provided, then he may make a representation of his grievance in writing to the Chairperson, Audit Committee, who will take such action as may be deemed fit to redress the grievance.

PERIODIC REPORTING

The Designated Authority shall submit a Quarterly report of the Complaints received and the action taken thereon to the Audit Committee.

REVIEW AND AMENDMENT

This Mechanism may be amended at any time with the approval of the Board of Directors of the Company, on the recommendations of the Audit Committee of the Company.