



Whistle Blower Policy

1. SCOPE:

This policy applies to all employees of Certification Engineers International Ltd (CEIL)

2. PURPOSE:

CEIL is committed to the highest possible standards of ethical, moral and legal business conduct. In line with this commitment as also in line with CEIL'S commitment to open communication, this policy aims to provide an avenue for employees to raise concern and reassurance that they will be protected from reprisals or victimization for whistle blowing in good faith.

3. POLICY:

The whistle blower policy is intended to cover serious concern that could have a large impact on CEIL, such as actions that:

- Suspected Frauds
- May lead to incorrect financial reporting;
- Violation of Legal Regulatory requirement
- Are not in line with company policy, including the code of business conduct or otherwise amount to serious improper conduct

4. DEFINITIONS :

- 4.1 "Alleged wrongful conduct " shall mean violation of law, infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- 4.2 "Associates" means and includes vendors, suppliers, contractors, agencies and other with whom the company has any financial or commercial dealings.
- 4.3 "Audit Committee" means the Audit Committee constituted by the Board Of Directors of the Company
- 4.4 "Board" means the Board of Directors of the Company.
- 4.5 "Company" means the "Certification Engineers International Limited" and means all its offices
- 4.6 "Director" means every Director of the Company including nominee and Independent Director
- 4.7 "Employee" means every employee of the Company (whether working in India or abroad) including the Directors in whole-time employment of the company
- 4.8 "Ethics and Vigilance Officer" means an officer appointed to receive Protected Disclosures from Whistle Blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.



- 4.9 **"Investigators"** mean those persons authorized, appointed, consulted or approached by the Chairperson of the Audit Committee / Chairperson of the Company including Auditors of the Company and the Police
- 4.10 **"Protected Disclosure"** means a written communication made in good faith by director, employee or group of employees that discloses or demonstrates information that may evidence illegal or unethical behavior, actual or suspected fraud or any improper activity with respect to the Company
- 4.11 **"Subject"** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation
- 4.12 **"Whistle Blower"** is an employee / director or group of employees / directors who made a Protected Disclosure under this policy and also referred to in this policy as complainant.

5. SAFEGUARDS

5.1 PROTECTION

- 5.1.1 No unfair treatment will be meted out to the Whistle Blower(s) by virtue of his/her having reported a Protected Disclosure under this Policy
- 5.1.2 For the purpose of providing protection to Whistle Blower(s), the Whistle Blower(s) should disclose his/her identity in covering letter forwarding such Protected Disclosure.
- 5.1.3 The identity of the Whistle Blower(s) shall be kept confidential unless otherwise required by law, and in which case the Whistle Blower(s) would be informed accordingly.
- 5.1.4 Any other employee or director assisting in the said investigation shall also be protected to the same extent as the Whistle Blower(s).

5.2 CONFIDENTIALITY

- 5.2.1 The Whistle Blower, Ethics and Vigilance Officer, Members of Audit Committee, the Subject(s) and everybody involved in the process shall:
- Maintain confidentiality of all matters under this policy
 - Discuss only to the extent or with those persons as required under this policy for completing the process of investigations on need to know basis
 - Not keep papers unattended anywhere at any time and under lock and key
 - Keep the electronic mails (email) / files under password

5.3 DISQUALIFICATIONS

- 5.3.1 While it will be ensured that genuine Whistle Blower(s) are accorded complete protection from any kind of unfair treatment as set out in this policy and any abuse of this protection will warrant disciplinary action



5.3.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention

5.3.3 Whistle Blower(s) who make three or more Protected Disclosures, which have been subsequently found to be mala-fide, frivolous, baseless, malicious or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosure under this Policy. In respect of such Whistle Blower(s), the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary actions.

6.0 PROCEDURE

Process for Raising A Concern:

The whistle blowing procedure is intended to be used for serious and sensitive issues. Serious concerns relating to financial reporting, unethical or illegal conduct should be reported in form of a Protected Disclosure.

6.1 Protected Disclosure Requirements

6.1.1 All Protected Disclosures should be reported in writing and in duplicate by the Whistle Blower as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should be either typed or written in a legible handwriting

6.1.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as **"Protected Disclosure under the Whistle Blower Policy"**.

Alternatively, the same can also be sent through email with the subject **"Protected disclosure under the Whistle Blower Policy"**.

6.1.3 In order to protect identity of the complainant, the Ethics and Vigilance Officer will not issue any acknowledgement to the complainant(s) and they are advised not to write their name/address on the envelope. The Ethics and Vigilance Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

6.1.4 Unidentified disclosure shall not be entertained by the Ethics and Vigilance Officer.

6.1.5 The Protected Disclosure should be forwarded under a covering letter signed by the complainant i.e. the Protected Disclosure and its covering letter should be separate to ensure that the identity of the Complainant remains secured and confidential. The Protected Disclosure should not be signed by the Complainant. The Ethics and Vigilance Officer / Chairman of the Audit Committee, as the case may be shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.



6.1.6 Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

6.2 Addressing the Protected Disclosures:

All Protected Disclosures should be addressed to the Ethics and Vigilance Officer of the Company or to the Chairman of the Audit Committee as stated below:

- Any Protected Disclosure against any employee of company, employment related concerns should be addressed to the Ethics and Vigilance Officer of the Company
- Any Protected Disclosure against any Director of the Company (except Chairman of the Audit Committee), Ethics and Vigilance Officer of the company should be addressed to the Chairman of the Audit Committee
- Any Protected Disclosure against the Chairman of the Audit Committee should be addressed to the Ethics and Vigilance Officer of the Company

6.3 Contact Details:

Contact Details of the Ethics and Vigilance Officer and the Chairman of the Audit Committee are as under :

Ethics and Vigilance Officer :

GM Inspection

Certification Engineers International Limited,

D 101 TO 106, First Floor, ITC,

Tower 7, CBD Belapur Station Complex,

Navi Mumbai 400 614

E – mail : whistle.blower@ceil.co.in

Chairman of Audit Committee:

The Chairman, Audit Committee

Certification Engineers International Limited,

Fourth Floor, Engineers India Limited,

1 Bhikaji Cama Place,

New Delhi 400 001

6.4 Reporting

On receipt of the Protected Disclosure, the Ethics and Vigilance officer / Chairman of the Audit committee, as the case may be shall make a record of the Protected Disclosure and also ascertain from the Whistle Blower whether he was the person who made the Protected Disclosure or not. The record will include:



- Brief facts
- Whether the same Protected Disclosure was raised previously by any one, and if so, the outcome thereof;
- Details of actions taken by Ethics and Vigilance Officer/Chairman of the Audit Committee for processing the said complaint;
- Findings of the Audit Committee on the said complaint;
- The recommendations of the Audit Committee/other action(s) on said complaint

The Original complaint would be kept in a safe/almirah. Separate files may be opened for each complaint which will be kept in safe and secure custody. The Ethics and Vigilance Officer should maintain a separate list for the complaints received under the "PIDPI Resolution", enter the information in the computer system and monitor their progress periodically and put up the same periodically for review by The Chairman, Audit Committee.

6.5 Initial Inquiries

Initial inquiries by Ethics & Vigilance Officer will be made to determine whether an investigation is appropriate, and the form that it should take. Some concerns may be resolved by agreed action without the need for investigation

6.6 Processing and Investigation

6.6.1 Each Protected Disclosure received by the Ethics and Vigilance officer will be reported to the Chief Executive Officer (CEO), who shall promptly report the same to the Audit Committee.

6.6.2 Each Protected Disclosure so forwarded will be reviewed by the Audit Committee.

6.6.3 The Audit Committee may, in its discretion, consult with any member of management who is not the subject of the allegation and who may have appropriate expertise to assist the Audit Committee.

6.6.4 The Audit Committee shall then determine whether the Audit Committee or Management should investigate the Protected Disclosure based on following considerations:

- **Who is the wrongdoer?** If an executive officer, senior financial officer or other high Management official of CEIL is alleged to have engaged in wrong doing, that factor alone may favor the Audit Committee conducting the investigation.
- **How serious is the alleged wrong doing?** The more serious the alleged wrongdoing, the more appropriate the Audit Committee should undertake the investigation. If the alleged wrong doing would constitute a crime involving the integrity of the financial statements, that factor alone may militate in favor of the Audit Committee conducting the investigation
- **How credible is the allegation of wrong doing?** The more credible the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing



credibility, the Audit Committee should consider all facts surrounding the allegation, including, but not limited to, whether similar allegations have been made in the press or by analysts.

6.6.5 If the Audit Committee determines that Management should investigate, Audit Committee shall notify the Chairman and Managing Director of CEIL.

6.6.6 Management shall thereafter promptly investigate the Protected Disclosure and shall report the results of its investigation to Audit Committee.

6.6.7 Unless the Audit Committee directs otherwise, Management shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of the results thereof.

6.6.8 If the Audit Committee determines that it should investigate the Report, the Audit Committee shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation.

6.6.9 The Audit Committee shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of the results thereof.

6.6.10 If the Audit Committee so directs, a summary of Reports received and / or investigated shall be provided to the full Board of Directors.

6.6.11 The amount of contact between the complainant and the body investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from the complainant.

6.7 Action taken report:

The action taken will depend on the nature of the concern. The Audit Committee receives a report on each complaint and a follow-up report on actions taken.

6.8 Reports to Complainant:

The complainant will be given the opportunity to receive follow-up on their concern in two weeks:

- Acknowledging that the concern was received;
- Indicating how the matter will be dealt with;
- Giving an estimate of the time that it will take for a final response;
- Informing them whether initial inquiries have been made;
- Informing them whether further investigations will follow and if not, why not



6.9 Information:

Subject to legal constraints the complainant will receive information about the outcome of any investigations.