



JUPITER[®]
ENGINEERING THE FUTURE

JUPITER WAGONS LIMITED

CIN: L28100MP1979PLC049375

Whistle Blower Policy

1. Preamble

Jupiter Wagons Limited (“JWL” or the “Company”) Values of Integrity, Commitment, Passion, are the foundation for all actions and decisions we take. They set standards for the organization and for employee conduct. To ensure that there is a common minimum standard of professional behaviour, the Company has articulated the Code of Conduct for Directors and Senior Management and Code of Conduct for employees and workers. The Company has formulated various Policies and Internal Rules & Regulations governing the actions of the Company as well as its employees.

The Company is committed to develop a culture in which every employee feels free to raise concerns about any irregularity, unethical practice and/or misconduct.

- a. As per Section 177 of the Companies Act, 2013 and relevant Rules thereon, every listed company and the companies belonging to such class or classes shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances.
- b. In terms of Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto, (hereinafter also referred to as Listing Regulations), the Company is required to formulate a vigil mechanism/ whistle blower policy for directors and employees to report genuine concerns.
- c. In terms of Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, including any amendments thereto, (hereinafter also referred to as Insider Trading Regulations), the Company shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.

2. Effective Date

This policy shall be effective from the date of approval from the Board, unless stated otherwise.

3. Purpose

The purpose of this policy is to articulate the Company’s point of view on whistle blowing, the process, and the procedure to strengthen whistle blowing mechanism at JWL.

This policy:

- a. Provides a platform and mechanism for the Employees and Directors to voice genuine concerns or grievances about unprofessional conduct without fear of reprisal.
- b. It provides an environment that promotes responsible and protected whistle blowing. It reminds Employees and Directors about their duty to report any suspected violation of any law that applies to the Company and any suspected violation of the Company’s Values or Code of Conduct.
- c. It is also source of information about what may be going wrong at various levels within the Company and which will help the Group in realigning various processes and take corrective actions as part of good governance practice.

4. Applicability

This policy applies to all the employees, Director of the Company and stakeholders of the Company (hereinafter referred to as 'Whistle Blower').

5. Who is a whistle blower?

Any Employee or Director who discloses or demonstrates evidence of an unethical activity or any conduct that may constitute breach of the Company's Code of Conduct or Values. This whistle-blower has come to the decision to make a disclosure or express a genuine concern /grievance /allegation, after a lot of thought.

6. Protection

The process is designed to offer protection to the whistle blower (employees and directors) provided that the disclosure made / concern raised / allegations made ("complaint") by a whistle blower is in good faith. The Company affirms that it will not allow any whistle blower to be victimized for making any complaint.

As a Company, we condemn any kind of discrimination, harassment, victimization, or any other unfair employment practice adopted against the whistle blowers. Complete protection will be given to the whistle blowers against any unfair practices like retaliation, threat or intimidation or termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the whistle blowers right to continue to perform his/her duties/functions in a free and fair manner.

7. Reporting in good faith

Every Whistle Blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate facts/data to substantiate the complaint and not complain merely on hearsay or rumour. This also means that no action should be taken against the whistle blower, if the complaint was made in good faith, but no misconduct was confirmed on subsequent investigation.

However, if a complaint, after an investigation proves to be frivolous, malicious or made with an ulterior intent, the Audit Committee shall take appropriate disciplinary or legal action against the concerned whistle blower.

List of exclusions

The following types of complaints will ordinarily not be considered and taken up:

- Complaints that are Illegible, if handwritten.
- Complaints that are vague, with pseudonyms.
- Complaints that are trivial or frivolous in nature.
- Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body.
- Any matter that is very old from the date on which the act constituting violation is alleged to have been committed.
- Issue raised, relates to service matters or personal grievance.
- Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body.

- Any matter that is very old from the date on which the act constituting violation is alleged to have been committed.
- Issue raised, relates to service matters or personal grievance.

The Whistle Blowers are encouraged to make complaints that have an impact on Group's Brand & reputation, cases of financial irregularities, or People related issues of bias, partiality, and discrimination of any kind, abuse, victimization or harassment.

8. Dealing with anonymity

A whistle blower may choose to keep his/her identity anonymous. In such cases, the complaint should be accompanied with strong evidence and data.

9. Confidentiality

The Audit Committee will treat all complaints in a confidential and sensitive manner. In specific cases where the criticality and necessity of disclosing the identity of the whistle-blower is important, it may be disclosed, on a 'need-to-know-basis', during the investigation process and only with the prior approval of the whistle blower.

10. Procedure for raising a complaint

A whistle blower can make a complaint in multiple ways:

- a. Can be sent through email and serves as a vital mechanism that provides employees and Directors with a dedicated channel to report to the management any concerns related to unethical behaviour, actual or suspected fraud, instances of leakage of UPSI, suspected leakage of UPSI, or violations of the Code of Conduct and/or the Insider Trading Code adopted by the Company.
- b. By writing Ethics officer of the Company, as these officials are duty bound to share the complaint with the Audit Committee.
- c. In exceptional cases, the complainant can directly report his/her complaint to the Chairperson of the Audit Committee of the Company.

10. Procedure for handling a complaint

- a. A whistle blower identifies non-adherence of Company Values or JWL Company's Code of Conduct by any employee or a segment of the organization, will compile information that supports the case.
- b. Upon receipt of information, the Ethics officer will first do a preliminary investigation to check whether the complaint seems to be genuine and falls under the purview of whistle blower policy. If complaint is sent with malicious intent, then the Audit Committee will take appropriate disciplinary action against the whistle blower.
- c. If complaint does not fall under purview of whistle blower policy, then same would be redirected to the right forum. For eg – If complaint is related to sexual harassment, same will be forwarded to the Complaints Committee and would be dealt as defined Prevent Sexual Harassment at the Workplace. If complaint is related to a personal grievance, e.g. appraisal rating, promotion etc, it will be forwarded to the relevant HR Head.

- d. Once established that the case needs investigation, the Ethics officer after discussion with the Audit Committee shall appoint a team to investigate the case, with utmost confidentiality. The investigative team can be a pool of internal people specially trained to investigate or can be an external agency specialized to investigate such cases.
- e. Under no circumstances, the Ethics officer, investigation team and the Audit Committee would reveal / disclose the identity of the “accused” to anyone else (including the immediate manager) – other than all those who are required to know about the case.
- f. The investigation team should work towards ensuring that the investigation is completed by following the laws of the land and principles of natural justice within 3 weeks of the complaint being reported. If the investigation cannot be completed within 3 weeks, then the Audit Committee needs to have very valid and strong reasons for the same.
- g. Once the investigation is completed, the Ethics officer will submit the report of investigation to the Audit Committee and the Audit Committee will then decide on the quantum of punishment to be given. While deciding on this, the Audit Committee will consider the following:
 - i. Severity of the misconduct
 - ii. Impact on the Organization (Reputation, Financial / Non – Financial)
 - iii. Past record of the employee
 - iv. Past precedence of treating similar violations (a summary of the same will be kept with Organization Effectiveness portfolio at Company Human Resources)
- h. The punishment shall constitute a minimum of written warning and may lead to withdrawal of last increment/ demotion, withholding promotion, dismissal from service and/ or even prosecution in a court of law.
- i. Once the report is received, the Audit Committee will put its recommendation and forward it to the respective Management team. The team will consider the recommendation and decide on appropriate action within 15 days of receiving the recommendation.
- j. While implementing the recommendation, the management will ensure that the name of the whistle blower and the person accused is kept confidential at all times.
- k. In case the whistle blower or the person accused is not satisfied with the decision of the relevant Audit Committee, he/she has the option to appeal within 7 days of the order, to the next higher-level committee.
- l. Based on the appeal, the next higher-level committee will decide whether to re-investigate / relook at the quantum of punishment. The next higher-level committee will close the case within 21 days of receiving the appeal.
- m. If the charges framed on the accused is found to be false after investigation, it is very essential to demonstrate that the employee’s dignity is respected. Hence, the Business Head / Unit Head should thank the employee personally for having cooperated in the process. A formal closure letter has to be sent informing that the charges has not been proved during the investigation process and hence he / she is fully exonerated of all the charges.

11. Reporting process

An Annual and Quarterly report will be prepared by the Ethics officer of which copies will be placed before the Audit Committee of the Company and Organization Effectiveness portfolio at Company Human Resources.

12. Guidelines for communication and implementation of this policy

An Email ID of the Ethics officer will be available for reporting of any violation or misconduct. A communication mechanism should be put in place to create awareness about this policy with the existing employees and for new joiners in the Company.

It is the responsibility of the Head-HR of the Company to ensure that the updated names and email id of the various Business and Unit level Value Standards Committee is made available to all employees through the local intranet and/or any other communication mechanism they may adopt. A copy of this policy shall also be placed on the corporate website of the Company.

Annexure 1 - Template for Reporting Violation

To: Ethics officer, <at Group/ Business or Unit level>: _____

Please select the applicable incident type(s) from the list below that best describes the issue(s) you are reporting. Please note that multiple issues can be selected.

- 1. Misappropriation of company assets or resources
- 2. Conflict of interest
- 3. Inappropriate sharing of confidential information
- 4. Financial fraud of any nature
- 5. Violation of gifts and entertainment policy
- 6. Non-adherence to safety guidelines
- 7. Inaccurate financial reporting
- 8. Bribery & Corruption
- 9. Insider trading
- 10. Other forms of Harassment – Victimization, Bullying, Discrimination etc.
- 11. Social Media Usage
- 12. Misuse of authority
- 13. Environment, health and safety
- 14. Concurrent employment
- 15. Others _____

**Please provide name, designation Department Designation
and department of the person(s)
involved?**

Name

- Individual 1
- Individual 2
- Individual 3
- Individual 4