

# CORDS CABLE INDUSTRIES LIMITED

## WHISTLE BLOWER POLICY

(Approved by the Board of Directors in their meeting held on 27.10.2023)



## **Preface:**

Section 177 of the Companies Act, 2013 read with Rules framed there under, inter-alia, and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides, requirement for all listed companies to establish a vigil mechanism/ whistle blower policy for directors and employees to report their genuine concerns e.g. the instances of unethical behavior, actual or suspected fraud or violation of the law.

Accordingly, this Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for directors and employees to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

## **Purpose:**

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing and encourage all the stakeholders wishing to raise a concern about any violation of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, suspected misconduct or unethical/unacceptable practices etc. to come forward and express these concerns to the Whistle Officer / Chairman of Audit committee without any fear of punishment or unfair treatment. The policy neither releases Employees, Directors, and Business Partners from their duty of confidentiality in the course of their work nor uses it as a route for raising malicious or unfounded allegations about a personal situation.

## **1. Definitions:**

- "Audit Committee" means a committee of Board of Directors of the Company constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- "Company" means Cord Cable Industries Limited
- "Corruption" includes –
  - ✓ any conduct whereby, in return for a gratification, a person does or neglects from doing an act in contravention of his public duties;
  - ✓ the offer, promise, soliciting or receipt of a gratification as an inducement or reward to a person to do or not to do any act, with a corrupt intention;
  - ✓ the abuse of public office for private gain;
  - ✓ an agreement between two or more persons to act or refrain from acting in violation of a person's duties for profit or gain.





- ✓ any conduct whereby a person accepts or obtains, or agrees to accept or attempts to obtain, from any person, for himself or for any other person, any gratification for inducing a public official, by corrupt or illegal means, or by the exercise of personal influence, to do or abstain from doing an act in the exercise of his duties to show favour or disfavour to any person;
- “Disciplinary Action” means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- “Employee” means every employee of the Company (whether working in India or abroad)
- “Exceptional cases” include the cases where the Whistle Blower does not agree with the findings of the Whistle Officer or the cases where the protected disclosure under the policy is made against the Board level executives.
- “Fraud” means willful act intentionally committed by an individual(s) – by deception, suppression, cheating or any other fraudulent or any other illegal means thereby causing wrongful gain(s) to self or any other individual(s) and wrongful loss to other(s). Many a times such acts are undertaken with a view to deceive/ mislead others leading them to do or prohibiting from doing a bonafide act or take bonafide decision which is not based on material fact.
- “Protected Disclosure” means any communication made in good faith that discloses or demonstrates any unethical, illegal or improper activity or behaviour.
- "Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- “Whistle Blower” means an Employee making a Protected Disclosure under this Policy.
- “Whistle Officer” means an officer nominated by Competent Authority to conduct detailed investigation under this policy.

## 2. Scope

- This Policy is an extension of the Cords Code of Conduct. The Whistle Blower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as



requested by the Whistle officer or the Chairman of the Audit Committee or the Investigators.

- Protected Disclosure will be appropriately dealt with by Managing Director or the Chairman of Audit Committee, as the case may be.

### 3. Eligibility

All Employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

### 4. Disqualifications

- While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- Protection under this Policy would not mean protection from disciplinary action arising out of allegations made by a Whistle Blower which are found to be false or bogus or with a mala-fide intention.
- Whistle Blowers, who make two or more Protected Disclosures, which are subsequently found to be mala-fide, frivolous, baseless, malicious, or reported otherwise than in good faith, may be disqualified from reporting further Protected Disclosures under this Policy. Further, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action against such Whistle Blowers.

### 5. Procedure

- 1) The audit committee shall oversee the vigil mechanism through the committee and if any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.
- 2) Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or Hindi.

Since, there is no fixed chairperson of Audit Committee, all Protected Disclosures should be addressed to the Managing Director of the Company by the Whistle Blowers in a closed/ secured envelope and should be super scribed "***Protected Disclosure under the Whistle Blower Policy***", as soon as possible, at the following address:

Mr. Naveen Sawhney,  
Cords Cable Industries Limited;  
94, 1<sup>st</sup> Floor, Shambhu Dayal Bagh Marg, Near Okhla Industrial Area Phase III,





Old Ishwar Nagar, New Delhi-110020  
Ph. 011-40551200; Fax 011-40551281

- 2) The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower such as his/ her name and address. The Managing Director shall detach the covering letter which would be kept under safe custody and forward only the Protected Disclosure to the Investigator for investigation on case to case basis. The Managing Director will be the Competent Authority to nominate suitable Whistle Officer.
- 3) If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Managing Director, the same should be forwarded to the Company's Managing Director or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- 4) 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 and the urgency of a preliminary investigative procedure.
- 5) The Company shall not entertain anonymous/ pseudonymous disclosures.
- 6) In order to protect identity of the Whistle Blower(s), the Company will not issue any acknowledgement and Whistle Blower(s) are advised not to enter into any further correspondence with the Company in their own interest.
- 7) In case the Company finds the complaint to be motivated or vexatious, it shall be at liberty to take appropriate steps.

#### **6. Investigation**

- 1) All Protected Disclosures reported under this Policy will be thoroughly investigated by the Whistle Officers who will investigate / oversee the investigations under the authorization of the Competent Authority.
- 2) The decision to conduct an investigation taken by the Whistle Officer is by itself not an accusation and is to be treated as a neutral fact – finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- 3) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.



- 4) Unless there are compelling reasons not to do so, Subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 5) Subjects shall have a duty to co-operate with the Whistle Officer(s) / Audit Committee during investigation to the extent that such co-operation sought does not merely require them to admit guilt.
- 6) Subjects shall have right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings.
- 7) Subjects shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- 8) Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 9) Whistle Officer shall normally complete the investigation within 45 days and submit his report to Competent Authority.
- 10) In case of allegations against subject are substantiated by the Whistle Officer in his report, the Competent Authority shall give an opportunity to Subject to explain his side.

## **7. Protection**

- No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of 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 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. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the Procedure, etc.





- The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Whistle Officer(s) /Audit Committee.
- Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- If any person is aggrieved by any action on the ground that he/ she is being victimized due to the fact that he/ she had filed a complaint or disclosure, he/ she may file an application before the Chairman Audit Committee seeking redress in the matter, wherein the Chairman Audit Committee may give suitable directions to the concerned person or authority.

#### 8. **Decision**

If an investigation leads the Competent Authority or the Audit Committee as the case may be to conclude that an improper or unethical act has been committed, the Competent Authority or the Audit Committee shall recommend to the appropriate disciplinary authority to take appropriate disciplinary or corrective action.

#### 9. **Reporting of the outcome of the Investigation to Whistle Blower**

The Competent Authority shall submit a quarterly report of the protected disclosures, received and of the investigation conducted, and of the action taken to the Audit Committee of the Board of Directors. Outcome of the investigation by the Whistle Officer and any disciplinary or corrective action initiated against the subject would be informed to the Whistle Blower. If the Whistle Blower does not agree to the findings of the Whistle Officer, he/ she is permitted to approach the Chairman of the Audit Committee of the Company for inviting its attention on the concern raised by him/her.

#### 10. **Amendment**

The Board reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

For and on behalf of Board of Director's

  
**Naycen Sawhney**  
 Managing Director  
 DIN 00893704