


VIGIL MECHANISM POLICY OF INDIA STEEL SUMMIT PRIVATE LIMITED


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1. PREFACE


- a) India Steel Summit Private Limited (“Company”) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.
- b) Section 177 of the Companies Act, 2013 (“the Act”) and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, inter alia, provides for establishment of a mechanism called ‘Vigil Mechanism’ for Directors and Employees to report their genuine concerns or grievances, such as instances of unethical behavior, actual or suspected, fraud or violation of the code for Directors and Employees.
- c) The Act further requires every listed company and Companies which accepts deposits from the public and the Companies which have borrowed money from banks and public financial institutions in excess of fifty crores rupees, to establish such vigil mechanism.
- d) A vigil mechanism not only helps to detect fraud in organizations, but is also used as a corporate governance tool, which prevents and deters fraudulent activity.
- e) Accordingly, this Vigil Mechanism Policy (“the Policy”) has been formulated with a view to provide a mechanism for the Directors and Employees of the Company to report their genuine concerns or grievances in such manner as provided in the Policy and to approach the nominated Director in exceptional cases.

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2. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below. The terms not defined herein shall have the meaning assigned to them under the Act.

- 2.1** "Act" means the Companies Act 2013.
- 2.2** "Code" means the Code of Conduct or Service Rules or Standing Order of the Company for Directors, Senior Management Personnel, and other Employees of the Company, which lays down the principles and standards that should govern the actions of the Directors, Senior Management Personnel and other Employees of the Company.
- 2.3** "Company" means India Steel Summit Private Limited.
- 2.4** "Employee" means every employee of the Company (whether national or foreign), including the Directors of the Company.
- 2.5** "External Investigators" means those persons authorized, appointed, consulted, or approached by the nominated Director or vigilance Officer. It includes the Investigation Committee and outside independent Investigators.
- 2.6** "Nominated Director" means the Director appointed by the Board of Directors to play the role of the audit committee to oversee the Policy to whom other directors and employees may report their concerns in pursuance of Rule 7(3) of the Companies (Meetings of Board and its powers) Rules 2014.
- 2.7** "Protected Disclosure" means any written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. This includes any suspected violation of any law that applies to the Company and any suspected violation of the Code and also includes possible accounting or financial reporting violations, insider trading, bribery, or violations of the anti-retaliation aspects of this Policy. (Hereinafter also referred to as "Complaint").
- 2.8** "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.
- 2.9** "Vigilance Officer" means an association of officer of the company nominated by Board, as such.
- 2.10** "Whistle Blower" includes a Director or an Employee making a Protected Disclosure under this Policy. (Hereinafter also referred as "Complainant")

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3. SCOPE

3.1 The Policy is an extension of the Code and covers the genuine concerns against such events which have taken place/ suspected to take place involving but not limited to:

1. Breach of the Code;
2. Breach of Business Integrity, morality, and Ethics;
3. Breach of terms and conditions of employment and rules thereof;
4. Intentional Financial irregularities, actual or suspected fraudulent practices/malpractices including but not limited to improperly tampering with Company's books and records, or theft of company property;
5. Manipulation of company data/records;
6. Perforation of confidential/propriety information;
7. Gross Wastage/misappropriation of Company funds/assets.
8. Deliberate violation of laws/regulations;
9. Corruption, including bribery;
10. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment;
11. misuse/abuse of authority,
12. other matters or activity on account of which the interest of the Company is affected

3.2 It is pertinent to mention that Protected Disclosures concerning personal grievances, such as professional development issues or Employee Compensation, are not in the scope for purposes of this Policy.

3.3 This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

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4. ELIGIBILITY

“Complainant” is eligible to make complaint under the Policy in relation to matters concerning the Company.

5. ESSENTIALS OF A COMPLAINT

- 5.1** A Complaint shall be either typed or written in legible handwriting in English, Hindi, or Regional language of the place of employment of the complainant, properly signed by the Complainant.
- 5.2** Complaint shall bear a covering Letter disclosing the identity of the Complainant.
- 5.3** Anonymous Complaints shall not be entertained.
- 5.4** The Complaint shall be in a sealed envelope super scribed by as “**Protected disclosure under the Vigil Mechanism policy**” or sent through email with the subject “**Protected disclosure under the Vigil Mechanism policy**” and addressed to the Vigilance Officer/nominated Director as the case may be. If the Complainant believes that there is a conflict of interest between the Vigilance Officer and the Complainant, the Complainant may send the Complaint directly to the Nominated Director. Further, if the complaint is against the nominated Director, the protected disclosure shall be addressed to the Vigilance Officer.
- 5.5** The Complainant may not be an investigator and hence is not expected to have conducted any independent investigation before making the Complaint. The Complainant is, however, expected to know the facts on which the Complaint is based and must, therefore, disclose sufficient facts about the existence of improper activity by the subject(s) in the Complaint.
- 5.6** Complaint shall be made in the format provided in **Annexure-A** of this Policy.

6. REPORTING MECHANISM

- 6.1** All Protected Disclosures should be reported by the Whistle Blower as soon as possible, not later than 30 days after he/she becomes aware of the same so as to ensure a clear understanding of the issues raised.
- 6.2** Employees may report their Complaint/protected Disclosure to Vigilance Officer.
- 6.3** The contact details of the Vigilance Officer are as under:

Sl. No	Name	Designation	e-mail
1	Mr. Hiroyuki Kato	Managing Director	vigil@indiasteelsummit.com
2	Mr. Yasunori Seki	GM-Corporate Division	

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3	Mr. Kotaro Yokoyama	GM-Sales & Engineering	
4	Mr. Makato Kurakane	Director to Die Division	

6.4 Directors may report their complaints to the Nominated Director directly.

6.5 The contact details of the Nominated Director are as under:

Name: Mr. Hiroyuki Kato

Designation: - Managing Director

e-mail:- hiroyuki.kato@indiasteelsummit.com

6.6 If the complaint is against the Vigilance Officer or if there is a conflict of Interest between the Complainant and Vigilance Officer, the protected Disclosure may be given directly to the nominated Director.

6.7 If the complaint is against the Nominated Director, the complaint may be directly moved to the Board of Directors through the Vigilance Officer


6.8 Appropriate care must be taken to keep the identity of the Whistle Blower as confidential. The Nominated Director or the Vigilance Officer, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the external Investigators for investigation.

6.9 If the complaint is not super scribed and closed the protected disclosure will be dealt with as if it is a normal disclosure.

7. DISPOSAL OF PROTECTED DISCLOSURE

7.1 Recording Of Protected Disclosure

On receipt of the protected disclosure, the Vigilance Officer/nominated Director, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the Whistleblower whether he/she was the person who made the protected disclosure or not. The Format of the record is provided in **Annexure B** of this Policy.

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7.2 Call For Further Information

The Vigilance Officer/nominated Director, if deemed fit, may call for further information or particulars from the Whistle Blower. The Whistle-blower may also be associated with the investigations, if the case so warrants. However, he/she shall not have a right to participate in the investigation on his own accord. The whistleblower should not become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

7.3 Investigation By Vigilance Officer/ Nominated Director


- I. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Vigilance Officer or Nominated Director, as the case may be.
- II. The Nominated Director, if deemed fit may call for involving other investigators either by forming a special Purpose Committee outside the Agency, or both (**hereinafter referred to as “External Investigators”**) for the purpose of investigation.
- III. The Vigilance Officer, if found the need for further investigations through external Investigators, will investigate/oversee the investigations after the authorization of the Nominated Director.
- IV. Technical and other resources may be drawn upon as necessary to augment the investigation.
- V. All external Investigators shall be independent and unbiased both in fact and as perceived.
- VI. The decision to conduct an investigation taken by the nominated Director/Vigilance Officer is by itself not an accusation and is to be treated as a neutral fact-finding process.
- VII. The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible, given the legitimate needs of the law and the investigation.
- VIII. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities to provide their inputs during the investigation.
- IX. Subjects shall have a duty to cooperate with the Nominated Director Vigilance Officer or external Investigators during the investigation to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.

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- X. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- XI. Subjects 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.
- XII. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- XIII. The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure.

8. DECISION AND REPORTING

- 8.1** If an investigation leads to a conclusion that an improper or unethical act has been committed, the Vigilance Officer/Nominated Director shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.
- 8.2** For this purpose, the Vigilance Officer/Nominated Director along with the report of external Investigators, if referred to external Investigators, shall submit a report to the Board of Directors.
- 8.3** Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- 8.4** Subjects have a right to be informed of the outcome of the investigation.
- 8.5** If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 8.6** The Procedure of Disposal of Protected Disclosure is shown diagrammatically in Annexure 3 for ready reference

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9. PROTECTION

9.1 Protection To Whistle Blower

- 9.1.1** Genuine Whistleblowers will be accorded protection from any kind of discrimination, harassment, unfair treatment or victimization.
- 9.1.2** 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.
- 9.1.3** Incidents of retaliation against any employee reporting a violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment.
- 9.1.4** However, motivated and malicious disclosures shall be discouraged. The Whistle Blower before making a complaint should have reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith shall be viewed seriously. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.
- 9.1.5** The identity of the Whistle Blower will not be revealed unless he himself has either made his details public or disclosed his identity to any other office or authority.

9.2 Protection To Employees Assisting In Investigation

- 9.2.1** Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 9.2.2** The Company shall not initiate adverse action against an employee who participates or gives information in an investigation or hearing or in any form of inquiry initiated by the external Investors.
- 9.2.3** Disciplinary Actions would be taken against persons who conceals or destroys or tampers in any manner with evidences related to protected disclosure made under this mechanism

9.3 Protection To Vigilance Officer/Nominated Director

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Adequate measures shall be taken by the Board in case of any victimization is reported by the vigilance Officer or Nominated Director with them in the course of discharge of their respective roles and responsibilities.

10. SECRECY / CONFIDENTIALITY

The complainant, Vigilance Officer, nominated Director, the Subject and everybody involved in the process shall:

1. Maintain confidentiality of all matters under this Policy
2. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
3. Not keep the papers unattended anywhere at any time
4. Keep the electronic mails/files under password.

11. DISQUALIFICATIONS

- 11.1 In case, the Board concludes that the protected disclosure has been made malafide and is a false accusation or is an abuse of policy, then appropriate action including termination against the individual or identity making the disclosure will be taken.
- 11.2 Some disclosures may not result in any investigation or action at a later stage even though they are made in good faith. In such circumstances, no action would be initiated against the submitter of information.
- 11.3 Whistleblowers who make 3 or more Protected Disclosures, then he/she, will be disqualified from reporting further Protected Disclosures under this Policy.

12. ROLE & RESPONSIBILITIES

12.1 Vigilance Officer

- 12.1.1 Vigilance Officer will receive the protected disclosures from all the employees of the company. All Complaints against the Nominated Director shall also be moved through the Vigilance Officer to the Board of Directors.

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12.1.2 The Vigilance Officer shall be responsible for the Maintenance of the Register of Protected Disclosures in Annexure B for the complaints in his ambit and shall allot an Unique Identification Number to those complaints.

12.1.3 The Vigilance Officer shall determine the nature of the Complaint keeping in view the following:

- accuracy of the information furnished;
- nature and quality of evidence;
- existence of relevant laws and rules;
- history of previous assertions regarding the same subject or subject matter;
- what are the avenues available for addressing the matter;
- seriousness or significance of the asserted action; and

12.1.4 Vigilance Officer shall be objective, thorough, and independent of influence in conducting inquiries and/or review of relevant documents associated with Whistleblower Concerns.

12.1.5 The Vigilance Officer shall maintain the confidentiality of the Whistleblower and witnesses who provide information, as appropriate.

12.1.6 Vigilance Officer shall complete the inquiries, investigations, and all the formalities and shall resolve the matter within 90 days from the date of filing of the complaint. Any extension in respect thereof shall be inserted in writing along with necessary justification in registers maintained in Annexure B.


12.2 Nominated Director

12.2.1 Nominated Director will receive the protected disclosures from all the Directors of the company. All Complaints against the Vigilance Officer shall also move through the Nominated Director as other Complaints.

12.2.2 The Nominated Director shall have all responsibilities as that of a vigilance Officer in respect of handling and disposal of Protected Disclosures.

12.2.3 The Nominated Director shall refer complaints to external Investigators after considering the cost and benefit of a potential investigation.

12.3 External Investigator

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12.3.1 Investigator(s) are required to conduct a process towards fact-finding and analysis. The Investigator(s) shall submit his / their report to the Nominated Director or Vigilance Officer, whoever has referred the Protected Disclosure to them.

12.3.2 All Investigators shall perform their role in an independent and unbiased manner. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of a professional approach.

13. EMPLOYEE NOTIFICATION

13.1All employees shall be notified of the existence and contents of this policy through the respective departmental heads and every department head shall submit a certificate duly signed by him to the Vigilance officer that the Policy was notified to each employee belonging to his department.

13.2In case of new employees, the same will be informed by the HR department.

13.3The certificates received from the respective departments of the company regarding the notification of the Policy shall be placed before the Board of Directors and the Board shall take on record of the same.

14. RETENTION OF DOCUMENTS

All Protected Disclosures as received in Annexure A and Register maintained in Annexure B shall be maintained for a minimum period of 5 years.

15. REVIEW


The Policy and the Registers maintained under this policy shall be reviewed periodically as under:

15.1The Policy shall be reviewed annually by the Board of Directors in consultation with the Vigilance Officer and Nominated Director.

15.2The registers maintained under Annexure B shall be presented in each Board Meeting of the Company for information of the Board about the total number of matters lodged by whistle Blowers, disciplinary action taken over them or set aside as the case may be, since the last Board Meeting.

16. AMENDMENT

The Board of Directors shall have the right to amend or modify this Policy from time to time.

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17. POLICY SHALL BE AVAILABLE AT THE WEB SITE OF THE COMPANY


The "Policy" as adopted by the Board and amended from time to time shall be made available at the web site of the company.

For India Steel Summit Pvt. Ltd



Hiroyuki Kato
Managing Director




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Annex A

SAMPLE FORMAT FOR PROTECTED DISCLOSURE

Date	:	
Name of the whistleblower	:	-
Department and Designation	:	
Email id of the Whistle Blower	:	-
Communication Address	:	-
Contact No	:	-
Subject matter which is reported	:	-
(Name of the person/ event focused at)	:	-
Brief about the concern	:	
Evidence (enclose, if any)	:	-

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Annexure B : Register of protected Disclosure and Outcome Thereof

UNIQUE IDENTIFICATION NUMBER	
Date of receipt of Complaint	
Brief facts;	
Whether the same Protected Disclosure was raised previously by anyone,	
if Yes, the outcome thereof;	
Whether the same Protected Disclosure was raised previously on the same subject	
Details of actions taken by Vigilance Officer / Nominated Director for processing the complaint	
Matter referred to External Investigators or not	
Findings and Gist of the Report by External Investigators, if Referred	
Final Recommendations to Board/disposed Off	
Decision by the Board	
Date of Decision	