

ENGINEERS INDIA LIMITED
Whistle Blower Policy

1.0 SCOPE:

This policy applies to all employees of Engineers India (EIL) and its subsidiaries.

2.0 PURPOSE

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

3.0 POLICY

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

- May lead to incorrect financial reporting;
- Are unlawful;
- Are not in line with company policy, including the Code of Business conduct or Otherwise amount to serious improper conduct.

4.0 SAFEGUARDS

Harassment or Victimization

Harassment or victimization of the complainant will not be tolerated.

Confidentiality

Every effort will be made to protect the complainant's identity.

Anonymous Allegations

The policy encourages employees to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously will be not be investigated, unless the issue raised is serious, credible and there is likelihood of confirming the allegation from attributable sources.

Malicious Allegations

Malicious allegations may result in disciplinary action.

5.0 PROCEDURE:

Process For Raising A Concern

The whistle blowing procedure is intended to be used for serious and sensitive issues.

ENGINEERS INDIA LIMITED

Whistle Blower Policy

Serious concerns relating to financial reporting, unethical or illegal conduct, should be reported in either of the following ways:

- Directly to Audit Committee Chairman or Members or Secretary to Audit Committee i.e. Company Secretary of the Company.
- Employment-related concerns should be reported through normal channels such as supervisor / Departmental Head, HR representative, ED (HR) or Director (Personnel).

Reporting

Any complaint/ report that is made (whether openly or confidentially) shall be promptly reported to the Audit Committee.

Each Complaint/Report forwarded to the Audit Committee directly or through the member or Secretary of the Audit Committee (whether openly or confidentially) shall be reviewed by the Audit Committee. 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. The Audit Committee shall determine whether the Audit Committee or management should investigate the Report. If the Audit Committee determines that management should investigate the Report, the Audit Committee shall notify the Chairman and Managing Director of EIL. Management shall thereafter promptly investigate the Report and shall report the results of its investigation to the Audit Committee. 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.

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. 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.

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

In determining whether management or the Audit Committee should investigate a Report, the Audit Committee shall consider, among any other factors that are appropriate under the circumstances, the following:

Who is the alleged wrongdoer? If an executive officer, senior financial officer, or other high management official of EIL or its subsidiary is alleged to have engaged in wrongdoing, that factor alone may favor the Audit Committee conducting the investigation.

How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate the Audit Committee should undertake the investigation. If the alleged wrongdoing 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.

ENGINEERS INDIA LIMITED Whistle Blower Policy

How credible is the allegation of wrongdoing? 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.

Timing

The earlier a concern is expressed, the easier it is to take action.

Evidence

Although the employee is not expected to prove the truth of an allegation, the employee needs to demonstrate to the person contacted that there are sufficient grounds for concern.

6.0 How The Complaint Will Be Handled

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.

In making a Report, individuals should exercise due care to ensure the accuracy of the information disclosed and should provide sufficient information to enable an investigation to be conducted.

Initial Inquiries

Initial inquiries 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.

Report 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.

Further Information

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.

Information

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