



GREAVES COTTON LIMITED

WHISTLE BLOWER POLICY

(modified at the Board Meeting held on 1st August, 2016 and 1st May, 2019)

1. Preface

- 1.1 Greaves Cotton Limited (“Greaves” or “Company”) believes in conducting the affairs of its constituents in a fair and transparent manner by adopting the highest standards of prudent business practices based on the principles of professionalism, honesty, integrity and ethical behaviour. Greaves, therefore, is committed to develop a system where Directors or employees or any Other Person can voice their genuine concerns about any unethical or unacceptable business practice or any event of misconduct.
- 1.2 Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, inter-alia, stipulates that every listed company shall establish a vigil mechanism called “Whistle Blower Policy” to facilitate directors or employees at all levels or any Other Person, to voice their genuine concerns or observations without fear, or raise reports to the management of any such instances of any unethical or unacceptable business practice or any event of misconduct / unethical behaviour, actual or suspected fraud, or violation of the Company’s Code of Conduct.
- 1.3 This Whistle Blower Policy (“Policy) has been formulated with a view to provide a mechanism for the Directors or employees or any Other Person to approach the Compliance Officer or the Chairman of the Audit Committee of the Company.
- 1.4 The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. The Policy neither releases employees from their duty of confidentiality in the course of their work nor is it a route for taking up a grievance about a personal situation.

2. Scope of the Policy

- 2.1 The Policy shall extend to cover incidents of any malpractices or events which have taken place/ suspected to take place involving:
 1. Breach of Employee Code of Conduct or Rules;
 2. Wastage/misappropriation of Company funds/assets;
 3. Financial irregularities, including fraud, or suspected fraud;
 4. Manipulation of Company data/records;
 5. Pilferation of confidential/proprietary information;
 6. Abuse of authority;
 7. Deliberate violation of law/regulation, including but not limited to corruption, bribery, theft, fraud, coercion and wilful act of commission or omission;
 8. Abusing of corporate opportunity for personal gains;
 9. Unofficial use of Company’s material/human assets;

10. Criminal offence;
11. Breach of contract;
12. Negligence causing substantial and specific danger to public health and safety;
13. An act of discrimination or sexual harassment;
14. Any other unethical, biased, favoured, imprudent event.

The above list is only illustrative and should not be considered as exhaustive.

3. Definitions

- 3.1 Audit Committee: means the Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013, who will receive the Protected Disclosure and to conduct detailed investigation.
- 3.2 Compliance Officer: means an Officer who is nominated / appointed by the Board of Directors or the Audit Committee, to receive the Protected Disclosure and to conduct detailed investigation.
- 3.3 Disciplinary Action: means any possible action that can be taken on the completion of or during the investigation proceedings, including but not limited to a warning, imposition of fine, suspension from official duties, severance from employment / services of the Company or any such action as is deemed to be fit considering the gravity and the result of investigation of the matter.
- 3.4 Employee: means every employee, whether temporary or permanent, in the employment of the Company whether in India or abroad.
- 3.5 Investigators: mean those persons authorised, appointed or approached by the Compliance Officer or the Chairman of the Audit Committee which may include the Internal Auditors of the Company.
- 3.6 Other Person: means a vendor, supplier or any other stakeholder of the Company.
- 3.7 Protected Disclosure: means any communication made in good faith that discloses/demonstrates information that may evidence unethical or improper activity of anyone.
- 3.8 Subject: means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 3.9 Whistle Blower: means a Director, Employee or any Other Person who makes a Protected Disclosure under this Policy.

4. The Guiding Principles

In order to implement this Policy in its letter and spirit and to assure that the concern will be addressed promptly, the Company will:

- (a) Receive the Protected Disclosure without any condition and under strict confidence.
- (c) (b) Ensure complete confidentiality. Not attempt to conceal evidence of the Protected Disclosure.
- (d) Treat victimization as a serious matter including initiating disciplinary action on such person/(s) wherever necessary.

- (e) Provide an opportunity of being heard to the persons involved, especially to the Subject.
- (f) Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made.
- (g) Ensure that the Whistle Blower and/or the person raising the Protected Disclosure are not victimized for doing so.

5. Mode of raising Protected Information

5.1 Protected Information concerning the Subject at the level of Vice President and above should be addressed to the Chairman of the Audit Committee and those concerning below the level of Vice President, to the Compliance Officer. Protected Information should be sent to the Compliance Officer and / Chairman of the Audit Committee, as the case may be, at the earliest but not later than 30 (thirty) days after becoming aware of the same.

5.2 Protected Information should be sent marked "Confidential" to the following address:

If addressed to the Chairman of the Audit Committee-

Chairman of the Audit Committee

C/o. Greaves Cotton Limited, Unit No.701, 7th Floor, Tower 3, Equinox
Business Park, LBS Marg, Kurla West, Mumbai - 400 070

If addressed to the Compliance Officer-

Compliance Officer of the Company

C/o. Greaves Cotton Limited, Unit No.701, 7th Floor, Tower 3, Equinox
Business Park, LBS Marg, Kurla West, Mumbai - 400 070

Contact No. : 022-62211700

- 5.3 Protected Information should be factual and not speculative or in the nature of a conclusion, and should contain specific information so as to facilitate proper assessment of the nature and extent of concern and urgency of investigative procedure.
- 5.4 Each Protected Information shall be clear, to the point, and shall include the name, place of work and sign of the Whistle Blower and shall be dated by the Whistle Blower. As a matter of principle and in the interest of the Subject, any anonymous concerns will also be investigated.
- 5.5 If initial enquiries indicate that the Protected Information has neither any basis, nor the information falls within the purview of this Policy, it may be dismissed at that stage and the decision shall be documented.

6 Investigations

- 6.1 Where initial enquiries indicate that further investigation is necessary, this will be carried by the Compliance Officer/the Chairman of the Audit Committee. The Compliance Officer or the Chairman of the Audit Committee may at his sole discretion, consider involving any Investigators for this purpose.
- 6.2 The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings will be made.

6.3 The identity of the Subject will be kept confidential to the extent possible given the legitimate needs of the Law and the investigation.

6.4 Subject will normally be informed of the allegations at the outset of a formal investigation and will be given an opportunity to provide his/her inputs in his/her defence.

6.5 The Compliance Officer / Chairman of the Audit Committee shall –

- i) Make a detailed written record of the Protected Information. The record will include:
 - Facts of the matter;
 - Whether the same Protected Information was raised previously by anyone, and if so, the outcome thereof;
 - Whether any Protected Information was raised previously against the same Subject;
 - The financial / otherwise loss which has been incurred / would have been incurred by the Company.
 - Findings of the Compliance Officer/Chairman of the Audit Committee;
 - The recommendations of the Compliance Officer/Audit Committee on disciplinary/other action/(s).

6.6 The Compliance Officer / Chairman of the Audit Committee shall finalise and submit the report to the Managing Director within 30(Thirty) days of receipt of the Protected Information.

6.7 On submission of report, the Compliance Officer / Chairman of the Audit Committee shall discuss the matter with the Managing Director who shall either:

- i) In case the Protected Information is proved to be correct, accept the findings of the Compliance Officer /Chairman of the Audit Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid recurrence of the matter; Or
- ii) In case the Protected Information is not proved, dismiss the matter.

7. Disqualifications

7.1 While the Company will ensure that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment. Any abuse of this protection will warrant disciplinary action.

7.2 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.

7.3 Whistle Blowers, who make Protected Information, 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 Information under this Policy.

8. Protection

8.1 The Management is committed to protect the Whistle Blower as well as the Subject till the time the Subject is proved guilty of the allegations or concerns raised in respect of the Subject. No unfair treatment will be meted out to the Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Management, as a policy, does not encourage any kind of discrimination, harassment, victimization or any other

unfair employment practice being adopted against the Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties/functions including making further Protected Disclosure. The Management 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 Management will arrange for the Whistle Blower to receive advice about the procedure, etc.

8.2 The identity of the Whistle Blower shall be kept confidential.

8.3 Any other person assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

9. Secrecy / Confidentiality

The Whistle Blower, the Subject, the Compliance Officer and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter.
- b. not discuss the matter in any informal / social gatherings / meetings.
- c. discuss only to the extent necessary or with the persons required for the purpose of completing the process and investigations.
- d. not keep the papers unattended anywhere at any time.
- e. keep the electronic mails/files in this regard under password.

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as deemed fit.

10. Reporting and Review

A quarterly Report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee for their information and review.

11. Amendments

The Audit Committee / Board of Directors of the Company reserves its right to amend and/or modify this Policy in whole or in part, at any time without assigning any reason.