

SWARAJ AUTOMOTIVES LIMITED

WHISTLE BLOWER POLICY

1. Preface

Swaraj Automotives Limited (“the Company”) is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, honesty, integrity and ethical conduct. Towards this end, the Company has adopted two separate Code of Conduct viz. one for Directors and other for its employees (collectively referred to as “Codes” or “the Codes”) and other Policies as may be applicable from time to time which lays down the principles and standards that should govern the actions of the Company, its Directors and its Employees. Any actual or potential violation of the Code/Policies, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Directors / Employees in pointing out such violations of the Code/Policies cannot be undermined.

The Vigil Mechanism as envisaged in the Companies Act, 2013 and the Rules prescribed is implemented through the Whistle Blower Policy to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee. The Whistle Blower Policy mechanism provides Directors / Employees

Accordingly, this Whistle Blower Policy (“the Policy” or “this Policy”) has been formulated with a view to provide a mechanism for directors / employees of the Company to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company’s Codes or Policies.

This Policy is in addition to the existing Code and Policies which will continue to remain effective.

2. Definitions

The definitions of the key terms used in this Policy are given below. [*Terms not defined hereinbelow shall have the meaning assigned to them under the Code/Policies.*]

- a. **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013.

- b. **“Codes” mean** a separate Code of Conduct viz one for Directors and other for employees.
- c. **“Director”** means a Director appointed to the Board of the Company.
- d. **“Employee”** means every Employee of the Company (whether working in India or abroad), including the Directors in the whole time employment of the Company.
- e. **“Investigators”** mean those persons authorised, appointed, consulted or approached by the Chairman of the Audit Committee / Chairman of the Company including the Auditors of the Company and the Police.
- f. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behaviour, actual or suspected fraud or violation of the Company’s Code or Policies or any improper activity.
- g. **“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.
- h. **“Whistle Blower”** means a Director / Employee making a Protected Disclosure under this Policy.

3. **Scope**

- a. 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.
- b. 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 Chairman of the Audit Committee or Chairman of the Company or the Investigators.
- c. Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee or the Chairman of the Company, as the case may be.

4. **Eligibility**

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

5. Procedure

- a. All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company or Chairman of the Company for investigation.
- b. The contact details of the Chairman of the Audit Committee / Chairman of the Company is as under:

Shri Hardeep Singh
608 A, The Aralias,
DLF Golf Links,
DLF Phase 5,
Gurgaon – 122009

- c. If a protected disclosure is received by any Executive(s) of the Company other than Chairman of Audit Committee or Chairman of the Company, the same should be forwarded to the Chairman of the Audit Committee or Chairman of the Company for further appropriate action.

Appropriate care must be taken to keep the identity of the Whistle Blower(s) confidential.

- d. Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised, be typed in English, Hindi or in the Regional Language of the place of employment of the Whistle Blower(s).
- e. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower(s). The Chairman of the Audit Committee / Chairman of the Company, as the case may be, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- f. 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.

6. Investigation

- a. All Protected Disclosures reported under this Policy would be thoroughly investigated by the Chairman of the Audit Committee of the Company / Chairman of the Company who would investigate/oversee the investigations.

- b.* The Chairman of the Audit Committee / Chairman of the Company may at his/its discretion, consider involving any Investigators for the purpose of investigation.
- c.* The decision to conduct an investigation taken by the Chairman of the Audit Committee / Chairman of the Company is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may or may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- d.* The identity of a Subject and the Whistle Blower would be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e.* Subjects would normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f.* Subjects shall have a duty to co-operate with the Chairman of the Audit Committee / Chairman of the Company or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g.* Subjects have a right to consult with a person or persons of their choice, other than the Chairman of the Company / Members of the Audit Committee / Investigators / the Whistle Blower(s).
- h.* 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.
- i.* Unless there are compelling reasons not to do so, Subjects would be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrong doing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j.* Subjects have a right to be informed of the outcome of the investigation.
- k.* The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

7. Protection

- a.* For the purpose of providing protection to the Whistle Blower(s), the Whistle Blower(s) should disclose his/her identity in the covering letter forwarding

such Protected Disclosure.

- b. The identity of the Whistle Blower(s) shall be kept confidential unless otherwise required by law, and in which case the Whistle Blower(s) would be informed accordingly.
- c. No unfair treatment would be meted out to a Whistle Blower(s) by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a Policy, condemns any kind of discrimination, harassment, victimisation or any other unfair employment practice being adopted against Whistle Blower(s). Complete protection would, therefore, be given to Whistle Blower(s) 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 would take steps to minimise difficulties, which the Whistle Blower(s) may experience as a result of making the Protected Disclosure.
- d. A Whistle Blower(s) may report any violation of the above Clause to the Chairman of the Audit Committee / Chairman of the Company, who shall investigate into the same and recommend suitable action to the Management.
- e. Any other Director / Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower(s).

8. Disqualifications

- a. While it would be ensured that genuine Whistle Blower(s) are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection would warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower(s) knowing it to be false or bogus or with a *mala fide* intention.
- c. Whistle Blower(s), who make any Protected Disclosures, which have been subsequently found to be *mala fide* or *malicious* or Whistle Blower(s) who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, would be disqualified from reporting further Protected Disclosures under this Policy and may be subject to disciplinary action.

9. Investigators

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Chairman of the Audit Committee / Chairman of the Company when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of legal and professional standards.
- c. Investigations would be launched only after a preliminary review by the Chairman of the Audit Committee or the Chairman of the Company as the case may be, which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct; and
 - ii. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of Management review.

10. Decision

If an investigation leads the Chairman of the Audit Committee / Chairman of the Company to conclude that an illegal or unethical behaviour, actual or suspected fraud or violation of the Company's Codes or Policies or any improper activity has taken place/has been committed, Chairman of the Audit Committee / Chairman of the Company shall recommend to the Management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee / Chairman of the Company may deem fit.

11. Reporting

A report with number of complaints received under this Policy and their outcome shall be placed before the Audit Committee on a regular basis.

12. Retention of documents

All Protected Disclosures in writing or documented alongwith the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

13. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification would be binding on the Directors / Employees unless the same is notified to the Directors / Employees.

14 The Whistle Blower Policy shall come into effect from 27th April, 2015.