

VIGIL MECHANISM (WHISTLE BLOWER) POLICY

ALD Automotive Pvt. Ltd.

INTRODUCTION

In terms of Section 177 (9) of the Companies Act, 2013 Companies with the Borrowings in excess of INR 500 Million from Banks and Public Financial Institutions are mandatorily required to establish a vigil mechanism by nominating a Director to whom other Directors and employees may report their genuine concerns. Such a vigil mechanism shall provide for adequate safeguards against victimization of Directors & employees who use such mechanism and also make provisions for direct access to the Whole Time Director (i.e. the Nominee Director) of the Company in appropriate or exceptional cases.

Societe General Group sets the highest standards in terms of compliance and ethics. Further with reference to the aforementioned regulation of Sec 177(9) of Companies Act 2013 and the Companies Code of Conduct, ALD has established the Vigil Mechanism (Whistle Blower Policy) as under:

2. DEFINITIONS:

- 2.1. "Alleged wrongful conduct" shall mean violation of law, infringement of Company's rules, Companies (Groups') Code of Conduct, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority".
- 2.2. "Nominee Director" means the Director nominated to be in charge of Vigil Mechanism of the Company by the Board of Directors of the Company.
- 2.3. "Board" means the Board of Directors of the Company.
- 2.4. "Company" means ALD Automotive Pvt. Ltd. (ALD)
- 2.5 "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.
- 2.6. "Employee" means all the present employees and the Directors of the Company.
- 2.7 "Vigilance Officer" means Chief Administrative Officer of the Company or such other person who is on employment of the Company and is so appointed by the Nominee Director, who shall receive the protected disclosures from whistle blowers, maintaining

records thereof, placing the same before the Nominee Director or the General Secretary's Department of ALD International for its disposal and informing the whistle blower the result thereof.

- 2.8. "Protected Disclosure" means a concern raised by an employee or group of employees of the Company, or any other stake holders in the Company with whom an established commercial relationship is maintained, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity with respect to the Company. However, the Protected Disclosures should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern. Further such disclosure must not under any circumstances be anonymous.
- 2.9. "Subject" means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 2.10. "Whistle Blower" is an employee or group of employees or part-time collaborator and, within the scope of their duty, any service provider with whom an established commercial relationship is maintained (subcontractors or suppliers) who makes a Protected Disclosure under this Policy and also referred in this policy as Whistle Blower.

3. POLICY OBJECTIVES:

- 3.1. A Whistle Blower (Vigil) mechanism provides a channel to the employees, to report to the management, concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy of the Company and also provides for adequate safeguards against victimization of employees & Directors or other stake holders as explained above, by giving them direct access to the Nominee Director of the Company and also to the General Secretary's department of ALD International in exceptional cases.
- 3.2. 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 against Employees or Directors.

4. SCOPE OF THE POLICY:

- 4.1. This Policy is extension of the Société Generale Groups' Code of Conduct. It covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

The said policy along with the statutory provisions as per the Indian Companies Act also abides by the Societe Generale's Groups Code of Conduct. Hence the said policy needs to

be interpreted as per the provision of the act and the conditions of the Group's Code of Conduct and whenever there is a conflict between the two the wider and stringent condition shall survive.

5. COVERAGE OF POLICY:

The policy encourages all the Whistle Blowers to voice all their genuine concerns which shall include but not limited to the following:

- a. Abuse of authority;
- b. Breach of trust;
- c. Breach of confidentiality;
- d. Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel);
- e. Manipulation of Company data/records;
- f. Breach of any Policy or Manual or Code adopted by the Company;
- g. Financial irregularities, including fraud, or suspected fraud;
- h. Deliberate violation of law/regulation;
- i. Misappropriation of Company assets/funds; and
- j. Any other unethical or improper conduct.

6. PROCEDURES FOR WHISTLE BLOWING:

- 6.1. Protected Disclosures should be reported to the Vigilance Officer in writing by the Whistle Blower as soon as possible after the whistle blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.

As per the Companies Code of Conduct in order to benefit from the protective status of whistleblower, the person making the report must:

- Be a natural person and
- Act impartially and
- Act in good faith.

- 6.2. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as "Protected disclosure under the whistle blower policy" or should be mailed with the aforesaid subject line at the designated E mail ID for the purpose of Whistle Blowing. If the complaint is not super scribed and closed as mentioned above it will not be possible for the Vigilance Officer to protect the Whistle Blower and the protected disclosure will be dealt with as if a normal disclosure. The Whistle Blowers are advised not to write the name / address of the Whistle Blower on the envelope. In order to protect identity of the Whistle Blower, the Vigilance officer will not issue any acknowledgement to the Whistle Blower and the Whistle Blowers are advised neither to

write the name / address of the Whistle Blower on the envelope nor to enter into any further correspondence with the Vigilance Office. The Vigilance Officer assures that in case any further clarification is required he/she shall get in touch with the Whistle Blower.

- 6.3. The Protected Disclosure should be forwarded under a covering letter signed by the Whistle Blower. The Vigilance Officer shall detach the covering letter bearing the identity of the whistle blower and process only the Protected Disclosure.
- 6.4. Protected Disclosure against the Vigilance Officer should be addressed to the Nominee Director of the Company.
- 6.5. On receipt of the protected disclosure the Vigilance Officer shall make a record of the Protected Disclosure and also ascertain from the Whistle Blower whether he was the person who made the protected disclosure or not before referring the matter to the Nominee Director for further appropriate investigation and needful action.
- 6.6. The Vigilance Officer may if he/she deems fit may call for further information or particulars from the Whistle Blower.
- 6.7. If the aforesaid route is not suitable then the Whistle Blower may send an alert via the Whistle Blowing tool set-up and implemented by Societe General Group via a secure external platform that guarantees the protection of personal data and the strict confidentiality of information.

This right to raise the alert must be exercised in a responsible and non-abusive manner, only where the Whistle Blowing procedure through Vigilance Officer is not suitable.

The investigation, decision making and reporting of alert through new whistle blowing tool shall be conducted as per the group policies. The Whistle Blower will receive an ID and a password to track his alert. The tool shall respond to the Whistle Blower with follow-up questions within 15 days of alert.

7. INVESTIGATION:

- 7.1. All protected disclosures under this policy will be recorded and thoroughly investigated. The Nominee Director may along with the Vigilance Officer investigate and may at its discretion consider involving any other Officer of the Company.
- 7.2 The decision to conduct an investigation taken by the Nominee Director/Vigilance Officer by itself is not an accusation and is to be treated as a neutral fact finding process.
- 7.3. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

- 7.4. Subject(s) shall have a duty to co-operate with the Nominee Director or any of the Officers appointed by him/her in this regard to the extent that such cooperation will not compromise self incrimination protections available under the applicable laws.
- 7.5. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 7.6. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.7. Subject(s) have a right to be informed of the outcome of the investigations.
- 7.8. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Nominee Director/Vigilance Officer deems fit and as applicable.

8. DECISION AND REPORTING:

- 8.1. Vigilance Officer along with his/her recommendations will report his/her findings to the Nominee Director of the Company within 15 days of receipt of report for further action as deemed fit. In a situation where prima facie case exists against the subject, then the Nominee Director of the Company shall forward the said report with his/her recommendation to the concerned disciplinary authority for further appropriate action in this regard or shall close the matter, for which he shall record the reasons. Copy of above decision shall be addressed to the any two members of Board of Directors of the Company, the Vigilance Officer, the Whistle Blower and the subject.
- 8.2. In case the subject is a Vigilance Officer of the Company, the protected disclosure shall be addressed to the Nominee Director of the Company who, after examining the protected disclosure shall forward the matter to the General Secretary's Department of ALD International similarly incase the subject is the Nominee Director, Vigilance Officer along with his/her recommendations shall report his/her findings to the General Secretary's Department of ALD International.
- 8.3. The General Secretary's Department of ALD International shall appropriately and expeditiously investigate the Protected Disclosure and after providing an opportunity to the subject to explain his/her position and after completion of investigation shall submit a report along with its recommendation to the Vigilance Officer/Nominee Director and to the any two members of Board of Directors of the Company. After considering the report and recommendation as aforesaid, the Vigilance Officer/Nominee Director shall forward the said report with its recommendation to the concerned disciplinary authority for further appropriate action in this regard or shall close the matter, for which he shall record

the reasons. Copy of the above decision shall be addressed to the Nominee Director, the Vigilance Officer, the Whistle Blower and the subject.

8.4. If the report of investigation is not to the satisfaction of the Whistle Blower, the Whistle Blower has the right to report the event to the appropriate legal or investigating agency.

8.5. A Whistle Blower who makes false allegations of unethical & improper practices or about wrongful conduct of the subject to the Vigilance Officer or the Nominee Director shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. SECRECY / CONFIDENTIALITY:

9.1. The Whistle Blower, Vigilance Officer, Nominee Director, the Subject and everybody involved in the process shall:

9.1.1. Maintain confidentiality of all matters under this Policy

9.1.2. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

9.1.3. Not keep the papers unattended anywhere at any time

9.1.4. Keep the electronic mails / files under password.

10. PROTECTION:

10.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.

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

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

11. ACCESS TO THE VIGILANCE OFFICER/WHISTLE BLOWING TOOL:

The Whistle Blower shall have right to access vigilance officer directly. Following are the contact details of the Vigilance Officer

Address: Ms. Shoba Krishnan
ALD Automotive Pvt. Ltd.

Protected disclosure under the whistle blower policy

4th Floor, D Wing, Jolly Bard Tower,
I Think Techno Campus, Kanjurmarg (East),
Mumbai – 400 042.
India

*E-mail: shoba.krishnan@aldautomotive.com

* The E-mail ID and details of the Vigilance Officer shall be updated as and when there is a change of Vigilance officer of the Company

Link for raising alert thorough tool only incase whistle blowing through vigilance officer is not suitable:

[‘new whistleblowing tool’](https://report.whistleb.com/en/societegenerale) : <https://report.whistleb.com/en/societegenerale>

12. COMMUNICATION:

A Vigil Mechanism Policy shall be informed to the employees by publishing the same on the common mail access server of the Company.

13. RETENTION OF DOCUMENTS:

All Protected disclosures documented along with the results of investigation relating thereto, shall be retained by the Vigilance Officer for a period of 8 (Eight) years or such other period as specified by any other law in force, whichever is more.

14. ADMINISTRATION AND REVIEW OF THE POLICY:

The Nominee Director of the Company shall be responsible for the administration, interpretation, application and review of this policy. The Nominee Director of the Company also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Vigilance Officer.

15. MODIFICATION:

The Company may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organizational changes within the Company.

16. DISCLOSURE IN ANNUAL REPORT:

The details of establishment of Vigil Mechanism/Whistle Blower Policy shall be disclosed by the Company in its Annual Report in the Board's Report.

17. ANNUAL AFFIRMATION:

The Company shall annually affirm that it has not denied access by any Directors or employee or any of its stake holders, to the Vigilance Officer /Nominee Director and that it has provided protection to whistle blower from adverse personnel action. The affirmation shall form part of the Annual Report of the Company.