

## WHISTLE BLOWER POLICY OF GODREJ INDUSTRIES LIMITED

*(Effective from November 8, 2023)*

### DOCUMENT CONTROL

Document Name	<b>Whistle Blower Policy of Godrej Industries Limited</b>
Version No.	1.5
Date	November 8, 2023

### VERSION CONTROL

Date	Version	Description
October 25, 2011	1.0	Original
May 30, 2012	1.2	Upon reconstitution, replaced the name of Audit Committee Chairman
May 28, 2014	1.3	Establishment of 'Vigil Mechanism' within the existing Whistle Blower Policy
May 22, 2020	1.4	Included reporting of UPSI by employees, as per Regulation 9A(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018
November 8, 2023	1.5	Benchmarking and Updation of reporting channels.

# WHISTLE BLOWER POLICY OF GODREJ INDUSTRIES LIMITED

## APPLICABILITY

The Whistle Blower Policy of Godrej Industries Limited is applicable to all the Employees, Directors and Stakeholders of Godrej Industries Limited.

## GOVERNING PROVISIONS AND OBJECTIVE

This “Whistle Blower Policy” of Godrej Industries Limited has been framed in terms of the provisions of Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of the Board & its Powers) Rules, 2014 read with Regulation 22 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, which requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for its Directors and Employees, to report genuine concerns, and to freely communicate their concerns about illegal or unethical practices.

The Vigil Mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

## SCOPE

The purpose of Whistle Blower Policy is to allow the employees, directors and stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices and to raise concerns about unacceptable improper practices being followed in the organization without necessarily informing their superiors.

This Policy is intended to check that whenever any unacceptable/improper practice and/or any unethical practice is reported by any employees, directors and stakeholders, proper action is taken to check such practice/wrong doing and the employees, directors and stakeholders are protected against any adverse action and/or any discrimination for such reporting.

It also aims to help employees report instances of leak of unpublished price sensitive information relating to the Company.

Explanation: "**Unpublished price sensitive information**" ("**UPS**I")<sup>^</sup> means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but is not restricted to, information relating to: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;

- (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel;
- (vi) Such other information, as the Managing Director / Whole Time Director / Chief Financial Officer/Compliance Officer may prescribe from time to time.

*(^any changes in the definition of UPSI shall apply to this policy)*

## **PROTECTION TO WHISTLE BLOWER**

All the employees, directors and stakeholders shall be protected from any adverse action for reporting any unacceptable/ improper practice and/or any unethical practice / leak of UPSI or frauds or violation of any law, rule or regulation so long as the employees, directors and stakeholders:-

1. Report in good faith his/her belief that there is waste of the company's funds;
2. Report in good faith his/her belief that there is an intentional leak of UPSI relating to the Company;
3. Report in good faith the violation or suspected violation of a law, rule or regulation;
4. Participate in or gives information in an investigation, hearing, court proceeding, legislative or other inquiry, or other administrative review;
5. Object or refuse to carry out a directive that the employee and/or director and stakeholders believes in good faith may violate a law, rule or regulation.

The Company is forbidden from taking any adverse action against employees, directors and stakeholders for exercising the employees, directors and stakeholders' rights as listed above. Examples of adverse action are given below :-

1. Discharging the employees, directors and stakeholders;
2. Threatening the employees, directors and stakeholders;
3. Discriminating against the employees, directors and stakeholders, where applicable

## **RAISING A CONCERN**

Employees, directors and other stakeholders who have a genuine complaint or concern about any fraud or violation of any law, rule or regulation or unacceptable/improper practice and/or any unethical practice may complain about this to his/her superior or to the designated members to attend to whistle-blowers.

They are responsible for the following functions:

1. Receiving and recording any complaints under this policy.
2. Ensuring confidentiality of any "Whistle Blowing" complainant who requests that their complaint be treated in confidence.
3. Preparing of a report on any whistle blowing complaint and send the report promptly to the Audit Committee Members. A copy of the report shall be simultaneously sent

to the Managing Director and Executive Director for investigation. The Managing Director/Executive Director after investigation shall place a report to the Audit Committee for discussion and decision. The Audit Committee Members shall then discuss the same and take necessary action.

## **CONTACT POINTS FOR REPORTING AND COMMUNICATION**

Employees, Directors and Stakeholders are free to communicate their complaints directly to the following Audit Committee Members or Mr. V Swaminathan (Head - Corporate Audit & Assurance)

The communication details are as under:

1. Mr. Mathew Eipe \*

**Address:** 11 B, SFS Cherry Hills Apartments, Vikrama Kuravankonam, Kowdiar PO, Trivandrum 695003, Kerala.

**Email ID:** [ma.eipe1952@gmail.com](mailto:ma.eipe1952@gmail.com)

2. Mr. V Swaminathan

**Address:** Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli-East, Mumbai 400079.

**Phone:** 022-25194403

**Email ID:** [ve.swaminathan@godrejinds.com](mailto:ve.swaminathan@godrejinds.com)

*(\*) The name & contact details of the Audit Committee Chairman mentioned in this Policy shall undergo changes based on any change in the composition of the Audit Committee.*

## REPORTING CHANNELS<sup>§</sup>

### Reporting Channel Details

#### Details of Dedicated Reporting Channels in India

Following **four (4) reporting channels** have been setup by Deloitte. The channels are **dedicated** to GILAC and will be available for **employees and directors** of GILAC to report their concerns in line with the whistle-blower policy in India.

Phone support through a dedicated Toll-free number for the languages covered under the scope includes **English, Hindi, Bengali, Telugu, Marathi, Tamil and Assamese**.



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**<sup>§</sup>Any change in the Reporting Channels mentioned above shall apply to this Policy.**

#### REVIEW AND AMENDMENT OF POLICY:

This policy will be reviewed and amended by the Board of Directors / Audit Committee / Management Committee of the Board of Directors of the Company as they may deem necessary. The Board of Directors / Audit Committee / Management Committee shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board of Directors / Audit Committee / Management Committee, as the case may be, in this respect shall be final and binding. Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed thereunder or the SEBI (Listing Obligations and Disclosure Requirements) Regulations and/or any other laws in this regard shall apply to this Policy.

This Policy has been last amended by the Board of Directors of the Company at its Meeting held on November 8, 2023, on the basis on recommendation of the Audit Committee of the Board of Directors.

