

Crompton

VIGIL MECHANISM &
WHISTLE BLOWER POLICY

**CROMPTON GREAVES
CONSUMER ELECTRICALS
LIMITED**

**VIGIL MECHANISM &
WHISTLE BLOWER POLICY**

PRELUDE AND LEGAL FRAMEWORK

Crompton Greaves Consumer Electricals Limited (herein after referred as “Crompton” or “the Company”) being a listed company requires to establish a vigil mechanism for directors and employees to report the genuine concerns as per the provisions of the section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in such manner as may be prescribed.

In terms of Regulation 4(2)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), it is mandatory requirement for all listed companies to devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

Accordingly, a Vigil Mechanism and Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for directors, employees, or any other stakeholders such as vendors, distributors, suppliers, contractors, sub-contractors, consultants, trainees, shareholders, former employees, etc. (collectively referred to as “Persons”) of the Company to be able to:

- a) Report specific instances of breach of Company policies,
- b) Raise concerns and periodically receive feedback on any actions taken.

In addition to above, the Company has also issued a “Whistle Blower Policy for Vendors” with reference to Clause 3 of Company’s Code of Conduct. The Policy provides for protection to the Whistle Blower vendor from any victimisation or other unfair practice by the Company.

Individuals may raise their concerns to Head of Legal or Head of Human Resources (“HR”) or directly to the Chairman of the Audit Committee of the Company on the below mentioned addresses:

Chairman of the Audit Committee

“Crompton Greaves Consumer Electricals Limited”
Tower 3, 1st Floor, East Wing, Equinox Business Park,
LBS Marg, Kurla (W), Mumbai 400070, Maharashtra, India

Head of Legal

“Crompton Greaves Consumer Electricals Limited”
Tower 3, 1st Floor, East Wing, Equinox Business Park,
LBS Marg, Kurla (W), Mumbai 400070, Maharashtra, India

Head of HR

“Crompton Greaves Consumer Electricals Limited”
Tower 3, 1st Floor, East Wing, Equinox Business Park,
LBS Marg, Kurla (W), Mumbai 400070, Maharashtra, India

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WHISTLE BLOWER POLICY FOR DIRECTORS & EMPLOYEES

1. DEFINITIONS

In this policy, unless the context otherwise requires, the terms defined herein shall bear the meanings assigned to them below, and their cognate expressions shall be construed accordingly.

“Act” means The Companies Act, 2013.

“Audit Committee” means a Committee constituted by the Board of Directors of the Company in accordance with regulations of SEBI (LODR) Regulation, 2015 and Companies Act, 2013.

“Board” means the Board of Directors of the Company.

“Code” means the Code of Conduct of the Company.

“Company/Crompton” means Crompton Greaves Consumer Electricals Limited;

“Directors” means Directors of the Company

“Employee” means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.

“Key Managerial Personnel” (“KMP”) means:

- a. Chief Executive Officer and / or Managing Director
- b. Whole-time Director
- c. Chief Financial Officer
- d. Company Secretary
- e. Such other officer as may be prescribed

“Listing Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“Reportable Matter” means a genuine concern concerning actual or suspected:

- a. fraudulent practices, such as improperly tampering with books and records, or theft of company property;
- b. corruption, including bribery and money laundering;
- c. breaches of the Code of Conduct.

Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy.

“**Stakeholders**” means and includes vendors, distributors, suppliers, lenders, customers, business associates, trainee and others with whom the Company has any financial or commercial dealings.

“**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.

“**Stock Exchanges**” means BSE Limited and National Stock Exchange of India Limited.

“**Whistle Blower**” means an Employee or group of Employees or director making a Protected Disclosure under this Policy and also referred in this policy as “*Complainant*”.

The words, terms and expressions referred to in this policy will have the same meaning as defined under the Companies Act, 2013 (the “Act”) and the rules made there under and the SEBI Listing Regulations including any statutory modification or re-enactment thereto, as the case may be.

In this Policy, unless the contrary intention appears:

- a) the clause headings are for ease of reference only and shall not be relevant to interpretation;
- b) a reference to a clause number includes a reference to its sub-clauses;
- c) words in singular number include the plural and vice versa.

2. APPLICABILITY & COVERAGE

Any employee can report a concern, but with the relevant evidence and in good faith, under this Policy. However, since reporting may result in an investigation affecting the privacy rights of an employee, it is expected that the Whistle Blower acts in a responsible manner in reporting what he/ she feels are genuine cases (and not to settle personal agendas).

This Policy covers malpractices, any act of impropriety and abuse or wrongdoing by an employee or a group of employees. If any person in good faith believes and has evidence on any of the following, the Company encourages for these cases to be reported:

1. Fraud and misconduct regarding financial and accounting matters;
2. Embezzlement/theft;
3. Misuse or abuse of authority (e.g., overriding existing protocols, promoting unfair trade practices, etc.);
4. Breach of contract (e.g., non-compliance with terms and conditions, unauthorized use

of critical information, misappropriation of company assets, etc.);

5. Manipulation of company data/records;
6. Falsification of contracts, complaints and records, including employment and education records;
7. Corruption;
8. Conflict of interest;
9. Misuse of Company's assets and resources;
10. Unfair treatment of Customers/Suppliers;
11. Securities related violations including insider trading;
12. Violation of anti-competition and anti-trust laws;
13. Misconduct regarding the protection of the environment or compromise of health & safety;
14. Unlawful or in breach of any law;
15. Breach of confidentiality including instances of leakage of unpublished price sensitive information;
16. Any other action or unprofessional conduct not expressly listed above but that could adversely affect the interest of any internal or external stakeholders of the Company or adversely impacts the Company's interests and reputation.
17. Unfair Employment practices; and
18. Sexual Harassment of any kind.

(This is not a comprehensive list but is intended to illustrate the sort of issues that may be raised under this Policy)

3. CUSTODIAN

The Company's Head of Legal shall be the custodian of all the processes under this Policy. The Legal Head will review merit of complaints and allocate them to appropriate authorities for investigation in terms of this Policy.

However, for all concerns and complaints related to Sexual harassment and Unfair Employment practices, the Internal Complaints Committee ("ICC") and Head of HR will be the custodians of the process respectively.

4. DISCIPLINARY COMMITTEE

For effective implementation of this policy, a Disciplinary Committee ("DC") has been formed to conduct preliminary assessments and perform investigative procedures.

The Committee shall have the following members:

1. Head of Internal Audit Department;
2. Head of Legal Department;
3. Head of HR Department; and
4. Any other member as decided by the Committee.

The DC shall be led by the Head of Internal Audit Department.

5. MECHANISM FOR WHISTLE BLOWING

The concern/complaint can be reported through any of the following channels and in the manner as specified below:

- 1) For items mentioned at 2(1) to 2(16) above:
 - a) Oral Complaints: The Whistle Blower may approach their immediate supervisor, department head, or any other competent authority to address their concerns. The person in receipt of these complaints will convert the information into written form and submit it to Head of Legal.
 - b) Written Complaints: A Whistle Blower wishing to make a written report may directly send an email to wbcrompton@crompton.co.in, or in physical form, in a sealed envelope marked as “Private and Confidential” to below mentioned address:
Head of Legal
“Crompton Greaves Consumer Electricals Limited”
Tower 3, 1st Floor, East Wing, Equinox Business Park,
LBS Marg, Kurla (W), Mumbai 400070, Maharashtra, India
- 2) For items mentioned at 2(17) above:
 - a) Oral Complaints: The Whistle Blower may approach their immediate Reporting Manager, department head, or any other competent authority to address their concerns. The person in receipt of these complaints will convert the information into written form and submit it to Head of HR.
 - b) Written Complaints: A Whistle Blower wishing to make a written report may directly send an email to Head of HR or in physical form, in a sealed envelope marked as “Private and Confidential” to below mentioned address:
Head of HR
“Crompton Greaves Consumer Electricals Limited”
Tower 3, 1st Floor, East Wing, Equinox Business Park,
LBS Marg, Kurla (W), Mumbai 400070, Maharashtra, India
- 3) For items mentioned at 2(18) above:
 - a) Oral Complaints: The Whistle Blower may approach their immediate Reporting Manager, department head, or any other competent authority to address their concerns. The person in receipt of these complaints will convert the information into written form and submit it to ICC.
 - b) Written Complaints: A Whistle Blower wishing to make a written report may directly send an email to posh.crompton@crompton.co.in or wbcrompton@crompton.co.in or in physical form to the below mentioned address:
Presiding Officer, Internal Complaints Committee
“Crompton Greaves Consumer Electricals Limited”

Tower 3, 1st Floor, East Wing, Equinox Business Park, LBS Marg,
Kurla (West), Mumbai – 400 070, Maharashtra, India.

- 4) Toll Free Dial In – Hotline No. 1800-102-6969 is provided to Employees, Vendors, Associates, Consultants, Law Firms to register Whistle Blower complaints.
- 5) If the complainant has a reason to believe that the Head of Legal or the Head of HR is or are involved in a suspected violation(s) as listed above, then the complaint may be made to the Chairman of the Audit Committee of the Company at:

Chairman of the Audit Committee

“Crompton Greaves Consumer Electricals Limited”

Tower 3, 1st Floor, East Wing, Equinox Business Park, LBS Marg,
Kurla (West), Mumbai – 400 070, Maharashtra, India.

Note:

Complaints received through any source other than the aforesaid channels e.g., addressed to CEO office, any of the senior executive’s, plant head, regional/ head office, etc., shall be immediately forwarded “as is”, whether in electronic / physical form to Head of Legal or Head of HR or ICC or wbcrompton@crompton.co.in or posh.crompton@crompton.co.in, without performing any assessments or evaluation. Such employee should not disclose the identity of the Whistle Blower and appropriate care must be taken to keep the identity of the Whistle Blower confidential.

6. ROLE OF COMPLAINANT

The Complainant’s role is of a reporter with reliable information. The Complainants are not required or expected to act as investigators or finders of facts, nor will they determine the appropriate corrective or remedial action that is required in a given case.

Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Complainant.

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 and the urgency of a preliminary investigative procedure.

The Complainant is not expected to prove the truth of the allegation but should be able to demonstrate that there are sufficient grounds for concern. All concerns must be raised immediately along with the available evidence supporting the concerns.

Complainants must not act on their own in any investigative activities, nor will they have a right to participate in any investigation other than as requested by the DC, Head of Legal, Head of HR (for matters under 2(17)), ICC (for matters under 2(18)) or the Audit Committee of the Company. However, Complainants could be invited to take part in the investigation.

It is expected that a Complainant acts responsibly and must be conscious that a complaint about employees of the Company or any aspect in relation to Company may result in decisions that affect employees of the Company and other third parties involved in the relevant incident. Hence, it is essential, that Complainants must provide only information that, to the best of their knowledge, is accurate and supported by evidence.

This policy is intended to encourage and enable employees and other stakeholders to raise concerns and report any suspected Reportable Matter. However, a Reportable Matter should not be confused with a grievance related to employment/superior-subordinate relationship/relationship with peers. Likewise, complaints associated with unsatisfactory probation reports, performance evaluations, favouritism, nepotism, and alike would not be covered under this policy. Such cases shall be referred to the Head of HR and redressal should be sought through other mechanisms established within the system.

Whilst it will be ensured that genuine complainants receive complete protection from any kind of reprisal, complainants making malicious or frivolous complaints could have disciplinary and other actions taken against them. No reprisal or disciplinary action will be taken if the complaint made by the complainant is made in good faith or information provided by any employee during the investigation is in good faith, even if the reported facts turn out to be false.

However, if a complaint, after an investigation proves to be frivolous, malicious, or made with an ulterior intent, the Company shall take appropriate disciplinary or legal action against the concerned Complainant.

7. ANONYMOUS COMPLAINTS

The Company encourages that Complainants disclose their name when submitting a complaint. Many investigations can be quickly and effectively completed when Complainant is identified because it allows DC to follow up directly with the Complainant. The identity of the complainants will be kept confidential throughout the investigation process.

However, the Company recognizes that some Whistle Blower(s) may choose to remain anonymous or report under a fictitious identity/email id when making a complaint. Based on a preliminary assessment, the Head of Legal may decide not to proceed further with such complaints which are ambiguous, unclear or provide inadequate information.

Also, there will be no deliberate efforts taken to identify the complainant through forensic

investigations, except in cases where the accusations are very serious, and the DC feels it is necessary to track and identify the anonymous complainant. In such cases, the identity and information of the anonymous Whistle Blower shall not be disclosed by Head of Legal to other than the DC or other External Agencies, as required by law; or to such persons authorized by the Whistle Blower.

8. RIGHTS AND OBLIGATIONS OF THE SUBJECT

The Subject:

- (i) will be notified immediately that a complaint has been filed, which merits investigation, except in cases where the ability of Company to investigate the allegation(s) or gather the necessary evidence is jeopardized by such notification.
- (ii) Shall have the duty to fully co-operate with the DC, Head of Legal and/or any of the investigators during investigation, to the extent that such co-operation will not compromise self-incrimination protections available under applicable laws.
- (iii) Shall have the right to discuss/consult/seek advice from any persons (including professional advisors) of their choice, in addition to DC, Head of Legal and/or the Complainant. Such employees shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- (iv) Shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coerced, threatened or intimidated by such employee.
- (v) Shall always be given the opportunity to respond to material findings contained in an investigation report (unless there are compelling reasons not to do so). No allegation of wrongdoing/misconduct against an employee shall be considered as maintainable, unless there is adequate objective evidence in support of the allegation.
- (vi) Shall have the right to be informed of the results of the investigation.

9. PROTECTION TO THE WHISTLE BLOWER

The Company assures that:

- The Complainant will not suffer any detriment by any Company actions by virtue of his/her having reported a violation using a mechanism under this Policy (unless it is reasonably evident that the reporting was frivolous or malicious).
- The Company, as a policy, takes a serious view of any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against the

complainant. Complete protection is, therefore, assured to complainants against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or similar actions including any direct or indirect use of authority to adversely impact the complainant's right to continue to perform his/her duties/functions including the complainant making further disclosures of concerns/misconduct. However, the Policy does not exonerate, override, reinstate or add to any other contractual rights/obligations that the complainant may have with the Company.

- The Company will take steps to minimize difficulties, which the complainant may experience as a result of reporting the violation. Hence, if the complainant is required to give evidence in any proceedings, the Company will arrange for the complainant to receive adequate professional advice in such situations; and also bear the costs.
- A complainant may intimate any non-fulfilment by the Company of its obligations mentioned above, to the Chairman of the Audit Committee, who shall investigate into the same; and recommend suitable action to the Management.
- The complainant shall have the right of access, rectification and erasure of his/her personal data in accordance with applicable local law.
- The complainant may under applicable local law have a right to object in writing to the processing of his/her personal data.
- Any other employee assisting in the said investigation shall also be protected to the same extent as the complainant.

10. EFFECTIVE DATE

This policy shall be effective from April 07, 2016, and as amended on January 29, 2019, March 27, 2019, May 15, 2020, February 2, 2023, and May 19, 2023.

11. ACTIONS FOR IMPLEMENTATION

- (a) This Policy is also explained on the Company's website www.crompton.co.in. and in the Annual report / Director's report
- (b) It will be the sole responsibility of every Employee to adhere to this Policy.
- (c) All HR Managers are requested to please:
 - (i) Keep a track of Employees joining and leaving; and include a copy of this Policy and Code in the Induction Kit of Employees joining at every Crompton location.
 - (ii) To achieve maximum dissemination of the Policy to all Employees, ensure that the Policy be sent to all Employees at their official email IDs; and also display a copy of

the Policy on your Notice Boards and Bulletin Boards, and affiliated workplaces (e.g., manufacturing plants) to create awareness.

12. CONTACT PERSONNEL

For queries related to this policy, please write to us at: secretarial@crompton.co.in

13. LIMITATION AND AMENDMENT

The Board of Directors may in their discretion and on recommendation of any committee constituted thereof, make any changes/modifications and/or amendments to this Policy from time to time. In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over and automatically be applicable to this Policy and the relevant provisions of the Policy would be amended/modified in due course to make it consistent with the law.

WHISTLE BLOWER POLICY FOR VENDORS

In compliance with clause 3 of Crompton Greaves Consumer Electricals Limited's ("Crompton") Code of Conduct and in furtherance with its policy to encourage and protect genuine Whistle blowing by Vendors, a Vendors' Whistle Blower Policy("Policy") has been developed.

1. DEFINITIONS

"Code" means the Code of Conduct of the Company.

"Company/ Crompton" means Crompton Greaves Consumer Electricals Limited.

"Directors" means Directors of the Company.

"Employee" means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.

"Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity by any employee, Director or vendor.

"Reportable Matter" means a genuine concern concerning actual or suspected:

- a. fraudulent practices, such as improperly tampering with books and records, or theft of company property;
- b. corruption, including bribery and money laundering;
- c. breaches of the Code of Conduct.

"Subject" means the person against whom the complaint or protected disclosure, under this Policy has been made.

"Vendor Whistle blower" means any vendor with whom the Company has any association in the usual course of business making a protected disclosure and thereafter extending whatever assistance as may be required in establishing facts mentioned in the Protected Disclosure.

2. PROCEDURE

Protected Disclosures should preferably be reported in writing i.e. in ink or electronically- and should be factual (not speculative) so as to ensure a clear understanding of the issues raised by the Whistle Blower and should be addressed to Head of Legal or Chairman of the Audit Committee.

Toll Free Dial In - Hotline No. 1800-102-6969 is provided to Vendors Associates, Consultants, Law Firms to register Whistle Blower complaints.

3. ANONYMOUS COMPLAINTS

The Company encourages that complainants disclose their name when submitting a complaint. Many investigations can be more quickly and effectively completed when the complainant is identified because it allows Company's investigators to follow up directly with the complainant.

However, the Company recognizes that some Whistle Blower(s) may choose to remain anonymous or report under a fictitious identity/email id when making a complaint. Based on a preliminary assessment, the Head of Legal may decide not to proceed further with such complaints which are ambiguous, unclear or provide inadequate information.

Also, there will be no deliberate efforts taken to identify the complainant through forensic investigations, except in cases where the accusations are very serious, and the DC feels it is necessary to track and identify the anonymous complainant. In such cases, the identity and information of the anonymous Whistle Blower shall not be disclosed by the Head of Legal to other than the DC or other External Agencies, as required by law; or to such persons authorized by the Whistle Blower.

The contact details of the Chairman of the Audit Committee and of the Head of Legal are as under:

Chairman of the Audit Committee

Crompton Greaves Consumer Electricals Limited
Tower 3, 1st Floor, Equinox Business Park, LBS Marg,
Kurla (West), Mumbai – 400 070, Maharashtra, India

Head of Legal

“Crompton Greaves Consumer Electricals Limited”
Tower 3, 1st Floor, Equinox Business Park, LBS Marg,
Kurla (West), Mumbai – 400 070, Maharashtra, India

4. PROTECTION TO THE WHISTLE BLOWER

The Company as a policy, condemns any kind of discrimination, harassment, victimisation or any other unfair practice being adopted against the Vendor Whistle Blowers while conducting business with the Company.

The Vendor Whistle blower shall be protected from any retaliation, threat or intimidation of untimely termination/suspension of their contracts/orders, refusal from issuance of 'RFQ (Request For Quotation)' to them, or any direct or indirect use of authority to obstruct the Vendor Whistle blower from continuing to execute their jobs, including making further Protected Disclosures.

Should, in spite of best efforts by the Company, the identity of the Vendor Whistle blower become known during the investigation, the Chief Procurement and the Chief/ Head of the concerned user departments, shall ensure that the Vendor Whistle blower, is provided with all the assistance required to execute existing orders.

Under no circumstances, subjects against whom the disclosures have been made should compel investigator to disclose the identity of the Vendor Whistle blower.

In case a Vendor Whistle blower feels that they have been victimized because of reporting about an unethical act, they can submit a "Grievance" to the Head of Legal giving specific details of the nature of victimization allegedly suffered by them. All such grievances will be forwarded to the Committee for their examination. The Committee may conduct necessary investigation of the concern and recommend appropriate action as the case may be.

5. DISQUALIFICATIONS

Any abuse of this protection by vendors will warrant disciplinary action.

6. 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.

7. NOTIFICATION OF THIS POLICY

The Chief Procurement Officer shall ensure that an approved copy of this Policy and its subsequent amendments if any, are notified in writing/via email, to all the vendors engaged by the Company.

8. EFFECTIVE DATE

This policy shall be effective from April 07, 2016, and as amended on January 29, 2019, March 27, 2019, May 15, 2020, February 2, 2023 and May 19, 2023.