

**BAJAJ ELECTRICALS LIMITED**  
**WHISTLEBLOWER POLICY**

**1. Preface**

- 1.1 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.
- 1.2 The Company is committed to developing a culture where it is safe for any Whistle Blower to raise concerns about any poor or unacceptable practice and any event of misconduct.

Towards this end, the Company has adopted the Bajaj Electricals Limited Code of Business Conduct and Ethics (“the Code”), which lays down the principles and standards that should govern the actions of the Company and their employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined. There is a provision under the Code requiring employees to report violations.

- 1.3 The Companies Act, 2013 and Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges, inter-alia, provides a mandatory requirement, for all listed companies to establish a mechanism called “Vigil Mechanism” or “Whistle Blower Policy” for employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct or Ethics Policy.
- 1.4 Accordingly, this Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees of the Company to approach the Committee / Chairman of the Audit Committee of the Company.
- 1.5 Employees of an organization and those of the third parties may have critical information about fraud, misconduct, violation of policies, etc. Whistle blowing facilitates them to convey the same to the appropriate authority in the organization. The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the Whistle Blower wishing to raise a concern about serious irregularities within the Company, from any kind of retaliation.
- 1.6 The Policy neither releases Whistle Blowers from their duty of confidentiality in the course of their work, nor is it to be misused to surface a grievance about a personnel work-related situation.
- 1.7 This Policy will be posted on the Company’s website [www.bajajelectricals.com](http://www.bajajelectricals.com).

**2. Applicability**

- 2.1 This Policy is applicable to all Employees and other persons like contractors, vendors, customers and business consultants dealing with the Company.

### 3. Definitions

- 3.1 “Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 292A of the Companies Act, 1956 read with Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges.
- 3.2 “Board” / “Board of Directors” means board of directors of the Company.
- 3.3 “Code of Conduct” means Code of Business Conduct and Ethics applicable to the directors and senior management adopted by the Company on 30 May 2005 and amended upto date on 12.2.2015.
- 3.4 “Company” means Bajaj Electricals Limited.
- 3.5 “Disciplinary Action” means any action that can be taken on the completion of / during the investigation proceedings, including but not limited to, a warning, recovery of financial losses incurred by the Company, suspension/ dismissal from the services of the Company or any such action as is deemed to be fit considering the gravity of the matter.
- 3.6 “Employee” means every employee of the Company including the Directors in the whole time employment of the Company.
- 3.7 “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity (as described more particularly in Clause 5) with respect to the Company. 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 and the urgency of a preliminary investigative procedure.
- 3.9 “Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 3.10 “Whistle Blower” means an Employee who makes a Protected Disclosure under this Policy.
- 3.11 “Whistle Committee” or “Committee” means a committee consisting of Chairman & Managing Director, Executive Directors, Head - HR & Admin, Chief Financial Officer and Company Secretary & Head - Legal & Compliance to conduct an investigation in the matter of Protected Disclosure received by the Company.

3.12 “Whistle Officer” means a person designated under this Policy to receive Protected Disclosure(s). The Company Secretary & Head - Legal & Compliance shall be the Whistle Officer for the purpose of this Policy.

#### **4. The Guiding Principles**

4.1 The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. To ensure that this Policy is adhered to, and to assure that the concerns raised under this Policy will be acted upon seriously, the Company will:

4.1.1 Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is/are not victimized for doing so;

4.1.2 Treat victimization of Whistle Blower as a serious matter including initiating Disciplinary Action against person(s) causing or allowing victimization of Whistle Blower;

4.1.3 Ensure complete confidentiality of identity of Whistle Blower;

4.1.4 Not to conceal evidence / information provided in the Protected Disclosure;

4.1.5 Take Disciplinary Action for events covered under this Policy (as mentioned in Clause 5) or upon victimizing of Whistle Blower or any person processing the Protected Disclosure or if any one destroys or conceals evidence / information provided in the Protected Disclosure made/to be made;

4.1.6 Provide an opportunity of being heard to the persons involved, especially to the Subject.

#### **5. Coverage of Policy**

5.1 The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- i) An abuse of authority;
- ii) Breach of Company’s policies, and rules, including the Code of Conduct or employment contract;
- iii) Manipulation of company documents/data/records;
- iv) Financial or compliance irregularities, including fraud, or suspected fraud;
- v) Criminal offence having repercussions on the company or its reputation;
- vi) Leakage / pilferage of confidential/proprietary information;
- vii) Deliberate violation of law/regulation;
- viii) Misappropriation or misuse of Company funds/assets;
- ix) An act of discrimination at workplace, office harassment or sexual harassment;
- x) Bribery and corruption;
- xi) Conflict of interest;

- xii) Negligence causing substantial and specific danger to public health and safety; and
- xiii) Any other unethical, imprudent deed/behaviour.

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

Some of the above terms have been explained in **Appendix 1**.

- 5.2 This Policy should not be used as a route for raising malicious or unfounded allegations against colleagues.
- 5.3 This Policy should not be used for reporting of routine or operational matters like:
  - i) Issues related to compensation / reimbursement (e.g. reimbursement not credited on time)
  - ii) Issues related to career progression, transfer or deputation, etc.
  - iii) IT assets not working properly (e.g. printers not working)
  - iv) Questioning the financial or other business decisions taken by the management
  - v) Taxation related queries (e.g. excess tax deducted from salary)
  - vi) Recruitment / job openings (e.g. to know the job openings in the Company)
  - vii) Inappropriate administration facilities (e.g. tea / coffee machine in cafeteria)

The above list is only illustrative and should not be considered as exhaustive. The Whistle Blower should use his judgment before reporting any Protected Disclosure.

## **6. Protection**

- 6.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this Policy. The Committee would be authorised to take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- 6.2 The identity of the Whistle Blower shall be kept confidential and shall be disclosed only in cases where it is necessary to allow the company or law enforcement officials to investigate the matter.
- 6.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.
- 6.5 Protection to Whistle Blower under this Policy shall be available provided that Protected Disclosure is:
  - i) made in good faith;
  - ii) the Whistle Blower has reasonable information or documents in support thereof; and

iii) not for personal gain or animosity against the Subject.

6.7 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.

6.8 The Committee/Audit Committee would reserve the right to take/recommend appropriate disciplinary action against Whistle Blowers, who make Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith.

## 7. Protected Disclosure

7.1 All Protected Disclosures should be addressed to Company Secretary & Head - Legal & Compliance of the Company. The contact details are as under:

Company Secretary & Head - Legal & Compliance  
Bajaj Electricals Limited  
45/47, Veer Nariman Road,  
Mumbai 400 001  
E-mail: mangeshp@bajajelectricals.com

Protected Disclosure against the Company Secretary & Head - Legal & Compliance should be addressed to the Chairman & Managing Director of the Company. The contact details of the Chairman & Managing Director are as follows:

Mr. Shekhar Bajaj  
Bajaj Electricals Limited  
51, Mulla House,  
M.G. Road, Fort,  
Mumbai 400 001  
Email : cmd@bajajelctricals.com

The Protected Disclosure against the Chairman & Managing Director of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman of the Audit Committee are as under:

Mr. V. B. Haribhakti  
C/o. Haribhakti & Co.,  
Chartered Accountants  
42, Free Press House,  
215, Nariman Point,  
Mumbai - 400 021  
Email: vishnu.haribhakti@dhc.co.in

7.2 Protected Disclosures should 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 or in Hindi.

7.3 The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. Anonymous disclosures may not be entertained.

## **8. Investigation**

8.1 On receipt of Protected Disclosure, the Company Secretary & Head - Legal & Compliance shall expeditiously forward a copy of the same to other Committee members. The Committee shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, the Committee may perform all such acts as it may deem fit at its sole discretion, including, the following functions:

- i) to obtain legal or expert view in relation to Protected Disclosure;
- ii) appoint external agency to assist in investigation;
- iii) seek assistance of Internal Auditor;
- iv) request any officer(s) of the Company to provide adequate financial or other resources for carrying out investigation
- v) seek explanation or solicit Subject's submission on Protected Disclosure or give reasonable opportunity to respond to Subject on material findings contained in investigation report.
- vi) to call for any information /document and explanation from any employee of the Company or other person(s) as they may deem appropriate for the purpose of conducting investigation.

The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure.

8.2 The Committee shall have right to outline a detailed procedure for an investigation and may delegate such powers and authorities, as it may deem fit to any officer of the Company for carrying out any investigation.

8.2 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

8.3 Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

8.4 The Subject shall have a duty to co-operate with the investigator and responsibility not to interfere or obstruct with the investigation process. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject. The Subject will be liable for disciplinary actions, if found indulging in any such actions. Under no circumstances, Subject should compel investigator to disclose the identity of the Whistle Blower or attempt to find out the identity of the Whistle Blower.

8.5 A report shall be prepared after completion of investigation by the Officer(s) investigating the matter which shall be submitted to the Committee. Upon

receipt of report, the Committee shall submit the same along with recommendations to the Chairman & Managing Director for Disciplinary Action after providing reasonable opportunity of being heard to the Subject. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

8.6 After considering the report and recommendations as aforesaid, the Chairman & Managing Director shall determine and finalise the Disciplinary Action as he may deem fit.

8.7 In case the Subject is the Chairman & Managing Director of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure and, if deemed fit, shall forward the Protected Disclosure to other members of the Audit Committee.

8.7.1 The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure. In this regard, the Audit Committee, if the circumstances so suggest, may assign the investigation into the matter to the Senior Officer or a Core Management Committee / committee of managerial personnel.

8.7.2 Upon completion of investigation by the Audit Committee or receipt of report from the Senior Officer or a Core Management Committee or committee of managerial personnel, the Audit Committee shall submit the same along with its recommendations to the Board for Disciplinary Action after providing reasonable opportunity of being heard to the Subject.

8.7.3 After considering the report and recommendations as aforesaid, the Board of Directors shall determine and finalise the Disciplinary Action as it may deem fit.

## **9. Escalation Protocol**

9.1 If a Whistle Blower is not satisfied with the action taken on his / her protected disclosure, then he/she may directly write to Chairman of the Audit Committee. The contact details are provided in paragraph 7.1.

9.2 When escalating the matter, Whistle Blower should provide complete details of the complaint and the reason for dissatisfaction.

## **10. Secrecy/Confidentiality**

The Whistle Blower, the Subject, the Senior Officer(s) and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter under this Policy;
- b. not discuss the matters under this Policy in any informal/social gatherings/meetings;

- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations as directed by Audit Committee;
- d. not keep the papers unattended anywhere at any time;
- e. keep the electronic mails/files under password

If anyone is found not complying with the above, he/ she shall be held liable for such Disciplinary Action as is considered fit by the Committee or the Chairman & Managing Director or the Audit Committee, as the case may be.

## **11. Reporting**

The Committee shall submit a report to the Audit Committee on all the Protected Disclosures, together with results of investigations, Disciplinary Actions recommended and implemented.

## **12. Retention of Documents**

All Protected Disclosures, documented along with the results of Investigation relating thereto, shall be retained by the Company Secretary & Head - Legal & Compliance for a minimum period of 5 (five) years or as mentioned in applicable law, if any.

## **13. Amendment**

This Policy may be amended from time to time by the Board on the recommendation of the Audit Committee.

## **14. Appendix 1: Scope Clarification**

- 14.1 Abuse of authority:** The act of using one's position of power in an abusive way. This can take many forms, such as taking advantage of someone, gaining access to information that should not be accessible to the person concerned, or manipulating someone with the ability to punish them if they do not comply.
- 14.2 Manipulation of Company documents/data/records:** Includes selective reporting or even simply making up false data.
- 14.3 Fraud or suspected fraud:** In relation to affairs of a company or any body corporate, includes
  - any act, omission, concealment of any fact or abuse of position
  - committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of the company or its shareholders or its creditors or any other person
  - whether or not there is any wrongful gain or wrongful loss.
- 14.4 Criminal offence:** Includes any act which leads to a criminal liability under the applicable laws / regulations.
- 14.5 Pilferage of confidential/proprietary information:** Includes the unauthorized use or distribution of confidential/proprietary information of the Company or any of its stakeholders (including suppliers or customers) for purposes that are not for the benefit of the Company or its stakeholders.
- 14.6 Deliberate violation of law/regulation:** Includes contravention of laws/regulations that the Company is governed by.

- 14.7 Misuse / misappropriation of Company funds / assets:** Includes intentional abuse of the property or funds of the Company for one's own use or other unauthorized purpose.
- 14.8 Discrimination at workplace:** Treating people differently, negatively or adversely because of their race or colour, ethnicity or national origin, sex or gender, religion or creed, language abilities, disability or medical condition, age, sexual orientation, marital status, etc., which results in the impairment of equality of opportunity and treatment.
- 14.9 Office Harassment:** Intentional act of systematic and / or continued unwanted and annoying behaviour at a work place which is found to be threatening, disturbing, upsetting or offensive by the receiver.
- 14.10 Sexual harassment:** As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, "Sexual harassment" includes unwelcome acts or behaviour (whether directly or by implication) like physical contact and advance, a demand or request for sexual favours, making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature.  
It also includes implied or explicit promise of preferential treatment or threat of detrimental treatment in the employment of an aggrieved woman; or implied or explicit threat about her present or future employment status; or interferes with her work or creating an intimidating or offensive or hostile work environment for her employment; or humiliating treatment likely to affect her health or safety.
- 14.11 Bribery and corruption:** The terms bribery and corruption are often used interchangeably. Bribery is a form of corruption and is referred as the offering, giving or receiving of something of value in exchange for an act that is dishonest, illegal, and improper or a breach of trust, designed to influence the recipient in the exercise of his/her duty and to incline him/her to act contrary to the accepted standards of honesty and integrity.
- 14.12 Conflict of interest:** Avoid any activity where personal interests, activities or relationships interfere, or appear to interfere with the ability of employee to make decisions in the best interests of the Company.

**15. Appendix 2: Frequently asked Questions (Illustrative)**

Question	Answer
Is there any time limit for reporting a protected disclosure?	<ul style="list-style-type: none"> <li>• There is no time limit for reporting the case. However, you are encouraged to report as soon as possible, after the incident comes to your knowledge</li> </ul>
Is there any time limit for resolving the protected disclosure?	<ul style="list-style-type: none"> <li>• In all probability, attempt will be made to complete the investigation within 30 working days of receipt of the protected disclosure</li> <li>• However, since resolution of a case depends on several factors like its nature, availability of information the time for resolution of a protected disclosure will vary from case to case</li> </ul>

Question	Answer
<p>What should I do if someone reports a protected disclosure to me?</p>	<ul style="list-style-type: none"> <li>• If the protected disclosure is anonymous, please report as mentioned in paragraph 7</li> <li>• Even if the Whistle Blower is known, you can report as mentioned in paragraph 7, without disclosing the name of the Whistle Blower</li> </ul>
<p>Can I report problems with my printer, through this Policy?</p>	<ul style="list-style-type: none"> <li>• This complaint is out of the scope of this policy as mentioned in paragraph 5 since it is a routine or operational matter involving IT assets not working properly</li> <li>• An illustration of other routine or operational matters that should not be reported are: <ul style="list-style-type: none"> <li>○ Issues related to compensation / reimbursement (e.g. reimbursement not credited on time)</li> <li>○ Questioning the financial or other business decisions taken by the management</li> <li>○ Taxation related queries (e.g. excess tax deducted from salary)</li> <li>○ Recruitment / job openings (e.g. to know the job openings in the Company)</li> <li>○ Administration facilities not functioning properly (e.g. tea / coffee machine in cafeteria)</li> </ul> </li> </ul>
<p>Would I lose my job if I report complaints under this policy?</p>	<ul style="list-style-type: none"> <li>• No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this Policy.</li> <li>• The Committee would be authorised to take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.</li> </ul>
<p>Can I use the mechanism to report harassment?</p>	<ul style="list-style-type: none"> <li>• Yes, both office harassment and sexual harassment are covered under this Policy</li> <li>• The list of other incidents that can be reported are provided in paragraph 5</li> </ul>

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