

BAJAJ ELECTRICALS LIMITED

WHISTLE BLOWER POLICY (VIGIL MECHANISM)

1. Preface

- 1.1 Bajaj Electricals Limited (the “**Company**”) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the 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.
- 1.3 This Whistle Blower Policy (“**Policy**”) of the Company established / adopted / approved by the the Board of Directors of the Company, upon the recommendation of the Audit Committee, 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 the Securities and 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 / Whistle Blower Policy 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.
- 1.4 The purpose of this Policy is to allow the Directors and Employees to raise genuine concerns about unacceptable improper practices and/or any unethical practices and/or other genuine concerns being followed in the organization without the Employees being necessarily required to inform their superiors. It protects the Whistle Blower wishing to raise a concern about serious irregularities within the Company.
- 1.5 This Policy is intended to check that whenever any unacceptable/improper practice and/or any unethical practice and/or any other genuine concern is reported by a Director or an Employee, proper action is taken to check such practice/wrongdoing and the concerned Director or employee is protected/safeguarded against any adverse action and/or any discrimination and/or victimization for such reporting.
- 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.
- 1.8 The Policy was last amended by the Board of Directors at its meeting held on March 20, 2024, upon the recommendation of the Audit Committee.

2. Applicability

- 2.1 This Policy is applicable to all Employees and other persons dealing with the Company.
- 2.2 This Policy has been drawn up so that Whistle Blowers can make Protected Disclosure under the Policy. The Protected Disclosure may be areas of concern in respect of the Company covered by this Policy and summarized in paragraph 5.

3. Definitions

- 3.1 “Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company.
- 3.2 “Board” / “Board of Directors” means the Board of Directors of the Company.
- 3.3 “Code of Conduct” means the Company’s Code of Conduct(s) as applicable to the Directors and Employees of the Company.
- 3.4 “Company” means Bajaj Electricals Limited.
- 3.5 “Directors” means Directors of the Company.
- 3.6 “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.
- 3.7 “Employee” means:
 - a. every employee of the Company (whether working in India or abroad), including the Directors in the whole-time employment of the Company;
 - b. every employee of the subsidiary(ies) of the Company (whether working in India or abroad); and
 - c. such stakeholders, including trainees, former employees, contract employees, or any other third-party employees/consultants of the Company or its subsidiary(ies).
- 3.8 “Protected Disclosure” or “Complaint” 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 “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.

- 3.10 “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.
- 3.11 “Whistle Blower” means an Employee or group of Employees who makes a Protected Disclosure under this Policy and also referred to in this policy as the “Complainant”.
- 3.12 “Whistle Committee” means a committee consisting of the Chairman, Managing Director & Chief Executive Officer, Head of HR Department, Chief Financial Officer, and Chief Compliance Officer & Company Secretary to conduct an investigation in the matter of Protected Disclosure received by the Company. The Whistle Committee shall also perform as the Ethics & Compliance Task Force (ECTF) under the Anti-Bribery & Anti-Corruption Policy of the Company.
- 3.13 “Whistle Officer” means a person designated under this policy to receive Protected Disclosure. The Chief Compliance Officer and Company Secretary shall be the Whistle Officer for the purpose of this Policy.

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.

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 attempt to conceal evidence of the Protected Disclosure;
 - 4.1.5 Take Disciplinary Action for event covered under this Policy (as mentioned in Clause 5) or upon victimizing Whistle Blower or any person processing the Protected Disclosure or if any one destroys or conceals evidence of 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) Misuse or abuse of authority (e.g., overriding existing protocols, promoting unfair trade practices, etc.);
 - ii) Breach of contract (e.g., non-compliance with terms and conditions, unauthorized use of critical information, misappropriation of company assets, etc.);
 - iii) Manipulation of company data/records;
 - iv) Falsification of contracts, complaints and records, including employment and education records;
 - v) Corruption;
 - vi) Conflict of interest;
 - vii) Securities related violations including insider trading;
 - viii) Unlawful or in breach of any law or code of conduct;
 - ix) Breach of confidentiality including instances of leakage of unpublished price sensitive information (UPSI);
 - x) Financial or compliance irregularities, including instances of fraud, suspected fraud, and misconduct related to financial and accounting matters;
 - xi) Criminal offence having repercussions on the company or its reputation;
 - xii) Pilferation of confidential/proprietary information;
 - xiii) Deliberate violation of law/regulation;
 - xiv) Misappropriation or misuse of Company funds/assets;
 - xv) Any other action or unprofessional conduct not expressly listed above but could adversely impact the Company's interests and reputation.

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

- 5.2 The matters/complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy.
- 5.3 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.
- 5.4 Policy shall not be used as a route for raising malicious or unfounded allegations against colleagues.
- 5.5 Matters pertaining to unfair employment practices shall be reported through a formal complaint to the 'Compliance Committee', constituted under the Company's Code of Conduct for Employees.
- 5.6 Matters pertaining to sexual harassment at workplace shall be reported through a formal complaint to the relevant 'Internal Complaint Committee', constituted under the Company's Policy in compliance with the provisions of the Protection of Women from Sexual Harassment Act (POSH).

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 on need-to-know basis.
- 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 the 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.
- 6.6 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to Disciplinary Action as may decided by the Whistle Committee constituted under this Policy.
- 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 Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be *mala fide*, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Whistle Committee/Audit Committee would reserve its right to take/recommend appropriate Disciplinary Action.

7. Mechanism for Whistle Blowing and Protected Disclosure

- 7.1 Protected Disclosures should be reported using the template provided in Annexure-1. They can be submitted through any of the following channels, in the manner specified below:
- a) Oral Complaints: The Whistle Blower may approach their immediate supervisor, department head, or any other competent authority to address their concerns. If deemed a Reportable Matter, the person receiving these complaints can assist the Whistle Blower in converting the information into written form using the template provided in Annexure-1, and then submit it to the Whistle Officer or alternatively, guide them directly to the Whistle Officer. The individual who receives the complaint must not disclose the identity of the Whistle Blower or Subject, and appropriate care must be taken to maintain the confidentiality of identity of individuals involved.

- b) Written Complaints: A Whistle Blower wishing to make a written report may directly send an email to ECTF@bajajelectricals.com, or in physical form, in a sealed envelope marked as “**Private and Confidential**” to below mentioned address:

“To,

The Whistle Officer (i.e., Chief Compliance Officer & Company Secretary)

Bajaj Electricals Limited

51, Mulla House, MG Road, Fort, Mumbai- 400001.”

- c) If the complainant has a reason to believe that any of the members of the Whistle Committee is or are involved in a suspected violation(s) as listed above, then the Protected Disclosure may be made to the Chairman of the Audit Committee of the Company, in physical form, in a sealed envelope marked as “**Private and Confidential**” to below mentioned address:

“To,

The Chairman of the Audit Committee

Bajaj Electricals Limited

51, Mulla House, MG Road, Fort, Mumbai- 400001.”

- 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 written or written in a legible handwriting in English, or Hindi or in vernacular language prevailing in the concerned location of the Company.

Note: Protected Disclosures received through any source other than the aforesaid channels e.g., addressed to MD 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 the Whistle Officer or ECTF@bajajelectricals.com, 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.

8. Investigation

- 8.1 On receipt of Protected Disclosure, the Chief Compliance Officer and Company Secretary shall expeditiously forward a copy of the same to other Whistle Committee members. The Whistle Committee shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, the Whistle 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 the Protected Disclosure;
- ii) appoint external agency to assist in investigation;
- iii) seek assistance of Internal Auditor in investigation;
- iv) request any officer(s) of the Company to provide adequate financial or other resources for carrying out investigation;
- v) to 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 Whistle 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 the Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
 - 8.3 The Subject 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, if found indulging in any such actions then that will make the Subject liable for Disciplinary Actions. Under no circumstances, Subject should compel investigator to disclose 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 Whistle Committee. Upon receipt of report, the Whistle Committee shall submit the same along with recommendations to the Managing Director and Chief Executive Officer for Disciplinary Action after providing reasonable opportunity of being heard to the Subject. No allegation of wrongdoing against the 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 and the Managing Director & Chief Executive Officer shall determine and finalise the Disciplinary Action as they may deem fit.
 - 8.7 In case the Subject is the members of the Whistle Committee, the Chairman of the Company and/or 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 committee of managerial personnel.
 - 8.7.2 Upon completion of investigation by the Audit Committee or receipt of report from the Senior Officer 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 Director shall determine and finalise the Disciplinary Action as it may deem fit.

9. Secrecy/Confidentiality

The Whistle Blower, the Subject, the Employee(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 any one is found not complying with the above, he/ she shall be held liable for such Disciplinary Action as is considered fit by the Whistle Committee or the Chairman or the Managing Director and Chief Executive Officer or the Audit Committee, as the case may be.

10. Anonymous Complaints

The Company encourages Complainants to disclose their names when submitting a Complaint. Many investigations can be conducted more quickly and effectively when the Complainant is identified, as this allows the Whistle Committee to follow up directly with them. The identity of Complainants will be kept confidential throughout the investigation process.

However, the Company recognises that some Whistle Blowers may choose to remain anonymous or use a fictitious identity/email ID when making a Complaint. Based on a preliminary assessment, the Whistle Officer may decide not to proceed with Complaints that are ambiguous, unclear, or provide inadequate information.

Also, there will be no deliberate efforts to identify the Complainant through forensic investigations, except in cases where the accusations are very serious, and the Whistle Committee deems it 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 Whistle Officer to anyone other than the Whistle Committee or external agencies, as required by law, or to persons authorised by the Whistle Blower.

11. Reporting

The Whistle 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 Chief Compliance Officer and Company Secretary for a minimum period of 5 (five) years or as mentioned in applicable law, if any.

13. Awareness and Implementation of the Policy

- (a) This Policy shall be placed on the Company's website www.bajajelectricals.com.
- (b) It will be the sole responsibility of every Employee to adhere to this Policy.
- (c) All HR Managers must:
 - (i) Keep track of Employees joining and leaving, and include a copy of this Policy and Code of Conduct in the Induction Kit for Employees joining at every Company location.
 - (ii) To achieve maximum dissemination of the Policy to all Employees, ensure that the Policy is displayed via graphic art/illustrative design, on intranet pages, through posters, on notice boards and bulletin boards, and at affiliated workplaces (e.g., manufacturing plants). The board can be displayed in English, Hindi, and vernacular languages.
 - (iii) Create learning modules to develop and increase awareness.

14. Amendment

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

Place: Mumbai
Date: March 20, 2024

Shekhar Bajaj
Chairman

Encl.: Annexure-1 – Template for reporting violations.

Annexure 1
Template for Reporting Violation

Please select the applicable incident type(s) from the list below that best describes the issue(s) you are reporting. Please note that multiple issues can be selected.

i)	Misuse or abuse of authority (e.g., overriding existing protocols, promoting unfair trade practices, etc.)	
ii)	Breach of contract (e.g., non-compliance with terms and conditions, unauthorized use of critical information, misappropriation of company assets, etc.)	
iii)	Manipulation of company data/records	
iv)	Falsification of contracts, complaints and records, including employment and education records	
v)	Corruption	
vi)	Conflict of interest	
vii)	Securities related violations including insider trading	
viii)	Unlawful or in breach of any law or code of conduct	
ix)	Breach of confidentiality including instances of leakage of unpublished price sensitive information (UPSI)	
x)	Financial or compliance irregularities, including instances of fraud, suspected fraud, and misconduct related to financial and accounting matters	
xi)	Criminal offence having repercussions on the company or its reputation	
xii)	Pilferation of confidential/proprietary information	
xiii)	Deliberate violation of law/regulation	
xvi)	Misappropriation or misuse of Company funds/assets	
xv)	Others _____	

Please provide name, designation, and department of the person(s) involved?

	Name	Department	Designation
Individual 1			
Individual 2			
Individual 3			

When did the incident occur? (Please provide tentative date if you do not know the exact date)

Please confirm the location of the incident

How did you find out about this incident?

How long has this been occurring for?

- Less than a month
- 1-6 months
- 6-12 months
- Greater than 12 months

Please provide a detailed description of the incident. To enable your company to act on your complaint, you are requested to provide specific information. Where possible, please include names, location, date, time etc.

Do you have any evidence in support of your allegations?

- Yes
- No

Is anyone else aware of this incident?

- Yes
- No

Is there any additional information that would facilitate the investigation of this matter?

- Yes
- No

Have you reported this incident to anyone in the Company?

- Yes
- No

Date : _____
Location : _____
Name of the Person reporting : _____
Contact Information : _____