



Whistle Blower Policy of Godrej Industries Limited

(Effective from May 22, 2020)

Document Control

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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

Whistle Blower Policy of Godrej Industries Limited

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It also aims to help employees report instances of leak of unpublished price sensitive information relating to the Company.

Explanation: "**Unpublished price sensitive information**" ("**UPSI**") means any information, relating to a company or its securities, directly or indirectly, that is not generally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.

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

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.

The Board of Directors (including Management Committee of the Board of Directors) is authorised to change/amend this Code from time to time at its sole discretion and/or in pursuance of any amendments made in the various regulations guiding the enforcement and applicability of this Policy.

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. Kavas N. Petigara *

Address: 801 Citadel, 18B Ruparel Marg,
Malbar Hill, Mumbai 400006.

Email ID: kavas@petigara.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

() 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.*