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1.0.0. Purpose:

The policy provides a platform to employees & directors to build and strengthen a culture of strong governance, transparency and trust within the organization by disclosing information internally without fear of reprisal or victimization. Also, safeguard the Spark Minda Group (SMG) against such practice which may lead to any adverse or negative impact on the-group. The policy is consistent with the relevant provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges in India.

2.0.0. Scope:

To encourage the employees and other parties to report, which he/ she believes; shows serious “**Concern / Disclosure**” without any fear of retaliation within the company. Some of the variety of issues are listed below which may form part of **Concern/ Disclosure**:


- Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. insult or defamation)
- Breach of any policy or manual or code of conduct with an intent to gain personal advantage or causing loss to the company
- Health and safety risks, including risks to the public as well as other employees (e.g. faulty electrical equipment)
- Fraud and corruption (e.g. to solicit or receive any gift/reward as a bribe)
- Gross wastage or misappropriation/ unofficial usage of company funds/assets
- Manipulation of Company data/records, questionable accounting/ financial reporting fraud
- Leaking confidential or proprietary information
- Any instance of failure to comply with legal or statutory obligation either for and on behalf of the Spark Minda Group or in any personal capacity in the course of discharging duties
- Abuse of power (e.g. sullyng/ harassment/ Threat)
- Any other activity which is prohibited in company premises
- Any undue favor or restrain based on caste, religion and gender

Note: The above list is illustrative and should not be considered as exhaustive

3.0.0. Applicability:

To all employees of Spark Minda Group, inclusive of Advisors, In-House Consultants/ Retainers, Directors and Employees on contract / Temporary workmen/ Associates
 Third Parties: The third parties including Vendors, Service providers, JV Partners & their employees and Customers with concerns regarding any serious malpractice or impropriety

Any other stake holder directly or indirectly associated with the group (hereinafter referred to as ‘**Whistle Blower**’)

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Unless otherwise stated, this policy is applicable to all units/ companies of Spark Minda Group

4.0.0. **Definitions:**

SMG : Spark Minda Group
JV : Joint Venture
GCEO : Group Chief Executive Officer
GCHRO : Group Corporate Human Resource Officer
HR : Human Resource
CAG : Corporate Audit & Governance

5.0.0 **Role of Whistle Blower:**

The whistle blower’s role is that of a reporting party with reliable information. They are not required and expected to act as investigators or be involved in deciding what course of remedial action is warranted in a given case. Although, the complainant is not expected to provide complete evidence in proof of the allegation, he needs to demonstrate to the ombudsperson that there are sufficient and valid grounds for concern


6.0.0 **Role of Ombudsperson:**

With the approval of Audit Committee, Ombudsperson being senior and matured professional will be nominated and shall be the process owner of this policy and shall also implement adequate reporting mechanism for ease and timely reporting

Ombudsperson should meet minimum once in a Quarter with the GCEO & Audit Committee to summarize the findings with action taken status

Roles of the Ombudsperson would include the following:

- To Ensure that the received disclosure / concerns are preliminary enquired in a fair manner and decisions are reported appropriately to all concerned, within the stipulated time limits as part of the procedure
- To Ensure that the Whistle Blower Policy is administered appropriately
- To Oversee and provide perspective to investigations
- To appoint investigating officer(s) / agencies (internal or external) if required
- To maintain strict confidentiality
- Being available as a “Listening Post” for any member of the Group, who may wish to speak with him/ her for any matter on governance, culture, behavior, etc.
- To work closely with GCHRO and chairperson of the audit committee, to develop a progressive and positive employee work culture and high integrity
- To ensure effective socialization of whistle blower policy in various plant level gatherings like monthly meetings and sharing knowledge mails on time to time basis using IT infrastructure

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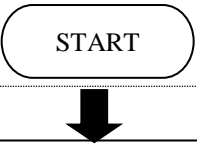
- Group HR department to ensure Contact Details of the Ombudsperson is available on Notice Board and “Did you know” Platform so that concerns of any stakeholder can be addressed in an effective manner
- CAG in support with Group HR department to conduct survey at plants to apprehend awareness among the employees about the role & responsibilities of a Whistle blower and encourage them to raise serious concerns


Current Ombudsperson for the Spark Minda Group:

Designation	Head - Corporate Audit & Governance
Contact No.	8527177000
Email Address	wbp@mindacorporation.com
Official Address	Group Corporate Office, Plot No. 404 -405, 5 th Floor, Sector – 20, Udyog Vihar, Phase – III, Gurugram, Haryana


7.0.0 Policy administration and Procedure:

7.1.0 Process flow for disclosures receiving and resolution by ombudsperson

S.No.	INPUT	ACTIVITY	RESP.	CHECKPOINTS	OUTPUT
					
1	Information of any wrongdoing in the company or on self	<p><u>Raising of Concern/ Disclosure by whistleblower:</u></p> <p>In case of any wrongdoing against the company of which whistleblower has reason to believe, a complaint to be done with ombudsperson of the company</p> <p>(Refer illustrative list mentioned in clause 2.0.0)</p>	Whistleblower	<p>Complaint by means defined in this policy (Refer modes of communication 7.2.0)</p> <p>Complaint to the designated person in this policy</p> <p>Complaint is not related to any personal motive</p> <p>Full facts of the complaint with all supporting evidences</p>	Written disclosure

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S.No.	INPUT	ACTIVITY	RESP.	CHECKPOINTS	OUTPUT
2	All the disclosures received in a period under review	<p style="text-align: center;">↓</p> <div style="border: 1px solid black; padding: 5px;"> <p><u>Prima - facie review of disclosure by Ombudsperson</u></p> <p>Ombudsperson will do prima -facie review of genuineness of the disclosure, within 7 days of receiving the disclosure</p> </div>	Ombudsperson	<p>Disclosures are made following the protocols mentioned in the policy</p> <p>Action not be initiated where Concerns are Frivolous or fictitious or untrue of verifiable information</p>	Acceptance of disclosures for further investigation
3	List of go-ahead cases for investigations	<p style="text-align: center;">↓</p> <div style="border: 1px solid black; padding: 5px;"> <p><u>Investigation of disclosure cases</u></p> <p>Ombudsperson will initiate the investigation and prepare the investigation report and find out the facts & figures related to the disclosure within 30 days. He can also hire external agency</p> </div>	Ombudsperson	<p>To check all the facts and figures of the case</p> <p>To review the report submitted by external agency</p>	Report of Investigation
4	Investigation report	<p style="text-align: center;">↓</p> <div style="border: 1px solid black; padding: 5px;"> <p><u>Sharing of investigation report</u></p> <p>The Ombudsperson will share the investigation report to GCHRO and Business CEO within 7 days of completing of investigation along with all the supporting evidences</p> </div>	Ombudsperson	To check that investigation report is complete in all aspect and had all the evidences required to justify the investigation	Findings of investigation with all the facts will be discussed with Business CEO and GCHRO

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S.No.	INPUT	ACTIVITY	RESP.	CHECKPOINTS	OUTPUT
5	Investigation report received from HR	<p style="text-align: center;">↓</p> <div style="border: 1px solid black; padding: 5px;"> <p><u>Appropriate action by Business CEO</u></p> <p>Business CEO to take the action as decided by GCHRO and Ombudsperson against the person involved</p> <p>(Refer suggestive action: 7.4.0)</p> </div>	Business CEO	Business CEO to take actions as decided by Ombudsperson and GCHRO within 7 days	Punitive action to be taken when the accused is found guilty Ombudsperson will communicate the decision taken to the whistle blower
6	List of all disclosures received in a Quarter and Actions taken	<p style="text-align: center;">↓</p> <div style="border: 1px solid black; padding: 5px;"> <p><u>Presentation to Audit Committee</u></p> <p>The Ombudsperson to make Quarterly presentation to audit committee on the development, closure and summary of the policy implementation</p> </div> <p style="text-align: center;">↓</p> <div style="border: 1px solid black; border-radius: 15px; padding: 5px; width: fit-content; margin: 0 auto;"> FINISH </div>	Ombudsperson	To include and present outcome of all the disclosures selected for investigation	To summarize the findings with status on action taken for all the disclosures received during the quarter

7.2.0 Disclosure of concern by Whistleblower:

The Whistle Blower can raise a Concern/ Disclosure through the following communication modes to the Ombudsperson:

7.2.1 Concerns related to any person (Other than Ombudsperson and Directors) in the group:

- a. Through Post at “Head – Corporate Audit & Governance (CAG), Group Corporate Office, Plot No. 404 -405, 5th Floor, Sector – 20, Udyog Vihar, Phase – III, Gurugram, Haryana. Phone: 8527177000
- b. Through Email at wbp@mindacorporation.com

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7.2.2 Concerns related to Ombudsperson and Directors:

- a. Through Post at “Chairperson of the Audit Committee, Mr. Rakesh Chopra, C204, Sarvodaya Enclave, New Delhi -110017, Phone: 9810026448”
- b. Through Email @ rchopra1950@gmail.com

7.2.3 Oral communication:

In case of urgent matters, if a whistle blower desires to make an oral disclosure he/she may do so through telecon or by personally meeting the Ombudsperson mentioned above but he/she must put the case in writing at the first available opportunity. If the disclosure is found to be valid, the said disclosure will be considered for an investigation as laid out in the procedure


Alternatively, the complainant may report the incident to functional head or manager who will then report it (in writing) to the relevant Group Ombudsperson

The reporting should be factual and not speculative and with all the proofs available to justify the disclosure

7.3.0 Resolution of complaint by Ombudsperson:

Once any disclosure or concern has been made by a whistle blower, the Ombudsperson shall pursue the following steps:

- 7.3.1 Ensuring the acknowledgement of the receipt of disclosure received through written communication / oral disclosure / Email and the ombudsperson will do prima -facie review the genuineness of the disclosure, within 7 days
- 7.3.2 Where the disclosures are found to be frivolous or fictitious or untrue of verifiable information, further action will not be initiated and appropriate action will be taken against the whistleblower within two weeks
- 7.3.3 Where the disclosures are accepted in prima-facie review, the Ombudsperson will initiate the investigation and prepare the investigation report and find out the facts & figures related to the disclosure. In case, the disclosures received are found serious/grave the ombudsperson can also hire an external investigation agency for investigation. The report either by Ombudsperson / external investigation agency has to be completed within 30 days
- 7.3.4 The Ombudsperson will share the investigation report to GCHRO and Business CEO within 7 days of completion of report along with all the supporting evidences
- 7.3.5 Business CEO will take appropriate action as decided by GCHRO and Ombudsperson and ensure closure within 7 days. The ombudsperson will communicate the decision taken to the whistle blower
- 7.3.6 Decision made by respective Business CEO as directed by GCHRO & Ombudsperson will be final and binding on all
- 7.3.7 The Ombudsperson will make Quarterly presentation to Audit Committee on the development, closure and summary of the policy implementation

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Note 1: Complaint received against discrimination or sexual harassment shall be dealt in accordance with “Sexual Harassment (Prevention, Prohibition & Redressal) Policy

7.4.0 Suggestive Punitive Actions can be:

The following punitive actions could be taken against associates, where the accused is found guilty

- a. Counselling & a Warning letter
- b. Withholding of promotion / increments
- c. Bar from participating in bonus review cycle
- d. Termination
- e. Legal suit

The above punishments are only suggestive and it may decide on the actions to be taken on a case to case basis depending on the gravity of the offence

8.0.0. Assurance under the policy (to the Whistleblower):

All possible precautions will be taken to maintain the confidentiality of the identity of the Whistle Blower, barring where such disclosure is required strictly for the purpose of law or to facilitate the investigation process.

The SMG will not tolerate any harassment or victimization (including informal pressures) against the whistle blowers and will take appropriate action to protect the whistle blowers when he/she makes the disclosure in good faith.


The SMG will provide adequate and timely support and protection to the whistle blowers in the event of facing any civil or criminal action in consequence to the disclosure made to the SMG.

If a whistle blower believes that she/he has been victimized for raising a disclosure under this policy, he/she may file a written complaint to the chairperson of the audit committee requesting an appropriate remedy

Whistle blower will be thanked / suitably rewarded in deserving cases for raising the disclosure

9.0.0. Assurance under the policy (on whom the investigation is carried out, hereinafter referred as “Subject”):

All possible precautions will be taken to maintain the confidentiality of the Subject except for a disclosure or identify requirement strictly for the purpose of law or to facilitate investigation process

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10.0.0. Exclusions:

This Policy will not cover issues relating to employment related grievances including PMS, promotions and transfers etc. which will be separately dealt under Employee Grievance Handling

The following types of complaints would ordinarily not be entertained


- Illegible, if handwritten
- Vague, anonymous or pseudonymous - However, where an anonymous disclosure contains references to verifiable facts and figures, such cases will be taken up for investigation
- Trivial or frivolous in nature
- The matters which are pending before a Court of Law, State or National Human Rights Commission or any other Commission, Tribunal or any other judiciary or sub judiciary body
- Any matter, after the expiry of one year from the date on which the act constituting violation of human rights is alleged to have been committed
- Allegation, which is not against the interests of SMG employee as stated above
- Issue raised relates to civil dispute, such property rights, contractual obligations, etc.

11.0.0. Power to change the policy:

This Policy can be changed or modified or withdrawn or abrogated at any time by the Audit Committee of SMG

List of Functional Committee Members:

Name of Members	Designation
Vikas Thapa	Group CHRO
Jagat Dangi	Head Group IR
Rakesh Chopra	Chairman Audit Committee

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Revision History

Rev No	Description	Date
R00	Original Document	NA
R01	Revised Document	31 st July'21

Statement of Changes

Clause No.	Existing Provision	Revised Provision	Justification for change
			Policy has been updated due to change in ombudsperson and detailed process has been mentioned

Approval

Responsibility	Name	Designation	Signature
Prepared by	Subodh Narang	Sr. Manager – Corporate Audit & Governance	 13.08.21
Reviewed by	Vikas Thapa	Group CHRO	 13.8.21
Validated by	Sanjiv Kumar Jalan	Head - Corporate Audit & Governance	
Approved by	Board and Audit Committee Members	BOD	Approved on 12 th Aug 21