

# **Eastman Auto & Power Limited**

## **Whistle Blower Policy/Vigil Mechanism**

## 1. PREAMBLE:

- 1.1 The Companies Act, 2013 mandates every listed company and such other class of companies, as may be prescribed, to establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Company, its directors and employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company.
- 1.2 The Vigil Mechanism/Whistle Blower Policy also needs to provide for adequate safeguards against victimization of director(s)/employee(s) who avail of the Vigil Mechanism and to make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.
- 1.3 Considering the applicability of Section 177(9) of the Companies Act, 2013, the Company has formulated this Vigil Mechanism/Whistle Blower Policy ("Mechanism/Policy") in compliance thereto.

## 2. DEFINITIONS:

- 2.1 "Alleged wrongful conduct" shall mean violation of applicable laws to the Company, infringement of Company's rules, misappropriation of monies, substantial and specific danger to public health and safety non-adherence to the Code or abuse of authority.
- 2.2 "Audit Committee" means a committee constituted by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules and regulations. It shall be responsible to review the functioning of the whistleblower mechanism of the Company.
- 2.3 "Board" means the Board of Directors of the Company.
- 2.4 "Code" means the Code of Conduct for Directors and Senior Management Personnel adopted by the Company.
- 2.5 "Company" means Eastman Auto & Power Ltd and all its offices/divisions.
- 2.6 "Employee" means all the present employees and Whole-time Directors of the Company (whether working in India or abroad).
- 2.7 "Protected Disclosure" means a concern raised by an employee/director or group of employees/directors of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity falling under the title "COVERAGE OF THE POLICY" or alleged wrongful conduct with respect to the Company.
- 2.8 "Subject" means a person or group of persons against or who becomes the primary focus of investigative scrutiny, either due to allegations made by a Complainant or Whistleblower, or evidence uncovered during an investigation arising from a Whistleblower's report of unethical or non-compliant behavior. This designation is crucial in guiding investigative efforts aimed at verifying reported concerns and determining suitable actions based on the investigation's findings.
- 2.9 "Vigilance Officer" means an officer appointed to receive protected disclosures from Whistle

Blower, maintain records of such disclosures, present them to Audit Committee for its review, investigation, inquiry and action thereof.

2.10 “Whistle Blower” is an employee/director or group of employees/director(s) who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

### **3. POLICY OBJECTIVES:**

3.1 Mechanism provides a channel to the employees and directors to report concerns about unethical behavior, actual or suspected fraud or violation of the Code or Policy.

3.2 The Policy establish the mechanism to provide for adequate safeguards against victimization of employees and Directors who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

3.3 The mechanism/policy neither releases employees and directors from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation or with a mala fide intent.

### **4. THE GUIDING PRINCIPLES:**

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

4.1 ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;

4.2 treat victimization as a serious matter including initiating disciplinary action on such person/(s);

4.3 ensure complete confidentiality;

4.4 not engage in concealing or tampering with any evidence related to Protected Disclosure;

4.5 take disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made/to be made; and

4.6 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:

a) Alleged wrongful conduct;

b) Abuse of authority, such as bullying or workplace harassment;

c) Breach of contract;

d) Negligence causing substantial and specific danger to public health and safety;

e) Manipulation of company data/records;

f) Financial irregularities, including fraud, or suspected fraud;

- g) Criminal offence;
- h) Perforation of confidential/propriety information, including unpublished price sensitive information;
- i) Deliberate violation of law/regulation including Insider Trading;
- j) Misuse/misappropriation of Company's funds/assets;
- k) Breach of Company's Code of Conduct or Rules; and
- l) Any other unethical, biased, favored, imprudent event.

5.2 The Policy should not be used as a route for raising malicious or unfounded allegations against colleagues.

## **6. ELIGIBILITY:**

All Employees of the Company including Directors are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

## **7. PROCEDURE:**

7.1 Whistle Blowers can make Protected Disclosure to the Vigilance Officer as soon as possible but not later than 30 consecutive days after becoming aware of the same. The Protected Disclosure should be factual and neither speculative nor 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.

7.2 All Protected Disclosures against Employees (except Vigilance Officer) should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in appropriate or exceptional cases. The contact details of the Vigilance Officer is as under: -

Mr. Ashok Kumar Jain

4<sup>th</sup> Floor, Quattro Tower 1, Plot No. 249E, Udyog Vihar Phase- IV, Gurugram- 122016, Haryana

Email- ashok.jain@eaplworld.com

7.3 Protected Disclosure against the Vigilance Officer and any of the Directors of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman of the Audit Committee is as under: -

Mr. Sanjeev Gupta

Plot No-572, Udyog Vihar, Phase-V, Gurgaon-122016 (Haryana).

Email- secretarial@eaplworld.com

7.4 Whistle Blower must put his/her name to Protected Disclosure. Anonymous/Pseudonymous Protected Disclosures shall not be entertained by the Vigilance Officer.

7.5 If initial/preliminary enquiries by the Vigilance Officer/Ethics Committee indicate that the concern has no basis, or it is not a matter to be further investigated or pursued under this Policy, it may be dismissed at this stage and the decision will be documented.

7.6 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Vigilance Officer or by such other person as may be authorized or appointed by the Ethics Committee. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings will be made.

7.7 Name of the Whistle Blower shall not be disclosed by the Vigilance Officer unless otherwise required under any law or regulation or by a competent court of law.

7.8 The Vigilance Officer shall make a detailed written record of the Protected Disclosure. The record will, inter alia, include:

- a) Facts of the matter;
- b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- c) Whether any Protected Disclosure was raised previously against the same Subject;
- d) The financial/otherwise loss which has been incurred/would have been incurred by the Company;
- e) Findings of the Vigilance Officer/Investigation Person; and
- f) The recommendations of the Vigilance Officer on disciplinary/other action(s).

The Ethics Committee based on inputs from Vigilance Officer shall finalize and submit the report to the Chairman of the Audit Committee, within 30 days.

7.9 On submission of report, the Chairman of the Audit Committee shall discuss the matter with the Vigilance Officer or any person from Ethics Committee who shall either:

- a) In case the Protected Disclosure is proved, accept the findings of the Vigilance Officer and take such disciplinary action as he may think fit and take preventive measures to avoid reoccurrence of the Alleged wrongful conduct;
- b) In case the Protected Disclosure is not proved, extinguish the matter;

OR

- c) Depending upon the seriousness of the matter, Chairman of the Audit Committee may refer the matter to the Board of Directors with proposed disciplinary action/counter measures. The Board of Directors, if thinks fit, may further refer the matter to the Audit Committee for necessary action with its proposal.

## **8. DECISION AND REPORTING:**

8.1. If an investigation leads to conclude that an improper or unethical act has been committed, the Vigilance Officer/Ethics Committee along with the suggestion of Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as may be deemed fit. It is clarified that any disciplinary or corrective action initiated against the Subject(s) because of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

8.2. The Vigilance Officer shall submit a report to the Chairman of the Audit Committee on a regular

basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

8.3. In case the Subject(s) is the Vigilance Officer / Managing Director / Chairman of Audit Committee of the Company, the Protected Disclosure shall be forwarded to the other members of the Audit Committee as the case may be. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

8.4. A Whistle Blower who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject(s) to the Vigilance Officer /Chairman of the Audit Committee, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

## **9. PROTECTION:**

9.1 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 Company, as a policy, condemns any kind of discrimination, harassment, retaliation victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice. Those working for or with the Company who engage in retaliation or other means as described above against the Whistle Blower may also be subjected to civil, criminal and legal action in accordance with governing laws besides disciplinary action by the Company.

9.2 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under the applicable laws.

9.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

## **10. SECRECY / CONFIDENTIALITY:**

The Whistle Blower, the Subject, the Vigilance Officer and everyone involved in the process shall:

- a) maintain complete and strict confidentiality/secretcy of the matter;
- b) not discuss the matter with any other person other than one required for enquiry/investigation into the matter;
- c) discuss only to the extent required for the purpose of completing the process and investigations;
- d) not keep the papers unattended anywhere at any time; and
- 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 and punitive action as is considered fit.

## **11. ACCESS TO ETHICS COMMITTEE/CHAIRMAN OF THE AUDIT COMMITTEE:**

The Whistle Blower shall have right to access Ethics Committee and Chairman of the Audit Committee directly in exceptional cases.

**12. COMMUNICATION:**

Employees and other stakeholders shall be informed about this Policy through by publishing on the website of the Company or by any other means of communication.

**13. RETENTION OF DOCUMENTS:**

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 5 (Five) years or such other period as specified by any other law in force, whichever is more.

**14. ADMINISTRATION AND REVIEW OF THE POLICY:**

The Managing Director / Compliance Officer shall be responsible for the administration, interpretation, application and review of this policy.

**15. 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. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

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