

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 raiseconcerns about any poor or unacceptable practice and any event of misconduct.
- This Whistle Blower Policy ("Policy") of the Company established / adopted / approved by 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 (Meetingsof the Board & its Powers) Rules, 2014 read with Regulation 22 of the Securities and Exchange Boardof 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, asmay be prescribed to establish a vigil mechanism for its directors and employees, to report genuineconcerns, 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 directaccess 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 aboutunacceptable improper practices and/or any unethical practices and/or other genuine concerns being followed in the Company 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 Employeeis protected/safeguarded against any adverse action and/or any discrimination and/or victimization for such reporting.
- 1.6 As such the Company endeavors to work against corruption in all its forms including demand and acceptance of illegal gratification and abuse of official position with a view to obtain pecuniary advantage for self or any other person.
- 1.7 The Policy neither releases Whistle Blowers from their duty of confidentiality in the course of theirwork, nor is it to be misused to surface a grievance about a personnel work-related situation.
- 1.8 This Policy will be posted on the Company's website <u>www.bajajelectricals.com</u>.
- 1.9 The Policy was last amended by the Board of Directors at its meeting held on May 14, 2024, uponthe 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 of this Policy.

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.
- "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, consultants, interns or any otherthird-party employees/consultants of the Company or its subsidiary(ies).
- "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 improperactivity (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 thenature 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;
 - Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports;
 - c. violation of any applicable antitrust and competition law rules, violation of personal data



- protection and company system security rules;
- d. misappropriation of company funds/assets;
- e. corruption, including bribery and money laundering;
- f. breaches of the Code of Conduct;
- 3.10 "Subject" means a person or group of persons against or in relation to whom a Protected Disclosureis 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 "Whistleblower Committee" or "Competent Authority" means a committee appointed by the Board of Directors comprising of the following permanent members:
 - (i) Chief Financial Officer and/or
 - (ii) Head of Legal Department
 - (iii) Head of Human Resources Department/CHRO

Any permanent member of the Whistleblower Committee or other officer having any conflict of interest with the matter shall disclose his/her concern forthwith and shall recuse himself from dealing with such complaint. In absence of the permanent members due to any factors, the following shall be the additional/substitute members:

- i) Head of Information Technology Department and/or;
- ii) Head of Corporate Security and Administration Department.

The Whistleblower Committee shall also perform as the Ethics & Compliance Task Force (ECTF) under the Anti-Bribery & Anti-Corruption Policy of the Company and conduct an investigation in the matter of Protected Disclosure received by the Company.

3.13 "Whistle Officer" means a person designated under this policy to receive Protected Disclosure. The Chief Compliance Officer & 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 Policyis 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 A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. The Company prohibits its Employees from engaging in retaliation or intimidation that is directed against a Whistle-blower. Employees who engage in retaliation or intimidation in violation of this Policy will be subject to disciplinary action, which may include dismissal from employment. 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 anyone 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 tradepractices, etc.);
 - ii) Breach of contract (e.g., non-compliance with terms and conditions, unauthorized use ofcritical 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, andmisconduct 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) violation of any applicable antitrust and competition law rules;
 - xvi) violation of personal data protection and company system security rules,
 - xvii) Endangerment of an individual's or individuals' health and safety, endangerment of the environment, commission of a criminal offence,
 - xviii) Failure to comply with any legal or regulatory obligation, and concealment of any information pertaining to any of the above.

Any other action or unprofessional conduct not expressly listed above but could adverselyimpact 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 issuesor 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 probationreports, 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.
- 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 ProtectedDisclosure 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.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to bemala fide, frivolous or malicious shall be liable to Disciplinary Action as may decided by the Whistleblower Committee constituted under this Policy.

- 6.6 Protection under this Policy would not mean protection from Disciplinary Action arising out of falseor bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a *mala fide* intention.
- 6.7 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, willbe disqualified from reporting further Protected Disclosures under this Policy.



In respect of such Whistle Blowers, the Whistleblower 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 <u>Annexure-1</u>. They can besubmitted through any of the following channels, in the manner specified below:
 - a) <u>Written Complaints</u>: A Whistle Blower wishing to make a written report shall directly send an email to <u>complainceofficer@bajajelectricals.com</u> with the subject "Protected Disclosure under Vigil Mechanism Policy"., or in physical form under a covering letter signed by the Complainant in a closed and secured envelop 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."

b) If the complainant has a reason to believe that any of the members of the Whistleblower Committee is or are involved in a suspected violation(s) as listed above, then the ProtectedDisclosure may be made to the Managing Director & CEO of the Company, in physical form, in a sealed envelope marked as "Private and Confidential" to below mentioned address:

"To,

Managing Director & CEO,

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. Protected Disclosures should be factual and not speculative or 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 and the urgency of a preliminary investigative procedure.

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 complainceofficer@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 & Company Secretary shall acknowledge the receipt of the Protected Disclosure to the Whistle Blower and expeditiously forward a copy of the same to other Whistleblower Committee members within 2 working days.
- 8.2 Investigations will be initiated only after a preliminary review by the Whistleblower Committee which establishes that;



- i) The alleged act constitutes an improper or unethical activity or conduct, and
- ii) The allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, but it is felt that the concerned matter deserves investigation.
- 8.3 If the Whistleblower Committee determines that an investigation is not warranted, reason(s) for such determination shall be recorded in writing.
- 8.4 If the Whistleblower Committee is *prima facie* satisfied that the Protected Disclosure warrants investigation of the alleged improper activity, Whistleblower Committee will either ask the internal audit team to internally investigate the same or constitute special investigation team as it deems fit for proper investigation of the complaint. The Whistleblower Committee may appoint an external investigator (s) to investigate the matter which may require investigation from expert.
- 8.5 The Internal investigation team and/or the external investigator as the case may be shall be responsible for investigating the matter is required to submit investigation plan to the Whistleblower Committee and take prior approvals on the investigation plan from the Whistleblower Committee.
- The decision to conduct an investigation taken by the Whistleblower Committee is by itself not to be construed as an accusation and is to be treated as a neutral fact- finding process.
- 8.7 In case the concern does not fall within the ambit of the Whistle Blower Policy, the sender may be informed that the concern is being forwarded to the appropriate department/authority for further action, as deemed necessary.
- 8.8 The Whistleblower Committee shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, the Whistleblower 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 forcarrying 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
 - vii) The investigation shall be completed normally within 60 days of the receipt of the ProtectedDisclosure and is extendable by such period as the Whistleblower Committee deems fit.
- 8.9 The Whistleblower 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.
- 8.10 The identity of the Subject will be kept confidential to the extent possible given the legitimate needsof law and the investigation.



- 8.11 The Subject will normally be informed of the allegations at the outset of a formal investigation andhave opportunities for providing their inputs during the investigation.
- 8.12 The Subject shall have a duty to co-operate with the investigator and responsibility not to interfereor 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. TheSubject, if found indulging in any such actions then that will make the Subject liable for DisciplinaryActions. Under no circumstances, Subject should compel investigator to disclose the identity of theWhistle Blower.
- 8.13 A report shall be prepared after completion of investigation by the Officer(s) investigating the matter which shall be submitted to the Whistleblower Committee. Upon receipt of report, the Whistleblower Committee shall conduct a fair and transparent hearing of the matter after providing reasonable opportunity of being heard to the Subject and based on the evaluation the report and the evidences in support shall send its decisions and recommendations to Managing Director & CEO. After considering the report and recommendations as aforesaid, the Managing Director & CEO shall determine and finalise the Disciplinary Action as he may deem fit. No allegation of wrongdoing against the Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 8.14 The members of the Whistleblower Committee must make a unanimous decision. If unanimity cannot be achieved within the Whistleblower Committee, the matter is escalated to the larger committee consisting of Managing Director & CEO and members of Whistleblower Committee. This body comprises the Managing Director & CEO, and permanent members of the Whistleblower Committee/Competent Authority. The decision of the larger committee is based on the majority opinion and will be determined by the majority of members in favor of a particular outcome. The decision made by the larger committee consisting of Managing Director & CEO is final and binding.
- 8.15 In case the Subject is the members of the Whistleblower Committee, the Managing Director & CEO of the Company after examining the Protected Disclosure and, if deemed fit, shall forward the Protected Disclosure to other members of the Whistle Committee.
- 8.16 In case the Subject is the Managing Director & CEO of the Company, the Complaint shall be forwarded to the Chairman of the Audit Committee at Bajaj Electricals Limited ,51, Mulla House, MG Road, Fort, Mumbai- 400001.
- 8.17 The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure. In this regard, the Audit Committee, if the circumstances so suggest, may assignthe investigation into the matter to the Senior Officer or committee of managerial personnel.
- 8.18 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.
- 8.19 The Whistle Officer shall submit the annual report of the protected disclosures received and of the investigation conducted , and of the action taken to the Audit Committee



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 Whistleblower Committee or the Chaiman 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 Whistleblower 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 Whistleblower 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 Whistleblower Committee or external agencies, as required by law, or to persons authorised by the Whistle Blower.

11. Reporting

The Whistleblower 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 & Company Secretary for a minimum period of 5 (five) years oras 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 Shekhar Bajaj Date: May 14, 2024 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 of critical information, misappropriation of company assets, etc.)			ns, unauthorized use	
iii)		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)					
	•		d competition law rules; ind company system securit		
xv)	Endangerment of an individual's or individuals' health and safety, endangerment of the environment, commission of a criminal offence, Failure to comply with any legal or regulatory obligation, and concealment of any information pertaining to any of the above. Others				
Please	provide name. de	signation, and depart	ment of the person(s) invol	ved?	
	p	Name	Department	Designation	
Indivi	dual 1		<u>'</u>		
Indivi	dual 2				
Indivi	idual 3				
		ccur? (Please provide t	entative date if you do not	know the exact date)	
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 s Yes	upport of your allegations?					
> No						
Is anyone else aware of this in Yes No	cident?					
Is there any additional information Yes No	ation that would facilitate the investigation of this matter?					
Have you reported this incider ➤ Yes ➤ No	nt to anyone in the Company?					
Date Location Name of the Person reporting	:					
Contact Information	·					