

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

1. Preface

- 1.1 Amara Raja Batteries Limited (“The Company”) believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.
- 1.2 The Company is committed to developing a culture where it is safe for all employees and stakeholders to raise concerns about any unacceptable practices and any event of misconduct.
- 1.3 As required under the Section 177 of the Companies Act, 2013 (“Act”) and requirements of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company adopts this vigil mechanism called “Vigil Mechanism/Whistle Blower Policy”
- 1.4 The purpose of this policy is to provide an avenue to raise concerns and report to the Ombudsperson instances of unethical behavior, actual or suspected fraud or violation of the Company’s policies and to promote responsible and secure whistle blowing. To provide necessary safeguards for protection from reprisals or victimization, for whistle blowing in good faith.
- 1.5 The policy cannot be used as a route for raising malicious or unfounded allegations about a personal situation.

2. Definitions

- 2.1 “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and Listing Regulations.
- 2.2 “**Disciplinary Action**” means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 2.3 “**Employee**” under this policy means every person employed/engaged in the Company whether on permanent or temporary rolls, including the Directors in the employment of the Company.
- 2.4 “**Protected Disclosure**” means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity covered under the title “**scope of the policy**” with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 2.5 “**Investigation 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.

2.6 “**Ombudsperson**” is a person, nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the results thereof.

2.7 “**Whistle Blower**” means who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

3. **Scope**

3.1 The Whistleblower policy / Vigil mechanism is intended to cover genuine and serious concerns that could have a large impact on the Company such as actions (actual or suspected) that:

- i. May lead to incorrect financial reporting
- ii. Are not in line with applicable policies of the Company
- iii. Are unethical behavior
- iv. Are actual or suspected fraud
- v. Are unlawful
- vi. Amount to serious improper conduct (including any kind of harassment)

3.2 Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

4. **Eligibility**

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

5. **Guiding principles**

Whistle Blower

5.1 The whistle blower must provide all factual corroborating evidence and the information should be of his/her direct first-hand experience only.

5.2 The whistle blower’s role is as a reporting party, he/she are not an investigator.

5.3 The protected disclosure made by the whistle blower must be genuine with adequate supporting data/proof. The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Any malicious allegation by employees may attract disciplinary action.

Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness of the issue raised, the Ombudsperson can initiate an investigation independently

5.4 The whistle blower shall co-operate with investigators in conducting a complete, fair and effective investigation

Protection to whistle blower

- 5.5 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, 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 like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure.
- 5.6 The identity of the Whistle Blower shall be kept confidential.
- 5.7 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

Investigation subject

- 5.8 No investigation subject shall directly/indirectly interfere with the investigation process, till completion of investigation.
- 5.9 Investigation subject shall not destroy or tamper with any evidence and shall have duty to co-operate with the investigators / Committee involved.
- 5.10 Investigation subject shall have a right to consult any person of their choice and engage any legal counsel at their own cost to represent them in the investigation proceedings. They have a right to be informed of the result of the investigation process in writing by the investigator/ Committee.

Ombudsperson

- 5.11 The Ombudsperson shall be a person, well respected for his/her integrity, independence and fairness. She/he would be authorized by the Board of the company for the purpose of receiving all complaints under this policy and ensuring appropriate action.
- 5.12 All protected disclosure shall be recorded and looked into. If initial enquiry indicates that the concern has no basis or in case Ombudsperson suspects that the allegation has been made with mala-fide intentions or is frivolous in nature or is not genuine, the concern may be dismissed at this stage and the decision documented.
- 5.13 In case initial enquiries indicate that further investigation is necessary, the Ombudsperson may consider appointing a committee nominated by him for the purpose of conducting the investigation. However, the investigation shall be launched only after the review of the protected disclosure by the Ombudsperson, which establishes that
- 5.13.1 The protected disclosure made constitutes an unethical practice, as defined under this policy.

5.13.2 The protected disclosure made is supported by adequate information to support an investigation.

Committee

5.14 The Committee appointed by Ombudsperson shall conduct the inquiry in a fair and unbiased manner, ensure complete fact-finding, maintain strict confidentiality at all times and derive the outcome of the inquiry and recommend appropriate course of action.

Investigation result

5.15 Based on a thorough examination of the findings, the committee (or Ombudsperson) would recommend an appropriate course of action to the Audit Committee of the Company. Where an improper practice is proved, this would cover suggested disciplinary action, including dismissal, if applicable, as well as preventive measures for the future. All discussions would be minuted and the final report prepared.

6. Procedure

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as “**Protected disclosure under the Whistle Blower policy**” or sent through email with the subject “**Protected disclosure under the Whistle Blower policy**”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Ombudsperson of the Company or to the Chairman of the Audit Committee in exceptional cases.

The contact details of the Ombudsperson are as under:-

Name : Mr. Jaikrishna B
Designation : President - HR
Telephone no : 040 – 23139000 Extn: 9360
E-mail-id : ombudsperson@amararaja.com

The Ombudsperson will issue an acknowledgement to the complainant. The amount of contact between the complainant and the body investigating the concern shall depend on the nature of the issue and the clarity of information provided. Further information may be sought from him/her. Subject to legal constraints, she/he shall receive information about the outcome of any investigations.

On receipt of the protected disclosure, the Ombudsperson shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

7. Secrecy/Confidentiality

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

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter 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
- d. not keep the papers unattended anywhere at any time
- 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 action as is considered fit.

8. Disqualifications

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as set out herein, any abuse of this protection will warrant disciplinary action.

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.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be malafide, frivolous or malicious, shall be liable for disciplinary action.

9. Access to Chairman of the Audit Committee

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

10. Communication

This policy would be hosted on the website of the Company.

11. Reporting

A quarterly report with the number of complaints received under the policy and their outcome will be placed before the Audit Committee and the Board.

12. 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 unless the same is communicated in the manner mentioned as above.
