



Whistle Blower Policy



EXIDE INDUSTRIES LIMITED
'Exide House', 59E, Chowringhee Road, Kolkata – 700 020
CIN : L31402WB1947PLC014919

Preface

As a Company, Exide Industries Ltd. ('the Company') is committed to conducting its business by adopting the high standards of professional integrity and ethical behaviour. Towards this end, 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 Directors and Senior Management.

In compliance with the provisions of Section 177 (9) and (10) of the Companies Act 2013 ("the Act" or "Act"), every listed company has been mandated to establish a vigil mechanism for directors and employees of the company to report to the chairperson of the Audit Committee instances of unethical, actual or suspected, fraud or violation of the Company's Code or Policies. Further, the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia provides for a mandatory requirement for all listed companies to establish a vigil mechanism called the "Whistle Blower Policy" for Employees (as hereinafter defined) to report genuine concerns about unethical behavior, actual or suspected, fraud or violation of the Company's Code of conduct or ethics policy.

Accordingly, this Whistle Blower Policy ("the Policy" or "this Policy") has been formulated with a view to provide a vigil mechanism for 'Employees' and 'Stakeholders' to approach the Whistle Officer.

This Policy allows for disclosure of such matters internally, without fear of reprisal, discrimination or adverse employment consequences, and also permits the Company to address such disclosures or complaints by taking appropriate action, including but not limited to, disciplining or terminating the services of those responsible.

Definitions

The terms not defined herein below shall have the meaning assigned to them under the Act.

- a) "Audit Committee" means Audit Committee of Directors of the Company constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act 2013 and read with Regulation 18 of the Listing Regulations.
- b) "Appropriate 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 a fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- c) "Employee" means every director and employee of the Company (including Exide's Indian subsidiaries, whether working in India or abroad).

- d) “Good Faith” An Employee or Stakeholder shall be deemed to be communicating in “good faith”, if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the Employee or Stakeholder does not have personal knowledge on factual basis for the communication or where the Employee or Stakeholder knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- e) “Investigators” mean those persons authorised, appointed, consulted or approached by the Whistle Officer / the Audit Committee for the purpose of investigation into the facts of a case.
- f) “Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical or improper behavior, actual or suspected fraud or improper activity.
- g) “Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- h) “Whistle Blower” means an Employee or Stakeholder making a Protected Disclosure under this policy.
- i) “Whistle Officer” means an officer nominated / appointed by the Audit Committee of the Company.

Scope

- a. The Whistle Blower’s role is that of a reporting party with reliable information. They are neither required nor expected to act as investigators or finders of fact, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. Whistle Blowers provide initial factual information backed by a reasonable belief that an improper or unethical practice has occurred.
- b. Whistle Blowers should not act on their own in conducting any investigative activities, they do not have a right to participate in any investigative activities other than as requested by the Whistle Officer / Chairperson of the Audit Committee or the Investigators.
- c. Reportable matters in the context of this policy include but are not limited to malpractices / events which have taken place / suspected to take place involving:
 - abuse of authority;
 - breach of contract;
 - breach of the Company code of conduct;

- Financial irregularities including questionable accounting or auditing matters, fraud or suspected fraud, or, deliberate error in preparation of financial statements or misrepresentation of financial reports, bribery, corruption;
 - Manipulation of company data / records;
 - Pilferage including of confidential / proprietary information;
 - Any unlawful act whether criminal/civil;
 - Deliberate violation of the law/ rules/ regulation;
 - misappropriation of companies funds / assets;
 - employee misconduct;
 - health & safety;
 - environmental issues;
 - negligence causing substantial and specific danger to public health and safety;
 - leak of unpublished price sensitive information (UPSI) as defined in the Code of Conduct to regulate, monitor and report trading by Designated persons;
 - and any other unethical conduct.
- d. Protected Disclosure will be appropriately dealt with by the Whistle Officer.
- e. This Policy is not, however, intended to question financial or business decisions taken by the Company that are not reportable matters nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. Further, this Policy is not intended to cover career related or other personal grievances.

This Policy extends to all Employees and Stakeholder and comes into effect immediately.

Eligibility

All Employees and Stakeholders are eligible to make Protected Disclosures under the Policy. The Protected Disclosures should be in relation to matters concerning the Company.

Disqualifications

- a. While it will be ensured that genuine Whistle Blowers will be provided complete protection from any kind of unfair treatment as herein set out, any abuse of this protection for personal gain or otherwise will warrant appropriate action.
- b. Protection under this policy will not imply protection from appropriate action arising out of false allegations made by a Whistle Blower, inspite of knowing it to be false, or made with a *mala fide* intention.

- c. Whistle Blowers, who make a Protected Disclosure, which has been subsequently found to be *mala fide*, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blower, the Management would reserve its right to take/recommend appropriate action.

Guiding Principles

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

- a. Ensure that the Whistle Blower and/or the Whistle Officer is not victimized for doing so.
- b. Treat victimization as a serious matter, including initiating appropriate action on such person/s.
- c. Ensure complete confidentiality.
- d. Not attempt to conceal evidence of the Protected Disclosure.
- e. Take appropriate action, if any one destroys or conceals evidence of the Protected Disclosure made / to be made.
- f. Provide an opportunity of being heard to the person involved especially to the Subject.

Procedure

- a. All Protected Disclosures should be addressed to the Whistle Officer by the Whistle Blower for investigation through letter and / or e-mail.
- b. The contact details of the Whistle Officer are as under:

Whistle Officer

Exide Industries Limited
'Exide House'
59E, Chowringhee Road
Kolkata – 700 020
E-mail - ethics@exide.co.in

- c. If a Protected Disclosure is received by any Employee other than Whistle Officer, the same should be forwarded to the Whistle Officer for further appropriate action. The Employee forwarding such Protected Disclosure must take appropriate care so that the identity of the Whistle Blower is not divulged in the process.
- d. Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.

- e. Protected Disclosures should be factual. They should not be 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. The Whistle Blower must provide all corroborating evidence as is available to the extent possible, at the earliest, preferably within 30 days of the occurrence of the event.
- f. The Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Protected Disclosures expressed anonymously will not be considered / investigated. The Whistle Officer shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation and protect the confidentiality of the Whistle Blower, in any other manner.
- g. To the extent possible, the complaint or disclosure must include the following:
 - 1. The identity of the Subject, and/or outside party or parties involved;
 - 2. The sector of the Company where it happened (division, office);
 - 3. When did it happen: a date or a period of time;
 - 4. Type of concern (what happened);
 - a) Financial reporting;
 - b) Legal matter;
 - c) Management action;
 - d) Employee misconduct; and/or
 - e) Health & safety and environmental issues
 - 5. Submit proof or identify where proof can be found, if possible;
 - 6. Who to contact for more information, if possible; and/or
 - 7. Prior efforts to address the problem, if any
- h. All allegations received will be documented and assigned an identification number.
- i. If initial enquiries by the Whistle Officer indicate that the concern has no basis, or it is not a matter for investigation to be pursued under this Policy, it may be dismissed at this stage. The decision shall be documented and communicated to the Whistle Blower.

- j. Where initial enquiries indicate that further investigation is necessary, the Whistle Officer may take the help of any internal / external Investigators to facilitate the investigation process.

Investigation

- a) All Protected Disclosures reported under this Policy will be thoroughly and duly investigated by the Whistle Officer, who will investigate / oversee the investigations. The Whistle Officer may at his sole discretion, consider the involvement of any Investigators for the purpose of investigation and appoint the same.
- b) The decision to conduct an investigation is to be treated as a neutral fact-finding process. The outcome of the investigation may or may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- c) The identity of a Subject will be kept confidential to the extent possible given legitimate requirements of law and the investigation.
- d) Subject will be informed of the allegations at the outset of a formal investigation, and be given sufficient opportunities for providing inputs during the investigation.
- e) Subject shall duly co-operate with the Whistle Officer or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- f) Subject has a right to consult with a person/s of choice, save and except the Whistle Officer, Investigators and the Whistle Blower. This may involve representation including legal representation. Subject shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- g) Subject has a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject. If he/she is found indulging in any such actions, it will make him/her liable for appropriate actions. Under no circumstances should Subject compel the Whistle Officer or the Investigators to disclose the identity of the Whistle Blower.
- h) Unless there are compelling reasons not to do so, Subject will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- i) Subject has a right to be informed of the outcome of the investigation.

- j) The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure or as soon thereafter as may be possible-
- k) In the event Whistle Officer or any member of the Audit Committee is the Subject, he/she will not be part of the investigation of the case in question.

Protection

- a) The Company will not tolerate any retaliation against the Whistle Blower for reporting in good faith any inquiry or concern. 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 the Whistle Blowers. Necessary steps will be taken to minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure.
- b) The Whistle Blower shall be protected from any retaliation, threat of termination of service, appropriate action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties/functions including making further Protected Disclosure.
- c) The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. However, Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Whistle Officer/Investigators.
- d) Any other Employee or Stakeholder assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- e) In case a Whistle Blower feels that he/she has been victimized in employment related matters because of reporting about the violation of the Policy, he/ she can submit a 'Grievance' to the Audit Committee, giving specific details of nature of victimization allegedly suffered by him/her. All such grievances will be examined by the aforesaid Audit Committee. The Audit Committee will meet at regular intervals and examine the grievances on their merits. The Audit Committee will also conduct necessary investigation of the concern and recommend appropriate action as the case may be. The decision of the Audit Committee shall be final.
- f) While Management is determined to give appropriate protection to the genuine Whistle Blower, the Employees and Stakeholder at the same time are advised to refrain from using this facility for furthering their own personal interest. If proved, such intention and action will warrant appropriate action.
- g) The protection is available provided that:

- i) The communication/disclosure is made in good faith.
- ii) He / She reasonably believes that information, and any allegations contained in it, are substantially true.
- iii) He / She is not acting for personal gain.

Investigators

- a. Investigators are required to conduct a process towards fact finding and analysis related to alleged unethical activities. Investigators shall derive their authority and access rights from the Whistle Officer when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to assist and support the investigation. All Investigators shall be independent and unbiased in their endeavours. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. Formal investigations will be launched only after a preliminary review by the Whistle Officer , which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct, and
 - ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review by virtue of its nature.
- d. The Investigators shall finalise and submit the report to the Whistle Officer normally within 30 days of the receipt of the request for investigation.

Decision

If an investigation leads the Whistle Officer to conclude that an improper, illegal or unethical act has been committed, the Whistle Officer shall recommend to the management of the Company to take such appropriate corrective action as the management may deem fit. The decision / action taken by the Management shall be final.

Reporting

On conclusion of the investigation process, the Whistle Officer shall either:

1. In case the Protected Disclosure is proved, accept the findings and recommend to the management of the Company such appropriate action as deemed fit as per Company's procedures and take preventive measures to avoid recurrence of the matter;
2. In case the Protected Disclosure is not proved, extinguish the matter; or
3. Depending upon the seriousness or the gravity of the matter, may refer the matter to the Audit Committee for carrying out the investigation. On completion of investigation, the Audit Committee shall recommend to the management of the Company to take such appropriate corrective action as the management may deem fit.

The Whistle Officer shall report to the Audit Committee on a regular basis about all the Protected Disclosures referred to him, together with the results and finding of the investigations, if any.

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 minimum period of seven years from the date of receipt.

Protected Disclosures concerning the Whistle Officer

All Protected Disclosures made by the Employees or Stakeholder where the Subject is the Whistle Officer shall be made to the Audit Committee and the provisions of this Policy shall apply *mutatis-mutandis* to the Audit Committee instead of the Whistle Officer. All Protected Disclosures concerning the Whistle Officer shall be addressed to:

Chairperson - Audit Committee

Exide Industries Limited
'Exide House'
59E, Chowringhee Road
Kolkata – 700 020

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 or Stakeholder unless the same is notified to them.

Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in

procedure. Such ambiguities / difficulties will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

Interpretation

In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, Regulation or standard governing the Company, the law, rule, Regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, Regulation or standard.

This policy was initially approved on by the Board of Directors at its meeting held on 21st July 2014 and subsequently amended on following dates:

1st amendment – 21.01.2016 (Ver. 2.0)

2nd amendment – 04.02.2019 (Ver 3.0)