

WHISTLE BLOWER POLICY AND VIGIL MECHANISM

1. Objective

This Whistleblower Policy and Vigil Mechanism (“Policy”) is formulated under section 177 of the Companies Act 2013, the applicable rules made under the Companies Act 2013 and pursuant to SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015.

The objectives of the Policy are:

- To establish a vigil mechanism for directors and employees to report genuine concerns or grievances including concerns about unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy
- To provide adequate safeguards against victimization of director(s) / employee(s), who avail of the mechanism; to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use
- To provide for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases

2. Applicability

This Policy applies to all directors and employees of the Company.

3. Scope of Policy

Genuine concerns or grievances (“Genuine Concerns”) include, but are not limited to, the following:

- a. Manipulation of Company data / records including incorrect financial reporting
- b. A substantial and specific danger to environment, public health and safety
- c. An abuse of authority
- d. Leaking confidential or proprietary information
- e. Violation of any law or regulations
- f. Gross wastage or misappropriation of company funds/assets/resources
- g. Activities violating company policies including Code of Ethics and Conduct
- h. Bribery and corruption in cash or kind
- i. Discrimination/harassment of any nature (including sexual harassment)
- j. Inappropriate use of social media
- k. Insider trading
- l. Fraud of any nature on the company



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- m. Tax fraud
- n. Victimization and bullying
- o. Conflict of interest
- p. Working for competitors

The above list is only illustrative and not exhaustive.

4. Ethics Committee:

The Ethics Committee comprises of the following members as appointed by the Chairman of the Audit Committee:

1. Mr. Arvind Balaji – Managing Director as Chairman
2. Mr. Ravinder Sharma – Chief Operating Officer
3. Prof. S. Ramadoss – Chief Human Resource Officer
4. Mr. S Sukumar – Head Corporate HR
5. Mr. Elango Srinivasan – Chief Financial Officer

5. Procedures

Any Employee who has information or evidence about any unacceptable practice or event of misconduct can make a complaint (“Complaint”) to the Chairman of the Audit Committee, India Nippon Electricals Ltd or the Ethics Committee:

The contact details of the Chairman of the Audit Committee and the Ethics Committee are as follows:

<p>The Chairman Audit Committee of the Board India Nippon Electricals Ltd Aalim Centre, II Floor, 82 Dr Radhakrishnan Salai, Mylapore, Chennai-600004 OR The Chairman Ethics Committee India Nippon Electricals Ltd Aalim Centre, II Floor, 82 Dr Radhakrishnan Salai, Mylapore, Chennai-600004</p>	<p>Email ID: chmnac@inel.co.in arvind.balaji@lucastvs.co.in</p>
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- a) The Complaint shall be in writing and presented in a sealed cover or sent by email to the Chairman of the Audit Committee or the Chairman of the Ethics Committee. The



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Complaints received directly by the Chairman of the Audit Committee may be forwarded by him to the Ethics Committee for investigation or he may directly order investigation as may be appropriate.

- b) The Complaint should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible. The Complaint may contain the Employee's name and designation or may be anonymous.
- c) The Chairman of the Audit Committee or Ethics Committee will ask anyone of the members of the Ethics Committee to prepare an incident report and circulate to all members of the Ethics Committee.
- d) If any of the members of the Ethics Committee or Audit Committee has conflict of interest in a given case, they should recuse themselves and the others in the committee would deal with the matter.
- e) The Audit Committee/ Ethics Committee shall expeditiously investigate, as necessary, all such Complaints received either through one or more of its members or through any other appropriate person(s) including external agency and submit a report.
- f) The Audit Committee/ Ethics Committee or any of the person(s) appointed as stated above shall have right to call for any information / document and examine any Employee of the Company or other person(s) as may be deemed appropriate for the purpose of conducting investigation under this Policy.
- g) After considering the report, the Audit Committee/ Ethics Committee shall recommend suitable disciplinary action if an unacceptable practice or event of misconduct has been committed.
- h) In all the cases, the decision of the Audit Committee/ Ethics Committee shall be final.

6. Protection

An Employee making the Complaint shall not be victimised and his/her interests shall not be prejudicially affected on such account. No action by way of discrimination, harassment, victimisation or any other unfair employment practice like threat or intimidation or termination /suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like will be adopted against such Employee on account of his/her making such Complaint.



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Any Employee or Director assisting in the said investigation shall be protected to the same extent as the whistle blower.

7. Confidentiality

The Company shall treat all disclosures in a sensitive manner and shall endeavor to keep the identity of the Employee making the Complaint confidential. However, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement which cannot be kept confidential if legal proceedings should arise.

8. Frivolous Complaints

Notwithstanding paragraph 5 above, in case of repeated frivolous complaints (which include untrue, malicious or vexatious complaints) being filed by an Employee, the Audit Committee/ Ethics Committee may take suitable action against the concerned Employee; such action may include but is not limited to reprimand.

9. Amendments

The Company is entitled to amend or modify this Policy in whole or in part, at any time without assigning reasons.

10. Record Keeping

The Company shall maintain all the documents related to a complaint for a maximum period of 8 years.

11. Notification

All departmental heads are required to notify and communicate the existence and contents of this policy to the employees of their department. New employees shall be informed about the policy by the HR department and statement in this regard should be submitted to the Compliance Officer of the Company i.e. the Company Secretary for placing before the Audit Committee on an annual basis.
