



**SAMVARDHANA MOTHERSON GROUP**  
**WHISTLE-BLOWER POLICY**

Adopted by the Board of Samvardhana Motherson International Limited

Dated May 24, 2018

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## WHISTLE-BLOWER POLICY

### 1. OBJECTIVES OF THE POLICY

- 1.1 Samvardhana Motherson Group (“**SMG**”) is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, SMG Companies encourage their employees, who have concerns about suspected misconduct, to come forward and express their concerns without fear of punishment or unfair treatment.
- 1.2 This policy (this “**Policy**”) therefore aims to provide an avenue for employees to raise their concerns on any violation of legal or regulatory requirements or an unethical behaviour, actual or suspected fraud (including but not limited to the acts set out in Annexure 1) (hereinafter “**Unethical and Improper Practices**”).
- 1.3 The objectives of this Policy are:
  - a) to create a window for any person who observes an Unethical and Improper Practice, either organizationally or individually to be able to raise it;
  - b) to encourage timely, safe and open reporting of alleged wrong doings or suspected impropriety;
  - c) to ensure consistent and timely institutional response;
  - d) to ensure appropriate reporting of whistle-blower investigations;
  - e) to encourage ethical and lawful conduct; and
  - f) to provide adequate safeguards against victimization of persons.
- 1.4 This Policy is binding on all SMG Companies and must be adopted by the board of directors of each SMG Company. In addition, each SMG Company may maintain its own additional rules and practices which are more stringent in terms of the applicable laws in the country in which they are incorporated.

### 2. SCOPE OF THE POLICY

- 2.1 This Policy defines and lays down the process for raising a 'Complaint', the safeguards in place for the person raising a Complaint, the roles and responsibilities of all stakeholders and also sets the time lines for all processes to be followed. In all instances, the relevant SMG Company shall retain the prerogative to determine when circumstances warrant an investigation and the appropriate investigative process to be employed, in conformity with this Policy and applicable laws.
- 2.2 Complaints related only to Unethical and Improper Practices will be dealt under this Policy. Any complaints related to human resource issues or issues related to sexual harassment will be dealt under their respective policies.

### 3. APPLICABILITY OF THE POLICY

- 3.1 This Policy shall cover all directors, employees, third party vendors, contractors, consultants and customers throughout the world, operating out of any location of SMG Companies and any other persons having an association with the relevant SMG Company.

### 4. DEFINITIONS

- 4.1 Capitalised terms used in this Policy (unless defined elsewhere) shall have the meaning as ascribed hereunder:
- a) **“Audit Committee”** means the Audit Committee constituted by the board of directors of the respective SMG Company.
  - b) **“Complaint”**: means the reporting of any such Unethical and Improper Practice or violation of this Policy to the Ombudsman by a Whistle-blower made in good faith.
  - c) **“Committee”** has the meaning as ascribed to it under paragraph 7.3;
  - d) **“Disciplinary Action”** means any action which can be taken on the completion of/during the investigation proceedings including but not limited to a warning, imposition of fine (where permitted by law), demotion, suspension or termination from official duties or any such action as is deemed fit considering the gravity of the matter.
  - e) **“Disclosure”** means any communication made in good faith by the Employee that discloses or demonstrates information that may indicate evidence towards Unethical and Improper Practices.
  - f) **“Policy”** means this policy as per the meaning ascribed to it in paragraph 1.2;
  - g) **“SMG Companies”** means all the companies forming part of the SMG and the term SMG Company shall be construed accordingly;
  - h) **“Ombudsman”** means any agency / individual / department appointed to independently carry out an initial investigation of the Complaints;
  - i) **“Whistle-blower”** A person or entity making a disclosure of any actual or suspected unethical and improper practice that they have observed. Whistle-blowers could be directors, employee’s contractors, contractor’s employees, clients, vendors, internal or external auditors of SMG Companies, law enforcement/regulatory agencies or other third parties.
  - j) **“Whistle-blower Committee”** means the Whistle-blower Committee constituted by the board of directors of the respective SMG Company in accordance with applicable local laws to review the investigation report and decide necessary action on Complaints.

## 5. REPORTING A COMPLAINT

- 5.1 Reports of allegations of suspected Unethical and Improper Practice are encouraged to be made in writing so as to assure a clear understanding of the issues. Such reports should be factual rather than speculative and must contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures. The Whistle-blower need not prove the concern but must demonstrate sufficient grounds for raising the concern. The disclosure can also be made anonymously, but it will be the decision of the Ombudsman to further act upon an anonymous Complaint or not, depending upon the disclosure so made.
- 5.2 The relevant details for making a Complaint and the process flow of complaints is set out in Annexure – 2.

## 6. CONSTITUTION OF THE WHISTLE-BLOWER COMMITTEE/AUDIT COMMITTEE

- 6.1 Each SMG Company shall constitute the Whistle-blower Committee if required under the applicable laws of the country in which such SMG Company is incorporated.
- 6.2 In the absence of the requirement to constitute a Whistle-blower Committee, such role will be assumed by the Audit Committee (if any). For SMG Companies, which do not have the requirement to constitute a Whistle-blower Committee or Audit Committee as per the applicable law, the role will be assumed by the board of directors of such SMG Company.
- 6.3 The Audit Committee or Whistle-blower Committee in each SMG Company will consist of a Chairman and members having cross functional representation. Audit Committee, Whistle-blower Committee or the board of directors of the relevant SMG Company (as the case may be) are being referred to as “Committee” in this Policy.

## 7. FRIVOLOUS COMPLAINTS

- 7.1 In case of the Committee of the respective SMG Company reaching a conclusion that the Complaint has been made with *malafide* intentions and is a false accusation or is an abuse of process or the complaints are repeatedly frivolous, then the Committee may recommend that appropriate action be taken against the person making the Disclosure. Having said that each SMG Company clearly understands that some Disclosures may not result in any investigation or action at a later stage even though they are made in good faith. In such circumstances, no action would be initiated against the Whistle-blower. It is also clarified that this process should not be used as a grievance redressal mechanism or to settle personal problems or issues.

## 8. ACCESS TO CHAIRMAN OF THE WHISTEL-BLOWER COMMITTEE/AUDIT COMMITTEE OR THE BOARD

- 8.1 The Whistle-blower shall have a direct access to the Chairman of the Audit Committee (in companies where Audit Committee exists) or Chairman of the Whistle-blower Committee (where Whistle-blower Committee exists) or the

chairman of the board of directors in appropriate or exceptional cases. Appropriate or exceptional cases shall be such cases that require adequate safeguards against victimisation of employees and directors. The chairman of the Audit Committee or Whistle-blower committee or the board of directors may prescribe suitable directions in this regard for the appropriate and exceptional cases.

## 9. PROCEDURE OF INVESTIGATION

- 9.1 All Complaints can be directly made to the Ombudsman at [whistleblower.mssl@tari.co.in](mailto:whistleblower.mssl@tari.co.in).
- 9.2 The Ombudsman will carry out preliminary investigation of Complaints and based on the findings of the preliminary investigation, a report shall be submitted the Whistle-blower Committee, Audit Committee or the Board (as the case may be) for taking appropriate action. Based on the applicable laws in the country where SMG Company is incorporated if it is required to refer the matter to a higher authority then Ombudsman must do so.
- 9.3 During the investigation period or at any time thereafter, if any employee is found to be:
- a) retaliating against the Whistle-blower; or
  - b) coaching witnesses; or
  - c) tampering with evidence,
- then it would lead to severe Disciplinary Action against such person.

## 10. DOCUMENTATION AND REPORTING

- 10.1 All documentation pertaining to the Complaint including but not restricted to the investigation report, corrective action taken and evidence must be maintained by the Committee for a period of not less than 3 years from the date of disposal of the Complaint.

## 11. DISPOSAL BY COMMITTEE

- 11.1 If the Committee determines that an Unethical and Improper Practice has occurred based on the report received from Ombudsman, it may undertake any of the following actions as deemed fit:
- a) Any person found guilty of Unethical and Improper Practice be subject to Disciplinary Action.
  - b) Appropriate procedures, policies and controls be established in all departments to ensure early detection of similar violations.
  - c) The committee may advise the relevant SMG Company to take such steps and actions that may be required to stop such practices and punish such persons as it deems appropriate.

For avoidance of doubt, this Policy shall not preclude the remedies/processes available and provided under applicable law(s) for any Unethical and Improper Practice.

## 12. ROLES AND RESPONSIBILITY

### 12.1 Committee of the Company

- a) To decide upon the Disciplinary Action based on investigation report.
- b) To review and monitor cases.
- c) To review and approve the “Whistle-blower” process / framework.
- d) To review and monitor cases presented each quarter.
- e) In case of repeated frivolous complaints, the Committee may take suitable action against the concerned employee.
- f) To decide upon further action in cases where Committee is of the opinion that management action is inadequate.
- g) If any of the members of the Committee have a conflict of interest in a given case, they should excuse/recuse themselves and the other members of the Committee should deal with the matter on hand.

### 12.2 Ombudsman Function:

- a) To receive Complaints on [whistleblower.mssl@tari.co.in](mailto:whistleblower.mssl@tari.co.in) (*whistle-blower email id*), hotline and provide acknowledgment to the Whistle-blower, update Chairman on Complaints received on hotline (Within 24 hours of receiving the Complaint if the next day is a working day or within 3 hours of the next immediate working day).
- b) To maintain tracker for Complaints raised along with action taken report.
- c) Carry out an initial investigation based on preliminary evaluation of Complaint and the quality of information / evidences provided for Complaints. If deemed necessary to carry out detailed investigation and report the matter to the Committee.
- d) To present update on cases investigated and action taken report to Committee after every 15 days.
- e) To conduct the inquiry in a fair and unbiased manner.
- f) To ensure complete fact – finding.
- g) To maintain strict confidentiality at all times even post termination of his/her appointment as Ombudsman.

### 12.3 Whistle-blower

- a) The Whistle-blower provides the Complaint, which is the initial information related to a reasonable belief that an Unethical and Improper Practice has occurred. The motivation of a Whistle-blower is irrelevant to the consideration of the validity of the allegation.
- b) Whistle-blower (including anonymous Whistle-blower) must provide all factual corroborating evidence, as is available/possible, to enable commencement of an investigation, material which demonstrates sufficient grounds for concern. However, the Whistle-blower shall refrain from obtaining evidence for which they do not have a right of access and no protection would be guaranteed to the Whistle-blower for having obtained information illegally.

- c) The Whistle-blowers will not be immune from Disciplinary Action if he/she is found guilty of or is a party to the allegations.
- d) Whistle-blowers are not to act on their own in conducting any investigations.

#### 12.4 Investigation Subject

- a) No Investigation subject shall directly/indirectly interfere with the investigation process.
- b) The Investigation subject shall not destroy or tamper with any evidence, and shall have a duty to co-operate with the Ombudsman/investigators involved in the inquiry.

### 13. WHISTLE BLOWER PROTECTION

13.1 The relevant SMG Company will ensure to protect Whistle-blowers against retaliation, as described below:

- a) It will keep the Whistle-blowers' identity confidential, unless:
  - i) the person agrees to be identified;
  - ii) identification is necessary to allow the company or law enforcement officials to investigate or respond effectively to the report;
  - iii) identification is required by law; or
  - iv) the person accused of compliance violations is entitled to the information as a matter of legal right in disciplinary proceedings.
- b) It will prohibit retaliation against a Whistle-blower with the intent or effect of adversely affecting the terms or conditions of employment (including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages). Whistle-blowers who believe that they have been retaliated against may file a written complaint with the Whistle-blower Committee. A proven complaint of retaliation shall result in a proper remedy for the person harmed and severe Disciplinary Action against the retaliating person. This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including Disciplinary Action, in the usual scope of their duties and based on valid performance-related factors.

### 14. Communication

14.1 This policy as amended from time to time shall be communicated to all SMG Companies.

### 15. Amendments

15.1 Any change in the policy will be subject to review of the Group General Counsel of SMG and adoption by the Board of the relevant SMG Company.

***For any clarification / doubt concerning this policy please feel free to contact Group General Counsel's Office by sending mail at [gco\\_policyquery@motherson.com](mailto:gco_policyquery@motherson.com).***

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### **Annexure 1: Illustrative List of Malpractices and Events**

1. Unethical business practices like bribery taken/given.
2. Manipulation of company data / records.
3. Theft of confidential / proprietary / customer information.
4. Non-financial significant favours, gifts beyond the defined guidelines.
5. Financial irregularities, including fraud, or suspected fraud.
6. Violation of law / regulation organization wide.
7. Misuse of company funds, assets, property, facilities etc.
8. Abuse of authority.
9. Embezzlement of company funds/assets.
10. Negligence causing substantial risk to public health and safety.
11. Criminal offence.
12. Any other unethical behaviour.

## Annexure 2: Process for Complaint

### PROCESS:

The Complaint can be made in any of the following methods:

**Written Complaint:** A written Complaint can be sent to Ombudsman's Office at [whistleblower.mssl@tari.co.in](mailto:whistleblower.mssl@tari.co.in)

**Verbal Complaint:** Complaint may be lodged on the automated hotline with recording facilities at 1800 121 6441.

### Process flow of complaints:

