

PANASONIC ENERGY INDIA CO. LTD.

WHISTLE BLOWER POLICY AND VIGIL MECHANISM

1. PREAMBLE

Section 177 of the Companies Act, 2013 requires every Listed Company to constitute a vigil mechanism for the Directors and employees to report genuine concerns in such manner as may be prescribed.

Further, Regulation 22 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 between listed companies and the Stock Exchanges has been recently amended which, *inter alia*, provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Whistleblower Policy' for directors and employees to report concerns of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

The vigil mechanism 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 direct access to the chairperson of the audit committee in appropriate or exceptional cases.

2. OBJECTIVE

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company also encourages employees to report concerns of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct, to come forward and express his/her concerns without fear of punishment or unfair treatment.

This Policy aims to provide an avenue for employees to raise their concerns that could have grave impact on the operations, performance, value and the reputation of the Company and it also empowers the Audit Committee of the Board of Directors to investigate the concerns raised by the employees.

3. DEFINITIONS

"Audit Committee" or "Committee" means, the Committee of the Board of Directors of the Company constituted under Section 177 of the Companies Act, 2013 and the rules made thereunder which shall include any modification or amendment thereof.

"Employee" means every employee of the Company

"Fact Finder" means, the person(s) or outside entity appointed by the Chairperson of the Audit Committee to investigate a Protected Disclosure;

"Improper Practice" includes

1. Breach of the Company's Code of Conduct

2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations
6. Gross or willful negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Pilferation of confidential/propriety information
9. Gross wastage/misappropriation of Company funds/assets

“Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence Improper Practice. Protected Disclosures should be factual and not speculative in nature.

“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 under this Policy.

“Whistleblower” is someone who makes a Protected Disclosure under this Policy.

“Policy” or “This Policy” means the “Whistleblower Policy.”

4. SCOPE

All the employees and the directors of the Company (Whistleblower) are eligible to make Protected Disclosures under the Policy.

The Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues. It is not a route for taking up a grievance about a personal situation.

5. PROTECTION TO THE WHISTLEBLOWER

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this policy. Adequate safeguards against victimisation of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

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, Hindi or Gujarati.

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 Chairman of the Audit Committee.

Address:
Mayur Swadia
Chairman of Audit Committee
Panasonic Energy India Co. Ltd.
GIDC, Makarpura, Vadodara-390010

Email: mayur@kms.net.in

In order to protect the identity of the complainant, the Chairman of Audit Committee will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Company Secretary.

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

7. INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Chairman of Audit Committee will carry out an investigation either himself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern / interest forthwith and shall not deal with the matter.

8. DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairperson of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

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

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with the Protected Disclosure are considered confidential information and access will be restricted to the Chairperson of Audit Committee. Protected Disclosures and any resulting investigations, reports or resulting actions will not be disclosed except as required by any legal requirements or regulations.

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 5 years.

10. REPORTS

A quarterly status report on the total number of Protected Disclosures received during the period, with summary of the findings of the Audit Committee and the corrective actions taken will be sent to the Board of the Company.

11. COMPANY'S POWERS

The Board of Directors of the Company may subject to applicable laws and at the recommendation of the Audit Committee is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Audit Committee in line with the broad intent of the Policy and in consultation with the Board of Directors. The Board 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.
