

Whistleblower Policy

Being a company of repute and commitment, **Salora International Limited** believes in the conduct which creates a culture of highest standards of professionalism, honesty, integrity and ethical behavior in each individual's behavior within the Company. The Company strives to make an environment and establish a code of conduct for its Employee(s)/ Director(s)/ its Stakeholders that curbs, if any poor or unacceptable practice and any event of misconduct is being done in the organisation.

As SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is also required, for all listed companies to establish a mechanism called "Vigil Mechanism" for Employee(s)/ Director(s)/ its Stakeholders to report to the management instances and/ or Chairman of the Audit Committee about any unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

Every employee of the Company is expected to promptly report to the management any actual or possible violation of the Company's Code of Conduct or any other unlawful or unethical or improper practice or act or activity concerning the Company. The unlawful or unethical or improper practice or act or activity (hereinafter referred to as an "alleged wrongful conduct") may include, but is not limited to, any of the following:

- A violation of any law or breach of contract
- Misuse or misappropriation of the Company's assets
- Manipulation of company data/records
- Financial irregularities, including fraud, or suspected fraud
- Wasting of or misuse or misappropriation of the Company's funds
- A substantial and specific danger to health, safety and morality among the employees
- Breach of employee Code of Conduct or Rules
- An abuse of authority
- Any other unethical, biased, favoured, imprudent event

No Manager, Director, Key Managerial Personnel, Departmental Head or any other employee with authority to make or materially influence significant personnel decisions shall take or recommend an adverse personnel action against an employee in knowing retaliation for a disclosure of information, made in good faith, about an alleged wrongful conduct.

Purpose & Objective

The purpose of this Whistleblower Policy is to frame a “Vigil Mechanism” is to promote a responsible and secure whistle blowing as well as to protect persons blowing the whistle about serious irregularities within the Company.

In furtherance of the above said objectives a Whistle Blower Policy has been established, intending to achieve the following objectives:

- To establish a single no-threat window, whereby an Employee(s)/ Director(s)/ its Stakeholders, who is aware of any, wrongdoing or unethical behavior, any fraud or violation of code of conduct in the organization, can raise his/ her concern.
- To provide proper mechanism for assuring safety against victimization of Employee(s)/ Director(s)/ its Stakeholders availing the window and also provide a mechanism that give access directly to the Chairman of the Audit Committee.

Definitions

“Company” means Salora International Limited and its branch offices in India or abroad.

“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.

“Employee” means every Person employed directly or indirectly by the Company whether working in India or deputed abroad.

“Investigating Authority” means any “Whistle Officer” or “Whistle Blower Committee” or any other person designated for the purposes of cause an investigation into any matter of alleged violation of code of conduct.

“Protected Disclosure” means a concern raised by a written communication made in good faith through a closed/ secured envelope/ electronic mail to any of the “Whistle Officer” or “Whistle Blower Committee” or directly to the Chairman of Audit Committee that discloses or demonstrates information that may evidence any unethical or improper activity.

“Stakeholders” mean persons having engaged in economic transactions with the business of the Company such as stockholders, customers, suppliers, creditors and employees.

“Subject” means the person on whom any allegation is made through a protected disclosure or any investigation is in progress or has concluded.

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

“Whistle Officer” or “Whistle Blower Committee” means an officer or Committee of persons who is nominated/ appointed to conduct detailed investigation.

Scope & Eligibility

The policy applies to all Directors, Key Managerial Personnels, Employees, Partners, Customers, Vendors, Contractors, Contractors’ Employees, Clients, Internal or External Auditors or other third parties or anybody engaged through any other service mode with the Company and its subsidiaries, across all divisions and locations in India & overseas.

Any of the above mentioned individuals or identities could make a protected disclosure.

The process is not a grievance redressal mechanism. Cases pertaining to The Sexual Harassment at The Workplace (Prevention, Prohibition and Redressal) Act, 2013 shall be processed under respective policies, even if the case is registered through Whistle Blower Mechanism.

Roles, Rights and Responsibilities of Whistle-Blowers

- Whistle-Blowers provide initial information based on a reasonable belief and must be in good faith that an alleged wrongful conduct has occurred. The motivation of a whistle-blower is irrelevant to the consideration of the validity of the allegations. However, the intentional filing of a false report, whether orally or in writing, is itself considered an improper activity, which the Designated “Whistle Officer” or “Whistle Blower Committee” has the right to act upon.
- Whistle-Blowers shall refrain from obtaining evidence for which they do not have a right of access. Such improper access may itself be considered an improper activity.
- Whistle-Blowers have a responsibility to be candid with the members of the Designated “Whistle Officer” or “Whistle Blower Committee” to whom they make a report of alleged improper activities and shall set forth all known information regarding any reported allegations.
- Anonymous whistle-blowers must provide sufficient corroborating evidence to justify the commencement of an investigation. An investigation of unspecified wrongdoing or broad allegations would not be undertaken without any verifiable evidence, because investigators are unable to interview anonymous whistleblowers and it may be more difficult to evaluate the credibility of the allegations.
- Whistle-Blowers are “reporting parties,” not investigators. They are not to act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities except when requested by the investigating authority.
- The identity of the whistle-blower will not be disclosed except where required under the law or for the purpose of the investigation.
- A whistle-blower’s right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the allegations or an ensuing investigation or any other misconduct or wrong doing.
- This policy may not be used as a defense by an employee against whom an adverse personal action has been taken for legitimate reasons or cause under Company rules and policies. It shall not be a violation of this policy to take adverse personal action against an employee, whose conduct or performance warrants that action, separate and apart from that employee making a disclosure.

Disciplinary Action against false allegations

- While it will be ensured that genuine Whistle-Blowers are accorded complete protection from any kind of unfair treatment as herein set out, 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 Disclosures, which have been subsequently found to be mala fide or malicious or whistle-blowers who makes three or more Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Disclosures under this Policy. This itself will be considered as an improper activity which the Designated “Whistle Officer” or “Whistle Blower Committee” has the right to act upon.

Procedures for Making a Disclosure/ Complaint:

- Any Employee(s)/ Director(s)/ its Stakeholders who observes or has knowledge of an alleged wrongful conduct shall make a protected disclosure to any of the “Whistle Officer” or “Whistle Blower Committee” as soon as possible but not later than 30 consecutive calendar days after becoming aware of the same. The disclosure may be made by a written communication through a closed/ secured envelope/ electronic mail.
- The “Whistle Officer” or “Whistle Blower Committee” to which the disclosure has been made shall appropriately and expeditiously investigate all whistle-blower reports received. In this regard, the Committee, if the circumstances so suggest, may appoint any other senior officer to investigate into the matter.
- The Committee shall have the right to outline a detailed procedure for an investigation.
- Individuals may also submit protected disclosure anonymously to the authorities as mentioned earlier. However, it is recommended that the reporting is done in writing (English, Hindi or in the regional language of the place of employment), so as to assure a clear understanding of the issue. Such reports should be factual rather than speculative and should 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. Also the Whistle Blower should not determine the appropriate corrective or remedial action that may be warranted in a given case.
- The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee / Chief Finance Officer, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Designated “Whistle Officer” or “Whistle Blower Committee” for investigation. The protected disclosure could be submitted through any of the channels mentioned below:

All Protected Disclosures concerning financial/ accounting matters & complaints pertaining to any Director of the Company and Employees at the levels of Vertical/Business/Departmental Heads and above should be addressed to the Chairman of the Audit Committee for investigation-

To,
Chairman of the Audit Committee,
Shri Gautam Khaitan,
Khaitan House, B-1, Defence Colony,
New Delhi - 110 024, India.
Tel: +91-11-46501000, email ID: gkhaitan@opkhaitan.com

All Protected Disclosures concerning any protected disclosure pertaining to other employees should be addressed to the Chief Financial Officer.

To,
Chief Financial Officer,
Shri Vinay Kishore,
Salora International Limited,
D- 13/4, Okhla Industrial Area, Phase –II,
New Delhi – 110 020, India.
Tel: + 91-11-49207183, email: vks@salora.com

Process of Investigation:

- In event of any protected disclosure received by any of the above mentioned authorities, it shall be determined whether the disclosure actually pertains to an unethical activity or violations of code of conduct of the company within 15 business days of receipt of the disclosure. If the disclosure is against any member of the Audit Committee; such member shall not participate in the proceedings and will be suspended from the body, pending decision.
- The Chairman of the Audit Committee/ Chief Finance Officer may at its discretion, consider involving any Investigators for the purpose of investigation.
- Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee/ Chief Finance Officer when acting within the course and scope of their investigation.
- Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- The decision to conduct an investigation taken by the Chairman of the Audit Committee/ Chief Finance Officer is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- The involved parties shall be provided sufficient and fair opportunity to prove/justify his/her case, including individual hearing as may be required, and shall ensure complete fairness in the process of investigation.
- The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure.
- Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- The Chief Finance Officer shall submit a report to the Audit Committee on a regular basis about

all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

- All cases registered under Whistle Blower shall be presented during Board Meeting.

Remedies:

If any employee or person is found guilty after being subjected to an investigation within the scope and as per procedure given in this Whistleblower policy, will be subject to disciplinary action or legal action and including termination of employment, based on the severity of his/her conduct. Person humiliating or retaliating or trying to humiliate or retaliate any whistleblower shall also liable to similar disciplinary action as mentioned earlier. Appropriate controlling and policy measures shall be taken in all departments to ensure early detection of any violation.

Whistle - Blower Protection:

- The “Investigating Authority” will keep the whistleblower's identity confidential, unless:
 - The whistleblower agrees to be identified;
 - Identification is necessary to allow the Organisation or law enforcement officials to investigate or to respond effectively on the report;
 - Identification is required by law;
 - The subject accused of compliance violations is entitled to the information as a matter of legal right in disciplinary proceedings.
- The Company strongly prohibits any kind of retaliation against a whistleblower and including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages.
- Whistleblowers who believe that they have been retaliated against; may file a written complaint with the Chairman of the Audit Committee. A proven complaint of retaliation shall result in a proper remedy for the individual harmed and disciplinary action including termination of employment against the retaliating individual.
- This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, if any of his/her subordinate’s unethical activities warranted to do so in the usual scope of their duties.

Notification

All Managers/ Business or Department’ Heads of the Company in India are required to notify and communicate the existence and contents of this policy to their employees. The new employees shall be informed about the policy by the HR department.

This policy, as amended from time to time, shall be made available on the website of the Company.

Amendment

The Company reserves its right to amend or modify this Policy in whole or in part as circumstances so warrants, at any time without assigning any reason whatsoever.