



E. I. D.-Parry (India) Limited
Whistleblower Policy and Vigil
Mechanism

Adoption date and Effective Date : November 07, 2016



Whistleblower Policy and Vigil Mechanism

POLICY	Whistleblower Policy and Vigil Mechanism
OBJECTIVE	To provide directors, employees, customers and vendors an avenue to raise concerns, in line with E.I.D. - Parry (India) Limited's commitment to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication.
SCOPE	All directors, permanent employees, customers and vendors of E.I.D. - Parry (India) Limited
COVERAGE	All directors, permanent employees, customers and vendors of E.I.D. - Parry (India) Limited [including subsidiaries, associate companies and joint ventures in case such entities do not have a Whistleblower Policy of their own].
MAIN FEATURES	
Improper Practice	<p>The Whistle blowing policy is intended to cover genuine and serious concerns that could have a large impact on E.I.D. - Parry (India) Limited, such as actions (actual or suspected) that:</p> <ul style="list-style-type: none"> ➤ May lead to incorrect financial reporting; ➤ Are not in line with applicable company policy; ➤ Are unethical behaviour; ➤ Are actual or suspected fraud; ➤ Are unlawful or; ➤ Otherwise amount to serious improper conduct.
Complainant (Whistleblower)	A director/employee/customer/vendor making a disclosure under this policy is commonly referred to as a complainant (whistleblower). The complainant's role is as a reporting party, he/she is not an investigator. Although the complainant is not expected to prove the truth of an allegation, the complainant needs to demonstrate to the Ombudsperson, that there are sufficient grounds for concern.
Safeguards	<ul style="list-style-type: none"> ➤ Harassment or Victimization: Harassment or victimisation of the complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee. ➤ Confidentiality: Every effort will be made to protect the complainant's identity, subject to legal constraints. ➤ Anonymous Allegations: Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness

	<p>of the issue raised, the Ombudsperson can initiate an investigation independently.</p> <p>➤ Malicious Allegations: Malicious allegations by employees will result in disciplinary action.</p>
<p>Ombudsperson</p>	<p>In case of complaints by employees, customers and vendors, the Ombudsperson will be a person, including a full-time senior employee, well respected for his/her integrity, independence and fairness. S/he would be authorised by the Statutory Board of the company for the purpose of receiving all complaints under this policy and ensuring appropriate action.</p> <p>In case of complaints by directors, the Ombudsperson will be the Chairperson of the Audit Committee of the Board.</p>
<p>Reporting</p>	<p>The whistleblowing procedure is intended to be used for genuine, serious and sensitive issues. Only genuine and serious concerns relating to financial reporting, unethical or illegal conduct should be reported to the Ombudsperson concerned. Annexure I provides the necessary contact details of the Ombudsperson. <u><i>In line with the objectives of the policy, routine grievances from customers / vendors shall be dealt with by the customer / vendor grievance mechanism of the Company and shall not be covered under this policy. With respect to referrals from customer / vendors, those alleging corruption charges and reputational risks will be dealt with under the policy.</i></u></p>
<p>Investigation</p>	<p>All complaints received will be recorded and looked into. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be pursued under this policy, it may be dismissed at this stage by the Ombudsperson and the decision documented by him/her.</p> <p>Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Committee nominated for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.</p>

Investigation Result	Based on a thorough examination of the findings, the committee (or Ombudsperson) would recommend an appropriate course of action to the CEO/MD of E.I.D. - Parry (India) Limited [in case of complaints by employees, customers and vendors] or to Audit Committee of the Board [in case of complaints by directors]. Where an improper practice is proved, this would cover suggested disciplinary action, including dismissal, if applicable, as well as preventive measures for the future. All discussions would be minuted and the final report prepared.
Investigation Subject	The investigation subject is the person / group of persons who are the focus of the enquiry / investigation. Their identity would be kept confidential to the extent possible.
Reporting by Ombudsperson	The Ombudsperson will provide quarterly reports to the <u>Audit Committee. Such reports shall include details of any malicious, frivolous or baseless complaints made by any Employee or Director.</u>
Communications with Complainant	<p>The complainant will receive acknowledgement on receipt of the concern.</p> <p>The amount of contact between the complainant and the body investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from him/her.</p> <p>Subject to legal constraints, s/he will receive information about the outcome of any investigations.</p>
Changes to Policy	This policy can be changed, modified, rescinded or abrogated at any time by the E.I.D. - Parry (India) Limited
ACCOUNTABILITIES	
Directors/Employees/Customers/Vendors	<ol style="list-style-type: none"> 1. Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. 2. Avoid anonymity when raising a concern. 3. Co-operate with investigating authorities, maintaining full confidentiality. 4. The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by employees may attract disciplinary action. 5. A complainant has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are subject of the

	<p>allegations and investigation.</p> <p>In exceptional cases, where the complainant (being an employee/customer/vendor) is not satisfied with the outcome of the investigation carried out by the Ombudsperson, s/he can make a direct appeal to the Chairman of the Audit Committee of E.I.D. - Parry (India) Limited</p>
Ombudsperson	<ol style="list-style-type: none"> 1. Ensure that the policy is being implemented. 2. Ascertain prima facie the credibility of the charge. If initial enquiry indicates further investigation is not required, close the issue. 3. Document the initial enquiry. 4. Where further investigation is indicated carry this through, appointing a Committee if necessary. 5. Provide quarterly reports to the CEO/MD of E.I.D. - Parry (India) Limited with a copy to the e Audit Committee. 6. Acknowledge receipt of concern to the complainant, thanking him/her for initiative taken in upholding the company's business conduct standards. Ensure that necessary safeguards are provided to the complainant.
Ombudsperson/Committee	<ol style="list-style-type: none"> 1. Conduct the enquiry in a fair, unbiased manner. 2. Ensure complete fact-finding. 3. Maintain strict confidentiality. 4. Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom. 5. Recommend an appropriate course of action-suggested disciplinary action, including dismissal, preventive measures and other appropriate measures. 6. Minute Committee deliberations and document the final report. 7. <u>Table the quarterly reports with the Audit Committee.</u>
CEO	<ol style="list-style-type: none"> 1. Table the quarterly reports from the Ombudsperson with the Statutory Board. 2. Ensure necessary auctioning of recommendations of the Ombudsperson/ Committee.



Investigation Subject	<ol style="list-style-type: none">1. Provide full co-operation to the Investigation team.2. Be informed of the outcome of the investigation.3. Accept the decision of the Ombudsperson.4. Maintain strict confidentiality.
<i>Conflict of Interest</i>	<p><u><i>In case the Ombudsmen or members of the Committee or the Panel or the Board have any conflict of interest, with respect to the complaint, the Complainant or the persons named in the complaint, such persons shall recuse themselves from the investigation, hearing and decision making on the said complaint. Such persons will in no way attempt to influence the process of the investigation, hearing and decision making on the said complaint, failing which they may also face disciplinary action, including suspension or termination.</i></u></p>



LIST OF ANNEXURES	
Annexure I	Ombudsperson Contact Details
Annexure II	Process Flow

ANNEXURE I: OMBUDSPERSON CONTACT DETAILS

For Directors

OMBUDSPERSON: Mr. S.Durgashankar, Chairman of Audit Committee

CONTACT DETAILS:

Mr.S.Durgashankar

Address:

E.I.D. - Parry (India) Limited
Dare House, 3rd Floor
234 N.S.C. Bose Road
Chennai - 600 001

E-mail : durgashankar@yahoo.com

For employees, customers and vendors

OMBUDSPERSON: Mr. Shyam C Raman (Sr. Vice President – Group HR)

CONTACT DETAILS:

Address:

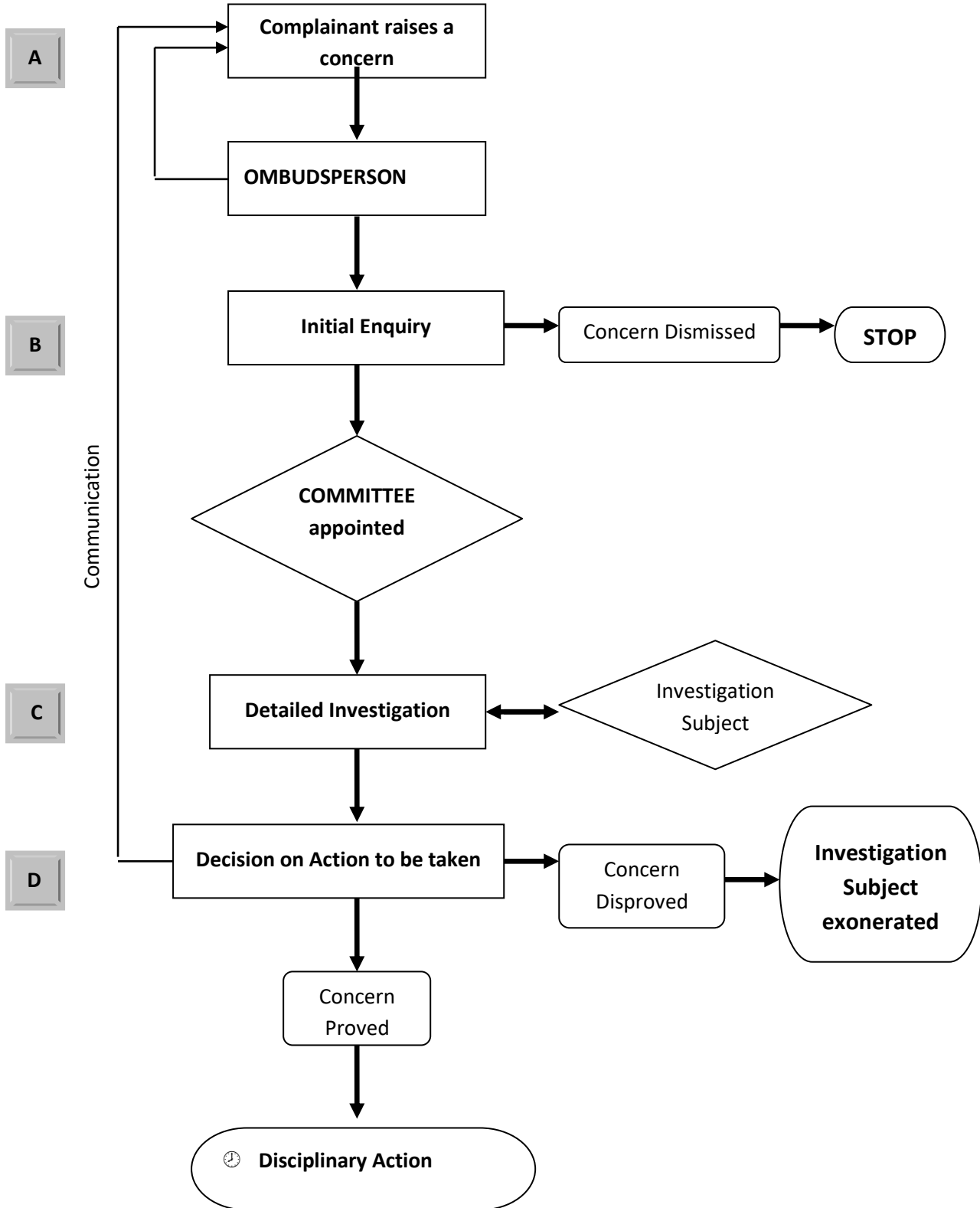
Dare House Extension, 6th Floor
234 N.S.C. Bose Road
Chennai - 600 001

Phone:

Direct line: 044 25304444
Dare House Extension: 4444

E-mail: ombudsperson@corp.murugappa.com

ANNEXURE II: PROCESS FLOW (WHISTLEBLOWER POLICY / VIGIL MECHANISM)



IMPROPER PRACTICES

Serious concerns that would have an impact on _____ (entity), such as actions (suspected or actual) that:

- May lead to incorrect financial reporting;
- Are not in line with applicable company policy;
- **Are unethical behaviour;**
- **Are actual or suspected fraud;**
- Are unlawful or,
- Otherwise amount to serious improper conduct
- Violative of Company's code of conduct, including the Code of Conduct to Regulate, Monitor and Report trading by Insiders in Securities of EID;

SAFEGUARDS

- **Harassment or Victimization:** Harassment or victimisation of the complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee.
- **Confidentiality:** Every effort will be made to protect the complainant's identity, subject to legal constraints.
- **Anonymous Allegations:** Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness of the issue raised the Ombudsperson can initiate an investigation.
- **Malicious Allegations:** Malicious allegations would result in disciplinary action.

OMBUDSPERSON - for Directors

- Chairperson of the Audit Sub-Committee of the Board of Directors.

OMBUDSPERSON - for employees & others

- An individual, may be a full-time senior employee, respected for his/her integrity, independence and fairness.
- Nominated by the Statutory Board.