

Whistle Blower Policy of Godrej Consumer Products Limited

The purpose of Whistle Blower Policy is to allow the employees

- i. raise concerns about unacceptable improper practices and/or any unethical practices being followed in the organization without necessarily informing their superiors.
- ii. report instances of leak of unpublished price sensitive information relating to securities of the Company.

Explanation: "Unpublished price sensitive information" ("UPSI") means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but is not restricted to, information relating to: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel

This Policy is intended to check that whenever any unacceptable/improper practice and/or any unethical practice and/or instances of leak of UPSI, is reported by an employee proper action is taken to check such practice/wrongdoing and the employee is protected against any adverse action and/or any discrimination for such reporting.

All the employees shall be protected from any adverse action for reporting any unacceptable/ improper practice and/or any unethical practice or frauds or violation of any law, rule or regulation so long as the employee :-

1. Reports in good faith his/her belief that there is waste of the company's funds;
2. Reports in good faith the violation or suspected violation of a law, rule or regulation;
3. Participates in or gives information in an investigation, hearing, court proceeding, legislative or other inquiry, or other administrative review;
4. Objects or refuses to carry out a directive that the employee believes in good faith may violate a law, rule or regulation.

The Company is forbidden from taking any adverse action against an employee for exercising the employee's rights as listed above. Examples of adverse action are given below:-

1. Discharging the employee ;
2. Threatening the employee ;
3. Discriminating against the employee's employment.

Any employee who has a genuine complaint or concern about any fraud or violation of any law, rule or regulation or unacceptable/improper practice and/or any unethical practice may complain about this to his superior or to the designated person to attend to whistle-blowers as mentioned hereinbelow, or to the Audit Committee.

Mr. V. Swaminathan, has been appointed as the "Whistle Blowing Officer", with effect from May 1, 2010, who can be contacted in writing at Pirojshanagar, Eastern Express Highway, Vikhroli-East, Mumbai 400 079 or on telephone at 25194403 or on email at ve.swaminathan@godrejinds.com.

He shall be responsible for the following functions:

1. To receive and record any complaints under this policy.
2. To ensure confidentiality of any “Whistle Blowing” complainant who requests that their complaint be treated in confidence.
3. To prepare a report of any whistle blowing complaint and send the report promptly to the Audit Committee Members. A copy of the report shall be simultaneously sent to the Managing Director and Executive Director for investigation. The Managing Director/Executive Director after investigation shall place a report to the Audit Committee for discussion and decision. The Audit Committee Members shall then discuss the same and take necessary action.
4. The Whistle Blowing Officer shall communicate the Audit Committee’s decision to the complainant for his information.

Apart from the employees, this Whistle Blower policy will be applicable to the Directors of the Company also.

Employees/Directors are also free to communicate their complaints directly to the Audit Committee Members without involving the Whistle Blowing Officer. They can communicate their complaints to the following Audit Committee Members:

1. Mr. Bharat Doshi
Mahindra & Mahindra Ltd.
Mahindra Towers, Ground Floor,
Worli Mumbai 400018.
2. Mr. Aman Mehta
115 A, 2nd Floor, Jor Bagh, Lodhi Road,
Central Delhi, Delhi 110003

Reading Note on WB Policy:

This is a reading note on Whistleblower policy (“WB policy”). For further details on Whistleblower Policy, please get in touch with your HR Team.

FAQ:

Which kind of issues are governed by the whistleblowing policy?

Anyone (employees, customers, vendors, suppliers, stakeholders) can make a whistleblowing complaint relating to violation of integrity and ethics. The issues can include the following but not limited to,

- Inaccurate financial records like expense statements, invoices, vouchers, etc.
- Conflicts of interest situations
- Absence or weakness of internal controls
- Suspicious transactions
- Wastage of organizational funds
- Any fraud to be reported.

What is the procedure to report any incident, including all available reporting channels?

You can lodge a complaint, provided it is genuine and made in good faith,

- With your line manager or the Whistleblowing (WB) Officer or Audit Committee. Company wise Audit Committee details are provided in whistleblowing policy.
- In case you feel, you don’t wish to report to your immediate line manager, you can report one level up.
- You can also make anonymous complaints and reach out to the WB Officer.
- You can also write to ethicsindia@godrejinds.com
- You can make a complaint via email.

The WB Officer is responsible to receive and record any complaints under this policy.

What are the steps taken for resolving reported issues?

- The WB Officer is responsible for investigating the matter and to ensure confidentiality of the complaint.
- Once a complaint comes to the WB officer, the Investigation team (reports to WB Officer) will cover all aspects and obtain evidence for each of the allegations made. Experts may be called from industry, to investigate matters, depending on the nature of the case.

- All evidences will be corroborated with adequate proofs and documented.
- On documenting evidence, the suspect is called for an inquiry. The panel will include the Investigating team, representatives from HR and Business.
- The Investigating team prepares a report and WB officer then submits it to the Business and HR, for recommended action.
- Final action is the responsibility of the management.
- Cases are reported to the Audit Committee on a quarterly basis.

What are the expected investigation timelines?

A case would be investigated within 4-6 weeks and report would be submitted for action.

What are the measures adopted to protect the anonymity of whistle-blowers

You can make anonymous complaints under this policy. The Whistleblowing Policy assures the complainant that there will be no attempt made to establish its identity.

--- *** ---