

Whistle Blower Policy

V3.0

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Version	3
Company Name	Godrej Consumer Products Ltd.
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Whistle Blower Policy of Godrej Consumer Products Limited

1. Applicability

Apart from the employees of Godrej Consumer Products (GCPL) and its subsidiaries, this Whistle Blower policy will be applicable to the Directors of the Company, customers, vendors, suppliers, stakeholders also. Accordingly, all of the above are referred to as "Whistle-blower".

2. Purpose of the Policy

The purpose of Whistle Blower Policy is to allow the Whistle-blower to:

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 report instances of leak of unpublished price sensitive information relating to securities of the Company.

Explanation: "Unpublished price sensitive information" ("UPS") means any information, relating to a company or its securities, directly or indirectly, that is not generally available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 any instances of leak of UPSI and/or any other genuine concern, is reported by a whistle-blower proper action is taken to check such practice/wrongdoing and the whistle-blower is protected/safeguarded against any adverse action and/or any discrimination and/or victimization for such reporting.

3. Whistle Blowing Officer and his responsibilities

Mr. V. Swaminathan, has been appointed as the “Whistle Blowing Officer”, , who can be contacted in writing at “Godrej One”, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400079 or on telephone at 91-022 - 25194403 or on email at ve.swaminathan@godrejinds.com.

He is responsible for the following:

- To receive and record any complaints under this policy.
- To ensure confidentiality of any “Whistle Blowing” complainant who requests that their complaint be treated in confidence.
- 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.

The Whistle Blowing Officer shall communicate the Audit Committee’s decision to the complainant for his/her information.

4. Procedure and channels for reporting

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 the same in any of the following manner, provided it is genuine and made in good faith:

- With his/her line manager or the Whistleblowing (WB) Officer;
- In case an employee does not wish to report to the immediate line manager, the employee can report one level up;
- The employee can also make anonymous complaints and reach out to the WB Officer.
- Whistle-blowers 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 (*):

a. Chairman of the Audit Committee

Mr. Sumeet Narang
52-B, Jolly Maker 1, Cuffe Parade,
Opp. World Trade Centre,
Mumbai - 400005
Email: Sumeet@samaracapital.com

b. Lead Independent Director and member of the Audit Committee:

Ms. Ireena Vittal,
A2, 1202, Sector 30,
World Spa East,
Gurgaon-122001
Email: vittalireena@gmail.com

c. Other reporting Channels

As mentioned in Appendix 1

5. Steps to be taken for resolving reported issue

- 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.
- A case would be investigated within 4-6 weeks and report would be submitted for action.
- Final action is the responsibility of the management.
- Cases are reported to the Audit Committee on a quarterly basis.

6. Safeguards to Whistle-blowers

Any Whistle-blower shall be protected/safeguarded 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 and/or any other genuine concern, so long as the Whistle-blower :-

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 Whistle-blower believes in good faith may violate a law, rule or regulation.

In case the Whistle-blower is an employee, the Company is forbidden from taking any adverse action against the 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.

In case of any anonymous complaint, no attempt will be made to establish the identity of the complainant.

APPENDIX 1 TO WHISTLE BLOWER POLICY OF GODREJ CONSUMER PRODUCTS LTD

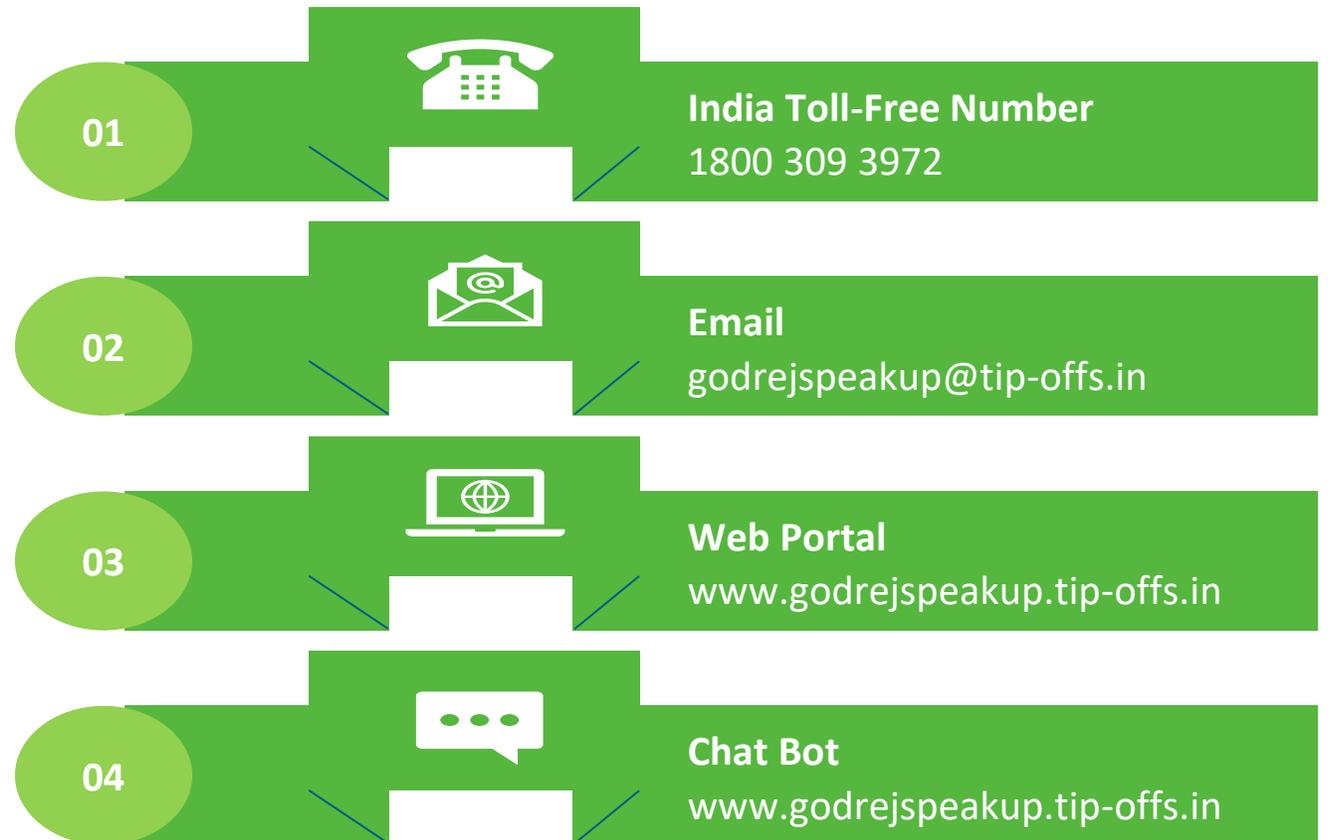
Details of Dedicated Reporting Channels

Reporting Channel Details

Details of Dedicated Reporting Channels in India

Following **four (4) reporting channels** have been setup by Deloitte. The channels are **dedicated** to GILAC and will be available for **employees and directors** of GILAC to report their concerns in line with the whistle-blower policy in India.

Phone support through a dedicated Toll-free number for the languages covered under the scope includes **English, Hindi, Bengali, Telugu, Marathi, Tamil and Assamese**.

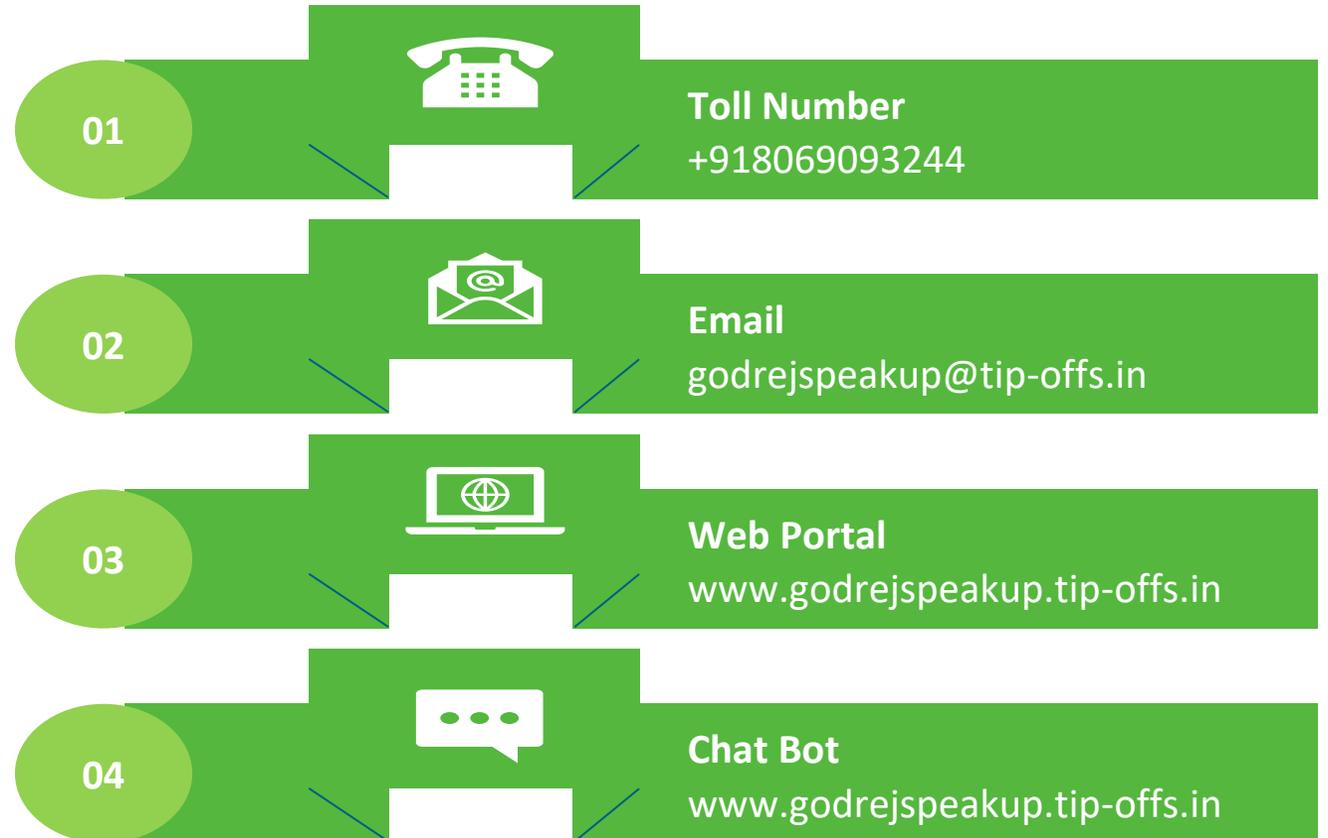


Reporting Channel Details

Details of Dedicated Reporting Channels in Nepal, Bangladesh and Sri Lanka

Following **four (4) reporting channels** have been setup by Deloitte. The channels are **dedicated** to GILAC and will be available for **employees and directors** of GILAC to report their concerns in line with the whistle-blower policy in Nepal, Bangladesh and Sri Lanka.

Phone support through a dedicated Toll number for the languages covered under the scope includes **English, Hindi, Bengali, Telugu, Marathi, Tamil and Assamese**.

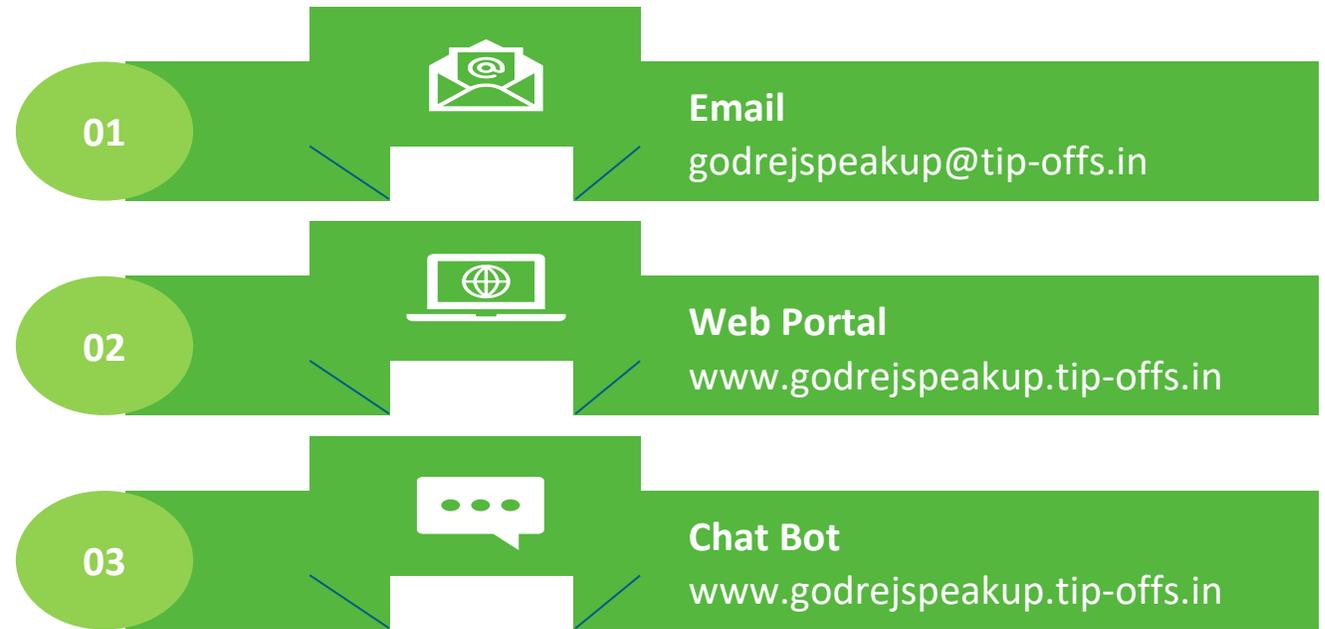


Reporting Channel Details

Details of Dedicated Reporting Channels in Indonesia, Chile and Argentina

Following **three (3) reporting channels** have been setup by Deloitte India. The channels are **dedicated** to GILAC, and all will be available for **employees and directors** of GILAC to report their concerns in line with the whistle-blower policy in Indonesia, Chile and Argentina.

Chatbot support for the languages covered under the scope includes **English, Bahasa, and Spanish**.



Reporting Channel Details

Details of Dedicated Reporting Channels in Ghana, Kenya, Mozambique, Nigeria, South Africa & Tanzania

Following **three (3) reporting channels** have been setup by Deloitte India. The channels are **dedicated** to GILAC, and all will be available for **employees and directors** of GILAC to report their concerns in line with the whistle-blower policy in Godrej Africa.

Phone support through a dedicated Toll number for the languages covered under the scope includes **English, Swahili and Portuguese**.

01  **Email**
godrej@tip-offs.com

02  **Web Portal**
www.tip-offs.com

03 

Ghana -	+233 544 315 491
Kenya -	0800 722 626
Mozambique –	800 11 22 33 800 333 312
Nigeria -	+234 708 060 1872 80 999 37 319
South Africa -	0800 222 402
Tanzania -	800 7800 26