

BAJAJ HOLDINGS & INVESTMENT LIMITED

REVISED WHISTLE BLOWER/VIGIL MECHANISM POLICY

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Reviewed by	Anish Amin and Deepak Reddy
Approved by	Board of Directors on 20 January 2022

Whistle Blower Policy/ Vigil Mechanism

Many a violation does not affect an individual directly, but is detrimental to the organisation's interest. Individuals hesitate to report such violations out of fear or indifference. The Whistle Blower's policy / Vigil Mechanism provide a mechanism for an individual to report violations without fear of victimisation.

When the director/employee/other persons see violations of integrity norms, he may not be directly aggrieved, but may have information that organisational interests are being compromised. This may be unethical behaviour, suspected or actual fraud, violation of the Code of Conduct etc.

Some examples are persons taking bribes, confidential information being leaked out, misuse of company's resources, favours shown or demanded from business associates/partners, violation of statutory requirements, etc. Violation of integrity norms includes instances of leak of Unpublished Price Sensitive Information under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Before reporting such events, the director/employee has to ascertain that a violation has actually occurred and that the act is not based on what can be termed as a normal business decision.

In all such cases, the director/employee/other person(s) will address the complaint to any member of the Enforcement Committee along with the available details and evidence to the extent possible.

As a rule, anonymous complaints will be accepted.

The Enforcement Committee may meet the complainant, if necessary. They may also appoint any suitable person or group of persons to investigate the case, but will ensure that the identity of the complainant is protected.

Whistle Blower will be protected from any kind of discrimination, harassment, victimization or any other unfair employment practice.

The Enforcement Committee will decide the case and recommend action within four weeks to the Audit Committee. Based on the recommendation of the Audit Committee, the final action to be taken will be taken by the Board. The analysis of the case and the action to be taken may not be communicated to the original complainant.

The mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and shall also provide for direct access to the chairman of the audit committee in exceptional cases where required.

Enforcement Committee will consist of:

- (a) Shri Sanjiv Bajaj
- (b) Shri Anish Amin
- (c) Shri Anant Marathe
- (d) Shri Sriram Subbramaniam

Shri Sanjiv Bajaj will be the Chairman of the Enforcement Committee. Any grievance against any member of the Enforcement Committee should be addressed to the Audit Committee/Board.

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Pune : 20 January 2022



Chairman