



WHISTLE BLOWER POLICY

LUCAS TVS LIMITED

(ISO/TS 16949, ISO 14001 & ISO 50001 Certified)

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Preface:

Lucas TVS Limited (“LTVS”) has always been committed to conduct its affairs in fair and transparent manner in accordance with the applicable laws. In light of this, the Company has adopted the Code of Conduct and Ethics (“Code”) which lays down the principles and standards for governing the actions of LTVS and its directors and employees. LTVS has the healthy practice of encouraging the employees and its stakeholders to report of any wrong doing related to the Company’s operations to the Management.

To further strengthen this process and in accordance with Section 177 of Companies Act, 2013 and other applicable provisions, Whistle Blower Policy is being brought into effect.

Definitions:

The definitions of some of the key terms used in this Policy are given below:

- (a) "Alleged wrongful conduct" shall mean violation of law, infringement of Company's Code of Conduct or ethic policies, mismanagement, misappropriation of monies, actual or suspected fraud, danger to public health and safety or abuse of authority".
- (b) “Audit Committee” means a committee of the Board of directors in accordance with Section 177 of the Companies Act, 2013.
- (c) “Board” means the Board of Directors of the company.
- (d) “Code” means the LTVS Code of Conduct & Ethics as approved by the Board.
- (e) “Delinquent” means a person against or in relation to whom a Protected Disclosure, hereinafter defined, has been made or evidence gathered during the course of any investigation.
- (f) “Investigator(s)” means person(s) authorized, appointed, consulted or approached by the chairman of the Audit Committee.
- (g) “Protected Disclosure(s)” means any communication made in good faith that discloses or demonstrates information or evidence about any unacceptable practice or event of misconduct.
- (h) “Whistle blower(s)” means LTVS’s stakeholder(s) including employees or employee representative bodies and Director(s) making a Protected Disclosure in terms of this Policy.



Scope:

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company involving:

- ◆ Misuse or abuse of authority
- ◆ Breach of Company's code of Conduct
- ◆ Bribery and Corruption
- ◆ Concurrent employment
- ◆ Harassment of any nature (including sexual harassment)
- ◆ Negligence causing substantial and specific danger to public health and safety
- ◆ Manipulation of company data or records
- ◆ Intentional financial irregularities including deliberate incorrect financial reporting
- ◆ Any unethical behaviour, actual or suspected fraud, unlawful act
- ◆ Mishandling of confidential or propriety information
- ◆ Deliberate violation of applicable laws and regulations
- ◆ Wastage/misappropriation of company funds/assets
- ◆ Violation of the environment, health and safety guidelines

Eligibility:

All the directors and employees including stakeholders of the company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

Reporting of Protected Disclosure:

All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible after he becomes aware of the same and should either be typed or written in a legible handwriting in English or in the regional language of the place of employment of the Whistleblower.

The Company to promote a culture of ethical, safe and secure work environment, an Ethics Helpline Provider has been appointed to encourage Whistle blowers to report Protected Disclosures without any fear of victimization and retaliation.

The reporting channels managed by Ethics Helpline Provider:



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- ◆ Phone (toll free) : 1800 103 5887
(available from 7:00am to 11:00pm on weekdays)
- ◆ Email : whistleblower_ltvs@ethicshelpline.in
(available 24 hours a day)
- ◆ Web portal : www.in.kpmg.com/ethicshelpline
(available 24 hours a day)
- ◆ Fax : Dial 1800 103 5887 and select option 2 on IVR
(available from 7.00am to 11.00pm on weekdays)
- ◆ Post : PO Box No. 71, DLF Phase `1, Qutab Enclave, Gurgaon –
122002 (available 24 hours a day)

The Whistle-blowers can choose to remain anonymous while reporting the Protected Disclosure and the Company will not make an attempt to discover the identity of the Whistle-blower. It would be mandatory for the Whistle blower to disclose the identity and submit the complaint in writing while reporting issues related to sexual harassment.

The Whistle-blowers may also approach the Chairman of the Audit Committee at arvind.balaji@lucastvs.co.in in appropriate or exceptional cases.

There is no specific format of disclosure and this could be made through a simple communication of the facts and background of the case with full details as far as possible with evidences if present.

Malicious Intent and False Disclosures:

Disclosures made with false or malicious intent will be dealt with strong action by the Company up to and including termination of the relationship or employment if warranted.

The company will not investigate if the Protected Disclosure does not carry any minimum information like Personnel involved, Location and description of incident, Specific evidence or source of evidence.

Confidentiality & Protection for Whistle Blower:

The Company considers the protection of the Whistle-blowers as their utmost duty and will ensure that any genuine Whistle blower shall not be subjected to any unfair treatment for making a Protected Disclosure under this Policy.



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The Company condemns any kind of discrimination, harassment or victimization against Whistle-blowers and complete protection under this Policy shall be granted against any unfair practice, such as retaliation, threat, intimidation of termination or suspension from service, disciplinary action, transfer, demotion, refusal of promotion or similar practices, including any direct or indirect use of authority to obstruct the Whistle blower's right to continue to perform his or her duties or make any further Protected Disclosure.

Any Employee or Director assisting in the said investigation shall be protected to the same extent as the Whistle blower. The protection under this policy may not be extended to the Whistle blower, if he/she is Subject of any other complaint or Protected Disclosure is categorized as Frivolous Complaint.

Investigation:

All Protected Disclosure(s) reported under this Policy shall be investigated in accordance with the policy and ensure confidentiality of the disclosure and the whistle blower.

The identity of the Delinquent and the Whistleblower(s) shall be kept confidential by the Board and any person involved in the investigation(s), to the extent possible, subject to applicable laws.

Delinquent shall be informed about the allegations and the ensuing investigation against them at the outset. Further, they shall be given an opportunity for providing their inputs during the investigation. The Delinquent shall co-operate with Investigator(s) during investigation process. Delinquent shall be entitled to engage counsel of their choice, at their own cost, to represent them during the investigation proceedings.

Delinquent shall not interfere with the investigation being conducted. Further, no evidence shall be withheld, destroyed or tampered and no witnesses shall be influenced, tutored, threatened or intimidated by the Delinquent or any other person, prior to or during the investigation process.

Decision:

If an investigation leads to conclude that an improper or unethical act has been committed, recommendation will be made to the Board or Chairman and Managing Director to take such disciplinary or corrective action as may deem fit given the circumstances of the case.



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It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel policy for staff conduct and disciplinary procedures.

Reporting and Secrecy:

The investigator shall submit a report to the Chairman of 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.

The Whistleblower(s), the Delinquent, the chairman of the Audit Committee, the Investigator(s) and every person involved in the investigation process shall:

- ◆ maintain complete confidentiality and secrecy of the matter being investigated;
- ◆ discuss only to the extent or with the persons required for the purpose of completing the investigation process; not leave any papers pertaining to the investigation unattended at any time;
- ◆ keep the electronic mails or files relating to the matter under password Protection

Retention of Documents:

All Protected Disclosure(s) along with other supporting documents and results of investigation relating thereto shall be preserved by LTVS for a minimum period of 8 (eight) years from the date of the result or outcome of such investigation(s) pertaining to such Protected Disclosure.

Amendment:

LTVS reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. On any amendment of the Policy, the same will be notified by the Board to the Employees in writing.

Deviations from this policy:

Deviations on elements of the policy in extraordinary circumstances, when deemed necessary in the interests of the Company or the whistle blower, will be made if there are specific reasons to do so in an individual case.