

JTEKT INDIA LIMITED

WHISTLE BLOWER POLICY

(The Policy for controlling internal reporting and compliance violations)

I. Purpose

The purpose of the Whistle Blower Policy is to strengthen Company's compliance management by codifying its proper internal reporting structure including the structure of collecting and reporting information regarding compliance violations for the Company, which lead to preventing, detecting early, correcting, and preventing recurrence of any illegitimate acts.

II. Scope of Application

The Whistle Blower Policy shall be applicable to all directors, employees, contractors, contractor's employees, clients, vendors, internal or external auditors or any other stake holder of the Company.

III. Definition

- (a) **Audit Committee:** The Audit Committee constituted by the Board of Directors of the Company in accordance with applicable law.
- (b) **Complaint:** The reporting by a Whistle-blower of any such Unethical and Improper Practice or violation to the Whistle-blower Committee or Chairman of Audit Committee in good faith would constitute a complaint.
- (c) **Whistle-blower:** Any person or entity making a disclosure of any actual or suspected Unethical and Improper Practice pursuant to Clause IV(2.2) of this policy, howsoever insignificant or perceived as such, that have been observed by them. Whistle-blowers could be all directors, employees, contractors, contractor's employees, clients, vendors, internal or external auditors or any other stake holder of the Company.
- (d) **Whistle-blower Committee:** The Committee constituted to deal with Complaints under this Policy comprising of Mr. Satoshi Komeda, Mr. Deepak Arora, Mr. Rajiv Chanana, Mr. Nishant Kalra and Mr. Ashish Srivastava will act as Secretary to the Committee.

IV. Handling internal reports

1) Whose internal reports may be accepted?

The reporting desk designated under Clause IV (4)(4.1) of the Whistle Blower Policy may accept reports from Whistle-blower of the Company.

2) What conducts may be reported?

2.1) The following conducts by employee(s) individually/jointly with others may be reported if the reporting employee believes that such conducts are impossible or impractical to be prevented during the regular course of business:

- (a) harmful to life and limb of a person;
- (b) harmful to the interest of a customer;
- (c) harmful to the preservation of the environment;
- (d) unfair or deceptive in commerce (e.g. anti-competitive act);
- (e) corruptly supplying profits to others;
- (f) transacting directly/indirectly with antisocial forces;
- (g) driven by personal gain contrary to company's interest;
- (h) other conducts in violation of code of conduct specified in HR Manual and other policies of the Company, as may be amended from time to time, including but not limited to Policy for Prevention of Sexual Harassment of Women at Workplace; Code of Conduct; Anti-Corruption and Anti-Bribery Policy; Anti-Trust Policy; Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- (i)

2.2) Of the conducts set forth above, the same may be reported to Whistle Blower Committee of the Company setup under this Policy or to Chairperson of Audit Committee of Directors of the Company.

3) Duties of a reporting Complainant

3.1) The complainant shall report the occurrence or apprehension of occurrence of any known conduct enumerated in Clause IV (2.1) irrespective of the fact that he or she is personally involved in such conduct.

3.2) The complainant of the Company shall not make a report for purposes other than that of the Whistle Blower Policy, such as making a false or libelous report, and reporting motivated by personal gain.

3.3) At the time of reporting, a reporting complainant must make reasonable efforts to articulate the following items:

- (a) Details of the conduct;
- (b) Name and title of the offending employee, and/or department in which the conduct took place; and
- (c) How the reporting employee became aware of the conduct?

3.4) Disciplinary action shall be taken against the reporting complainant acting in violation of Clause IV (3.1) and IV (3.2) above in accordance with the internal employment regulations. Further, the Whistle Blower Committee may take such actions as it may deem fit in this regard.

4) Reporting desk

4.1) The following reporting desks are designated:

Whistle Blower Committee of the Company or Chairperson of the Audit Committee of Directors of the Company.

- 4.2) If the reporting desk receives the report, it will take cognizance of the whistle blower complaint within 48 working hours of the receipt of the whistle blower complaint, analyze the whistle blower complaint and assess the sensitivity and categorization of the complaint into key actionable heads such as HR related issues, Frauds, Bribery, Corruption, Code of Conduct and other violations.
- 4.3) If a report is made to a department other than those designated in Clause IIV (4.1), such department must either fulfill all obligations under Clause IV (6), Clause IV (7) and Clause IV (8) or, upon obtaining a prior consent from the reporting employee, hand over the report to Whistle Blower Committee for further actions.
- 4.4) If a department not designated to receive a report under Clause IV (4.1) handles the report in accordance with Clause IV (4.3), and if a subsequent investigation reveals compliance violation, such department shall promptly report it to the Whistle Blower Committee.
- 4.5) The Whistle Blower Committee at its discretion from time to time can engage third party independent agency for proper implementation of whistle blower policy and/ or investigation of whistle blower complaint.
- 4.6) If complaint is made directly to the Chairperson of Audit Committee of Directors of the Company, the Chairperson may at his/her discretion refer the complaint to Whistle Blower Committee or take such other actions.

5) Method of reporting

- 5.1) Report of Whistle Blower Complaint may be made to the Whistle Blower Committee or Chairman of Audit Committee of Directors of the Company either by phone; written letter; in face to face meeting; email or such other methods as described in **Annexure A** of this Policy.
- 5.2) A complainant may report anonymously, however to minimize irresponsible reports and to accurately capture relevant facts, the Complainant can reveal his or her name.
- 5.3) The confidentiality provisions of relevant regulations including the internal employment regulations shall not deter an employee from reporting in accordance with the Whistle Blower Policy.

6) Accepting investigating, recording and managing information

- 6.1) The reporting desk must file a record of all accepted reports.
- 6.2) The reporting desk may refuse to accept a report insufficient under Clause IV (2.1), made not for the purposes listed in Clause IV (3.2), or made anonymously with insufficient information for the purpose of Clause IV (3.3).
- 6.3) Except for anonymous reports, the reporting desk must notify a reporting employee of the commencement of investigation or a rejection of a report within 20 days of receipt.
- 6.4) Upon an acceptance of a report, the Whistle Blower Committee shall jointly with concerned department in charge, commence an internal investigation of reported facts.

- 6.5) For the purpose of the investigation, Whistle Blower Committee may, upon the reporting employee's prior consent (not for anonymous reports), delegate the investigation to the relevant department. The Whistle Blower Committee together with the relevant department must appropriately handle the matter.
- 6.6) During the investigation, Whistle Blower Committee and the relevant department must maintain the privacy of the reporting employee and other persons involved in the matter.
- 6.7) If the investigation reveals that the reported matter did not involve any conducts listed in Clause IV (2.1) or was in violation of Clause IV (3.2), Whistle Blower Committee may, after notifying the reporting employee, close the case.
- 6.8) If complaint is made directly to the Chairperson of Audit Committee of Directors of the Company, the Chairperson may at its' discretion refer the complaint to Whistle Blower Committee or take such other actions as it may think fit.

7) Corrective measures

If the investigation reveals a compliance violation, the Whistle Blower Committee must notify the department in which the violation occurred. The notified departments must take appropriate corrective measures to prevent recurrence and report it to the Whistle Blower Committee.

8) Reporting

- 8.1) Except for anonymous reports, the reporting desk must notify the complainant, of the result of the investigation and any corrective measures taken, if any.
- 8.2) The reporting person may not disclose to others any information obtained by Whistle Blower Committee under Clause IV (8.1).
- 8.3) The Whistle Blower Committee shall also submit a MIS report to the Audit Committee of Directors on quarterly basis for reported cases.

9) Disciplinary measures

- 9.1) In case any compliance violation, the offending employee may be subject to disciplinary measures in accordance with the internal employee regulations.
- 9.2) If the reporting employee is the offending employee, the fact of reporting may be considered as a ground for leniency.

10) Protection for a Complainant

- 10.1) The Company and its employees may not take any retaliatory actions against complainant, or take any other measures against his or her interest.
- 10.2) An employee acting in violation of Clause IV (10.1) may be subject to disciplinary measures in accordance with the internal employee regulations.
- 10.3) The Company must take all necessary measures to prevent the workplace environment from deterioration as a result of the act of reporting.

11) Familiarization of the Whistle Blower Policy

The Company must take appropriate measures to make the Whistle Blower Policy known internally to all employees and other stake holders of the Company. The Company shall notify the policy to all the employees of the Company at the time of induction and shall also notify when there are any changes in policy or reporting mechanism.

V. Management of Compliance Violations

1) Corrective measures

1.1) The department in which a violation occurs or is apprehended must take corrective measures to prevent recurrence and report the details of such measures to the Whistle Blower Committee.

1.2) The Whistle Blower Committee must report all cases of compliance violations to the Audit Committee of Directors of the Company, which will utilize such information to prevent its reoccurrence.

2) Disciplinary measures

The Whistle Blower Committee in consultation with HR and Administration Department will then determine what disciplinary measures should be taken against the offending employee, if any, in respect of all cases of compliance violations.

3) Reporting and risk management

3.1) The Whistle Blower Committee must report on quarterly basis all cases of compliance violations of the company to the Audit Committee of Directors of the Company.

3.2) Notwithstanding of Clause IV (8), if a compliance violation that took place in the company which has a serious impact on goodwill of the company, the department in which the violation occurred, its controlling department, and the Whistle Blower Committee shall promptly report it to Audit Committee of Directors which will then consult with relevant departments and experts, if necessary, to determine an appropriate course of action, including additional investigation and disclosure of information to an external entity.

4) Information sharing and recurrence prevention

Whistle Blower Committee must take appropriate measures to prevent recurrence of cases of compliance violation reported in accordance with Clause V(3.1).

VI. Confidentiality

1) Confidentiality

1.1) The company, directors and employees operating under the Whistle Blower Policy must strictly maintain any information confidential and may not disclose it to a third party unless required otherwise under the Whistle Blower Policy.

1.2) An employee in violation of Clause VI(1.1) may be subject to disciplinary measures in accordance with the internal employee regulations.

2) Organizing and maintaining relevant documents

The company and employees operating under the Whistle Blower Policy must organize, maintain and dispose of documents created or collected for the purpose of the Whistle Blower Policy in accordance with policies of the Company from time to time.

VII. Supplementary provisions

- 1) The Whistle Blower Policy shall come into effect immediately.
- 2) The changes, if any, to the Whistle Blower Policy shall be approved by the Audit Committee of the Company.
- 3) Issues not specified/covered in the Whistle Blower Policy may be regulated by other rules and regulations of the Company.

ANNEXURE – A

As per Clause IV (5.1) of this Report of Whistle Blower Complaint may be made to the Whistle Blower Committee comprising of following members :

Name of the Person	Address	E.mail Id	Telephone Nos.
Mr. Satoshi Komeda	38/6, Delhi Jaipur Highway National Highway No. 8 Gurugram 122001 Haryana	satoshi.komeda@jtekt.co.in	0124-4685000
Mr. Deepak Arora		deepak.arora@jtekt.co.in	0124-4685000
Mr. Rajiv Chanana		rajiv.chanana@jtekt.co.in	0124-4685000
Mr. Nishant Kalra		nishant.kalra@jtekt.co.in	0124-4685000

Or Chairperson of Audit Committee of the Company :

Name	E.mail Id
Mrs. Hiroko Nose	nhh2007@gmail.com

Or External Hotline Report Desk :

E.mail Id	Toll Free Number
ethics.jtektindia@ethicsemh.com	Toll Free number: 18001023191 (Dial and select option 1 for JTEKT India Limited)