



## GRINDWELL NORTON LIMITED

### WHISTLE-BLOWER POLICY

#### **I. PREAMBLE**

The Saint-Gobain Group of Companies in India (the “Group”) believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour, in consonance with Saint-Gobain’s Principles of Conduct and Action and the specific Code of Conduct for employees in India. Any actual or potential violation of these Principles and/or the Code of Conduct for Employees would be a matter of serious concern for the Group.

This Whistle-Blower Policy has been formulated to provide a secure environment and to encourage employees of all Saint-Gobain Group Companies in India to report unethical, unlawful or improper practices, acts or activities in any of its companies in India and to prohibit managerial personnel from taking any adverse personnel action against those employees who report such practices in good faith.

Grindwell Norton Ltd, (the “Company”) being part of Saint-Gobain Group has adopted the Whistle-Blower Policy as per terms set out below.

#### **II. APPLICABILITY**

This policy applies to Directors, officer and employees of the Company.

#### **III. POLICY**

All directors, officers and employees of the Company are expected to promptly report any actual or possible violation of Saint-Gobain’s Principles of Conduct and Action, the Code of Conduct for Employees in India or any other unlawful or unethical or improper practice or act or activity concerning the Company.

The unlawful or unethical or improper practice or act or activity (hereinafter referred to as an “alleged wrongful conduct”) may include, but is not limited to, any of the following:

- Any breach of the Principles of Conduct and Action or the Code of Conduct for Employees in India;
- A violation of any law;
- Misuse or misappropriation of the Company’s assets;
- Gross waste or misuse or misappropriation of the Company’s funds;
- A substantial and specific danger to health and safety;
- An abuse of authority;
- Falsification, misrepresentation or suppression of financial information.



No Director, manager, department head, or any other employee with authority to make or materially influence significant personnel decisions shall take or recommend an adverse personnel action against an employee in knowing retaliation for a disclosure of information, made in good faith, about an alleged wrongful conduct.

#### **IV. DEFINITIONS**

##### **1. “This Policy” or “Policies”**

“This Policy” or “Policies” refers to the "Whistle-Blower Policy."

##### **2. Whistle-Blower (WB)**

WB means a Director, officer or an Employee making a Disclosure under this Policy.

##### **3. “Company”**

“Company” refers to Grindwell Norton Ltd

##### **4. Adverse Personnel Action**

An employment-related act or decision (relating to, but not limited to, compensation, promotion, job location, job profile, leave or other privileges) or a failure to take appropriate action by a manager, which may affect the employee negatively.

##### **5. Designated Committees**

1. Audit Committee constituted by the Board of Directors of the Company in accordance with provision of Companies Act read with relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Company’s WB Committee comprises of the following managerial personnel:
  - a. Venugopal Shanbhag, Managing Director;
  - b. Hari Singudasu, Executive Director; and
  - c. Amit Koul, Vice President, Abrasives.

##### **6. Good Faith**

An employee shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of the alleged wrongful conduct.



Good faith shall be deemed lacking when the employee does not have personal knowledge of or a factual basis for the communication or where the employee knows or reasonably should have known that the communication about the alleged wrongful conduct is malicious, false or frivolous.

## V. PROCEDURES

### a. For Making a Disclosure

- Any alleged wrongful conduct in relation to falsification, misrepresentation or suppression of financial information shall be addressed to the Chairman of the Audit Committee of the Company or WB Committee for investigation.
- Any Director or Officer or employee who observes or has knowledge of an alleged wrongful conduct shall make a disclosure to any of the members of the WB Committee of the Company as soon as possible but not later than 60 consecutive calendar days after becoming aware of the same. The disclosure may be made in writing (by e-mail or on paper) or orally (a personal meeting or over the telephone). The Whistle-Blower may decide to disclose his / her identity to the Committee or keep it anonymous.
- The Committee to which the disclosure has been made shall appropriately and expeditiously investigate all whistle-blower reports received. In this regard, the Committee, if the circumstances so suggest, may appoint a senior officer or a committee of managerial personnel to investigate into the matter.
- The Committee shall have the right to outline a detailed procedure for an investigation.
- No later than 30 days after a Director, Officer or employee is notified of or becomes aware of an adverse personnel action, he or she may protest the action by filing a written complaint with any member of the WB Committee of the Company if the employee or director believes the action was based on his or her prior disclosure of alleged wrongful conduct. The Committee on receipt of a Complaint shall appoint a senior officer or a committee of managerial personnel to review the complaint.
- Within 45 days of the complaint, the Senior Officer or Committee will submit a report to the WB Committee. After considering the report, the Committee shall determine the future course of action and may order remedial action.

The Whistle Blower may disclose directly to the Chairman of the Audit Committee. The Chairman of the Audit Committee is accessible at [GnoCompliance.L03GEN@saint-gobain.com](mailto:GnoCompliance.L03GEN@saint-gobain.com).



## **VI. ROLES, RIGHTS AND RESPONSIBILITIES OF WHISTLE-BLOWER**

- a. Whistle-Blower shall provide initial information based on a reasonable belief that an alleged wrongful conduct has occurred. The motivation of a whistle-blower is irrelevant to the consideration of the validity of the allegations. However, the intentional filing of a false report, whether orally or in writing is itself considered an improper activity, which the Designated Committee has the right to act upon.
- b. Whistle-Blower shall refrain from obtaining evidence for which they do not have a right of access. Such improper access may itself be considered an improper activity.
- c. Whistle-Blower have a responsibility to be candid with the members of the Designated Committee or others to whom they make a report of alleged improper activities and shall set forth all known information regarding any reported allegations.
- d. An Anonymous Whistle-Blower must provide sufficient corroborating evidence to justify the commencement of an investigation. An investigation of unspecified wrongdoing or broad allegations would not be undertaken without verifiable evidence. Because investigators are unable to interview the anonymous Whistle-Blower, it may be more difficult to evaluate the credibility of the allegations and, therefore, less likely to cause an investigation to be initiated.
- e. Whistle-Blowers are “reporting parties”, not investigators. They are not to act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the investigating authority.
- f. The identity of the Whistle-Blower will not be disclosed except where required under the law or for the purpose of the investigation. Should, however, the Whistle-Blower self-disclose his or her identity, there will no longer be an obligation not to disclose the Whistle-Blower’s identity.
- g. A Whistle-Blower’s right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the allegations or an ensuing investigation or any other misconduct or wrong doing.
- h. This policy may not be used as a defense by an employee against whom an adverse personnel action has been taken for legitimate reasons or cause under the Company’s rules and policies. It shall not be a violation of this policy to take adverse personnel action against an employee, whose conduct or performance warrants that action, separate and apart from that employee making a disclosure.



## **VII. DISQUALIFICATION**

- a. While it will be ensured that genuine Whistle-Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle-Blower knowing it to be false or bogus or with a *mala fide* intention.
- c. Whistle-Blowers, who make any Disclosures, which have been subsequently found to be *mala fide* or malicious or Whistle-Blowers who makes three or more Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, may be disqualified from reporting further Disclosures under this Policy. This itself will be considered as an improper activity which the Designated Committee members have the right to act upon.

## **VIII. NOTIFICATION**

The existence and contents of this policy shall be informed to all Directors and employees by the HR department.

This policy, as amended from time to time, shall be made available on the website of the Company.

## **IX. AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.