

WHISTLE BLOWER POLICY
KOKUYO CAMLIN LIMITED

1 Preface

- a.** The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has adopted the Kokuyo Group Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined or reporting any violation of the code.
- b.** SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015 as may be amended from time to time and Companies Act, 2013 under section 177 (9) has mandated all the listed companies to establish a vigil mechanism called “Whistle Blower Policy” for all employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.
- c.** Accordingly, this Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees of the Company to approach the Kokuyo Group Hotline and/or, Chairperson of the Audit Committee of the Company. The Process of this whistleblowing is described in the flow-chart decided by the Company from time to time.
- d.** The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company. It provides necessary safeguards for protection to employees from reprisals or victimization, for whistle blowing in good faith or instances of leak of unpublished price sensitive information.
- e.** The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2 Definitions

The definitions of some of the key terms used in this Policy are given below. Capitalised terms not defined herein shall have the meaning assigned to them under the Code:

- a. **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Sub-Section (1) and (2) of Section 177 of the Companies Act, 2013 and read with SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.
- b. **“Employee”** means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company, part-time workers and employees sent from a temp agency working for the Company.
- c. **“Code”** means the Kokuyo Group Code of Conduct.
- d. **“Investigators”** mean those persons authorised, appointed, consulted or approached by the Department-In-Charge of the Company /Chairperson of the Audit Committee and include the auditors of the Company.
- e. **“Department-In-Charge”** means a team comprising of Sr CO members, HR Head and Company Secretary and any other person decided from time to time.
- f. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. . Personal grievance shall not be considered as an unethical or improper activity unless the grievance is in the interest of majority of employees.
- g. **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- h. **“Whistle Blower”** means an Employee making a Protected Disclosure under this Policy.
- i. **“Kokuyo Group Hotline”** means a vigil mechanism for directors and employees of Kokuyo Group companies to report concerns about unethical behavior, actual or suspected fraud or violation of the Code and its secretariat is organized at Kokuyo Group in accordance with the relevant rules provided by Kokuyo Group.

3 Scope

a. This Policy is an extension of the Code. The Whistle Blower's role is to bring to the notice of the appropriate authority any Protected Disclosure. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

(i) Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;

(ii) Treat victimization as a serious matter including initiating disciplinary action on such person/(s); ensure complete confidentiality.

(iii) Not attempt to conceal evidence of the Protected Disclosure;

(iv) Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/ to be made;

(v) Provide an opportunity of being heard to the persons involved especially to the Subject.

b. Whistle Blowers should not 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 Kokuyo Group Hotline or the Chairperson of the Audit Committee or the Department-In-Charge or the Investigators.

c. Protected Disclosure will be appropriately dealt with by the Kokuyo Group Hotline or the Chairperson of the Audit Committee, as the case may be.

4 Eligibility

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures shall be in relation to matters concerning the Company.

5 Disqualifications

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.

6 Procedure

- a. All Protected Disclosures should be addressed either (i) to the Kokuyo Group Hotline and/or (ii) to the Chairperson of the Audit Committee of the Company; provided, however, that any Protected Disclosures concerning financial/accounting matters addressed to the Kokuyo Group Hotline shall be promptly shared with the Chairperson of the Audit Committee of the Company for investigation.
- b. The contact details of the Chairperson of the Audit Committee and the Kokuyo Group Hotline are specified at the Exhibit attached hereof.
- c. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.
- d. The Protected Disclosure should be forwarded under a covering letter or in any appropriate manner which shall bear the identity of the Whistle Blower. The Chairperson of the Audit Committee / Kokuyo Group Hotline / Department-In-Charge, as the case may be may detach such covering letter and forward the Protected Disclosure to the Investigators for investigation.
- e. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- f. For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter or in any appropriate manner forwarding such Protected Disclosure.
- g. Notwithstanding the preceding items, Whistle Blower may submit the Protected Disclosure anonymously if such Whistle Blower is under special circumstances; provided, however, that in case of the anonymous Protected Disclosure, such Whistle Blower shall, in advance, be deemed to acknowledge and agree that full and sufficient investigation, corrective action, protection of Whistle Blower and comprehensive or appropriate feedback cannot be guaranteed.
- h. If the Whistle Blower who disclosed his/her identity wishes to be treated as anonymous at the time of the report of the Protected Disclosures, such Whistle Blower shall be treated as anonymous in accordance with the preceding item; provided, however, that if contents of the Protected Disclosures are deemed to be of great significance or urgency as such matters concerning a risk to human life/safety, or issues which would significantly impact the business or have a great

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influence on the management of the Company, then such report from Whistle Blower shall be treated as real name report.

- i. A detailed written report of the Protected Disclosure will be made. The report will include:
 - a) Facts of the matter
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c) Whether any Protected Disclosure was raised previously against the same Subject;
 - d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.

7. Protection

The Company Secretary / Compliance Officer shall communicate to all employees by way of email or by way of disclosure on the website of the company to report instances of any leakage or suspected leakage of unpublished price sensitive information to their supervisor/HR/Compliance Officer.

No unfair treatment will be meted out to the Whistle Blower by virtue of his/her having reported a Protected Disclosure under this policy. The company, as a policy, condemns, any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle blower. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected disclosures.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under the law and will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the Whistle Blower being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such a disclosure.

8 Investigators

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Department-In-Charge of the Company / Audit Committee when acting within the course and scope of their investigation.

9 Confidentiality

The Whistle Blower, the Subject, the Committee members and everyone involved in the process shall:

- a.** maintain complete confidentiality/ secrecy of the matter;
- b.** not discuss the matter in any informal/social gatherings/ meetings;
- c.** discuss only to the extent or with the persons required for the purpose of completing the process and investigations; and
- d.** not keep the papers unattended anywhere at anytime.

If anyone is found not complying with the above, s/he shall be held liable for disciplinary action as is considered fit.

10 Decision

If an investigation leads the Department-In-Charge of the Company / Chairperson of the Audit Committee to conclude that an improper or unethical act has been committed, the Department-In-Charge of the Company / Chairperson of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action in accordance with the Work Regulations or other related regulations of the Company.

11 Reporting

The Company shall submit a quarterly report to the Chairperson of the Audit Committee about all Protected Disclosures referred to him/her together with the results of investigations, if any. For avoidance of doubt, the Department-In-Charge of the Company will make a quarterly report to the Kokuyo hotline office in Japan (“Kokuyo Hotline Office”) and Chairperson of the Audit Committee including the information about the number, contents and investigation results of whistle blown matters and any other information requested by Kokuyo Hotline Office.

12 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, to the extent that such amendment or modification shall not be against any relevant rules of Kokuyo Group. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees.

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Exhibit: Contact details

- a.** The contact details of the Chairperson of the Audit Committee is as under:

Email to: nandinichopra@gmail.com

Write to:

Ms. Nandini Chopra
501, Tower B, Vivarea, Sane Guruji Marg, Near
Jacobs circle, Mahalaxmi, Mumbai – 400011

- b.** The contact details of the Kokuyo Group Hotline as under:

Email to: kokuyo_hotline@kokuyo.com

Write to:

Kokuyo Group Hotline Office,
c/o One Asia Lawyers Group
31F Kasumigaseki-Building, 3-2-5,
Kasumigaseki, Chiyoda-ku, Tokyo 100-
6031, Japan