

GFCL EV PRODUCTS LIMITED

WHISTLE BLOWER POLICY

1. Preface

- a) GFCL EV Products Limited (“the Company”) is committed to conduct its business by adopting the highest standards of professional integrity and ethical behavior and practices and comply with all the regulatory requirements under the laws and regulations prevailing from time to time. The Whistle Blower Policy is a mechanism to reinforce implementation of the Company’s Code of Conduct which encourages all concerned to take positive actions which not only commensurate with the Company’s values and beliefs, but are also perceived to be so. Any violations of the Code shall be reported by Employees and Directors under this Policy. Through this Policy, the Company seeks to provide a procedure for all the Employees and Directors of the Company and its subsidiaries to disclose any concerns about any improper act. The Company provides adequate safeguards against victimization to all Whistle Blowers for making Protected Disclosures.
- b) Section 177(9) and (10) of the Companies Act, 2013 read with any other applicable law for the time being in force, makes it mandatory for all listed companies and other prescribed companies to establish a Vigil Mechanism for all its Employees and Directors to report improper acts. Accordingly, this Policy is formulated with a view to provide such a mechanism.

2. Policy

This policy shall be called Whistle Blower Policy of the Company.

3. Objective

- a) To provide all the Employees and Directors a mechanism to report improper acts or genuine concerns or any leak or suspect leak of Unpublished Price Sensitive Information.
- b) To provide adequate safeguards against victimization for making protected disclosures.

4. Definitions

The definitions of some of the key terms used in this Policy are given below. In case any terms are not defined herein, they shall have the same meaning assigned to them under the Code of Conduct of the Company.

- a) **“Code”** means the Code of Conduct of the Company.
- b) **“Director”** means a member of the Board of Directors of the Company.
- c) **“Employee”** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- d) **“Improper Act”** means any concerns about unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct.
- e) **“Investigator”** means those persons authorized, appointed, consulted or approached by the Managing Director of the Company including Auditors of the Company and the police.
- f) **“Policy”** means this Whistle Blower Policy.
- g) **“Protected Disclosures”** means any communications made by a Whistle Blower in good faith that expresses concerns of improper acts or any leak or suspect leak of Unpublished Price Sensitive Information.
- h) **“Unpublished Price Sensitive Information”** means Unpublished Price Sensitive Information as defined under SEBI (Prohibition of Insider Trading) Regulations, 2015.
- i) **“Whistle Blower”** means an Employee or a Director making a protected disclosure under this Policy.

5. Scope

This policy is an extension of the Company’s Code of Conduct. The Whistle Blower’s role is that of a reporting party with reliable information. A Whistle Blower is not required or expected to act as an investigator or finder of the facts, nor would the Whistle Blower have a right to participate in any investigative activities unless requested by the Investigator.

6. Eligibility

All Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy.

7. Disqualification

- a) Any abuse of the protection given under this Policy to the Whistle Blower will warrant disciplinary action.
- b) In case any person is found misusing this Whistle Blower Policy, or making disclosures which are found to be malafide, malicious, baseless, frivolous or reported otherwise than in good faith, such person will be disqualified from reporting any further protected disclosures under this Policy.

8. Procedure

- a) All Protected Disclosures should be addressed to the Managing Director of the Company.
- b) The Contact details for reporting of Protected Disclosures are as under:

Managing Director of GFCL EV Products Limited
Inox Towers, 17 Sector 16A, Noida 201301

- c) Protected Disclosures shall be reported in writing so as to ensure clear understanding of the issue/s raised and should be typed or handwritten in legible handwriting in English, Hindi or regional language of place of employment of the Whistle Blower.

- d) Protected Disclosures shall be forwarded with a covering letter which shall bear the identity of Whistle Blower. The Managing Director of the Company shall detach the covering letter and identity of the Whistle Blower before sending the matter for investigation to the Investigator.
- e) Anonymous disclosures shall not be entertained under this Policy.

8. Investigation

- a) All Protected Disclosures received will be recorded and looked into by the Managing Director of the Company. If initial enquiries made by the Managing Director of the Company indicate that the Protected Disclosure has no basis, or it is not a matter to be pursued under this policy, it may be dismissed at this stage, and shall be sent to the Board of Directors of the Company and the decision shall be documented with the justification for arriving at such decision. In such cases, the Managing Director of the Company will also give proper feedback to the Whistle Blower, explaining the reasons of such dismissal. The Managing Director of the Company, to the extent feasible, shall endeavor to take all these steps within a period of 15 working days from the date of receipt of the protected disclosure.
- b) If initial enquiries made by the Managing Director of the Company indicate that further investigation is necessary, this will be carried through either by the Managing Director of the Company or by an Investigation Committee. In case the Managing Director of the Company decides to get the investigation carried out by an Investigation Committee, he shall inform the Board of Directors within 7 working days of arriving at such decision.
- c) The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. To the extent feasible, the Managing Director of the Company or the Investigation Committee, as the case may be, shall conclude the Investigation within a period of 30 working days from the commencement of the Investigation, and shall make a written report of the findings on the conclusion of such Investigation.

9. Protection

- a) No unfair treatment shall be meted out to Whistle Blower on account of his / her having reported a protected disclosure under this Policy. The Company, as a Policy, condemns any kind of discrimination, harassment or victimization or unfair employment practices being adopted against any Whistle Blower.
- b) A Whistle Blower may report any violation of the above clause to the Managing Director of the Company, who shall forthwith investigate into the matter.

10. Investigator

- a) Investigators are required to conduct a process towards fact finding with detailed analysis and reasoning. Investigators derive their authority and rights from the Managing Director of the Company during investigation.
- b) Investigations will be launched only after a preliminary review by the Managing Director of the Company, as the case may be establishing that an investigation is necessary under this Policy.

11. Decision

If an investigation concludes that an improper act has been committed, the Managing Director of the Company shall recommend to the Board of Directors of the Company to take corrective or disciplinary action as may be deemed fit.

12. Reporting

The Managing Director of the Company shall submit a report about all protected disclosures referred to him with the results of the Investigation to the Board of Directors of the Company.

13. Retention of documents

All Protected Disclosures, documentation in relation to the investigation, and the results of the investigation shall be retained by the Company for a minimum period of 3 years.

14. Communication of this Policy

For all new Employees and Directors, a copy of this Policy shall be handed over as a part of the joining documentation, along with other HR related policies. For all existing Employees and Directors, a copy of this Policy shall be handed over within one month of the adoption of this Policy by the Board of Directors of the Company. This Policy shall also be posted on the website of the Company and in the Directors’ Report of the Company. In cases where the Employee or Director agrees to read the policy from the website of the company, the copy of the policy need not be handed over to the Employee or Director as the case may be.

15. Amendment

Any change in the Policy shall be approved by the Board of Directors. The Board of Directors shall have the right to withdraw and / or amend any part of this policy or the entire policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

Name of Policy	Whistle Blower Policy
Created by	Secretarial Department
Approved by	Board of Directors
Effective from	14-11-2024