WHISTLE-BLOWER POLICY

Delphi-TVS Technologies Limited

1. Preface

Delphi-TVS Technologies Limited ('the Company') is committed towards conducting its business with highest standards of ethics, honesty, integrity, ethical behaviour, dedicated customer service, fair business practices and efficient high level of compliance with applicable laws and commitment to open communication. The Whistle-blower Policy ('WB Policy' or 'this Policy') has been created with the objective of providing Employees, Directors, Customers, and Other Stakeholders an avenue to raise genuine concerns or grievance and ensure that deviations from the Employee's Code of Conduct and Ethics Policy ('Code') are dealt in a fair and unbiased manner.

The purpose of this Policy is to provide a framework to Employees, Directors, Customers and Other Stakeholders to report any Code violation (actual or potential) without any fear of retaliation, victimization or unfair treatment. This Policy neither releases employees, directors, customers, and other stakeholders from their duty of confidentiality in the course of their work nor it can be used as a route for raising malicious or baseless concerns.

In accordance with good corporate governance, the Company has adopted the Code, which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. This Policy seeks to provide necessary safeguards for protection of employees from reprisal or victimization, for whistle-blowing in good faith.

This Policy is intended to cover serious concerns that could have a large impact on the Company such as actions (actual or suspected) that:

- May lead to incorrect financial reporting
- Are not in line with applicable Company policy
- May be detrimental to the image of the group
- Violate the accepted values of the group
- Are unlawful
- Amount to serious improper conduct (including any kind of harassment)

2. Key definitions

The definitions of the key terms used in this Policy are as follows:

a) **Company** or **DTVS** refers to Delphi-TVS Technologies Limited.

b) **Customer** refers a person or firm that purchases goods or service from the Company.

c) **Director** refers to Directors and Independent Directors of the Company, so far it is not inconsistent with the Companies Act 2013 and its Rules.

d) **Disciplinary Action** refers any action that can be taken on the completion of or during

the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as instructed by the Ethics Committee or Audit Committee to the management as deemed fit by the Ethics Committee or Audit Committee considering the gravity of the matter or situation.

e) **Employee** refers to every Employee of the Company (whether working in India or abroad), including the Director(s) in the whole-time employment of the Company.

f) **Ethics Committee** refers to a committee set up for receiving the Whistle-blower complaints from Ethics Helpline Provider and assist in implementation and compliance of Whistle-blower Policy.

g) **Ethics Helpline Provider** refers to an independent third-party service provider appointed by the Company to receive Whistle-blower complaints.

h) **Frivolous Complaint** refers to any complaint which is registered or attempted to be registered under this Policy with no evidence or on hearsay basis or with malafide intentions against the Subject arising out of false or bogus allegations.

i) **Investigator** means an internal or external person who is authorized, appointed, consulted or approached by the Ethics Committee to investigate the Protected Disclosure.

j) **Other Stakeholders** means vendors, suppliers, dealers, Customers, consultants, Service Providers, Contractors and any other third-party associated with the Company.

k) **Protected Disclosure** or **Complaint** refers to any communication made in good faith that discloses or demonstrates information that may evidence violation of the Code or any improper/ Unethical Activity.

l) **Subject** refers a person against whom, a Protected Disclosure is made.

m) **Unethical Activity** means unethical behavior or activity that includes, actual or suspected fraud, violation of the Company policies and systems, adversely affects Company's reputation or brand image, violation of applicable laws, gross or willful negligence causing substantial and specific danger to health, safety and environment in the Company, etc.

n) **Whistle-blower** means an individual who makes a Protected Disclosure under this Policy that includes an Employee, Director and Other Stakeholders of the Company.

3. Main features of Whistle-blower Policy

3.1 To be used for

Reporting any serious actual or suspected frauds related to unethical or illegal conduct, actual or possible violation of Code; actions not in line with the Company's policies, actions which may affect the Company's image or reputation, actions in the nature of harassment or actions that would amount to serious improper conduct. A Whistle-

blower can report following unacceptable practices or events of misconduct to the Ethics Helpline Provider:

- Acceptance of gifts and entertainment
- Acceptance of kickbacks
- Bribery and corruption
- Breach of Company policies
- Child labor
- Claiming of false expense reimbursement
- Concurrent employment
- Conflict of interest
- Discrimination
- Favoritism
- Financial fraud of any nature
- Fraud in request for proposal or request for quotation
- Harassment of any nature (including sexual harassment)
- Inappropriate use of social media
- Incorrect financial reporting
- Insider trading
- Misappropriation of Company assets/ or resources
- Mishandling of confidential information
- Misuse of authority
- Procurement fraud
- Recruitment fraud
- Sexual harassment
- Tax fraud
- Victimization or bullying
- Violation of the environment, health and safety guidelines
- Working for competitors/suppliers

3.2 Who should report

Employees, Directors, Customers and Other Stakeholders making disclosure under this Policy is referred to as 'Complainant' or Whistle-blower. The Complainant has to provide sufficient grounds for the concern but should not make any malicious allegations which would result in Disciplinary Action.

3.3 When to report

The Complainant shall raise the issue immediately i.e., within a reasonable period of the occurrence of the event or action or finding, but not later than two months.

3.4 Whom to report and procedure for reporting

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

The reporting channels managed by Ethics Helpline Provider are as follows:

Reporting channel	Contact information	Availability
Phone (toll-free)	1800 100 8481	24/7, 365 days
Email	DelphiTVS@ethicshelpline.in	24/7, 365 days
Web Portal	www.DelphiTVS.ethicshelpline.in	24/7, 365 days
Chatbot	www.DelphiTVS.ethicshelpline.in	24/7, 365 days
Post Box	P. O. Box No 71, DLF Phase 1, Qutub Enclave, Gurgaon - 122002, Haryana, India	24/7, 365 days

The reporting channels managed by Ethics Helpline Provider are available for the Complainant 24/7, 365 days. 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 Ethics Helpline Provider will share a unique case reference number with the Whistle-blower. The said case reference number should be quoted for any further correspondence or communication on the Protected Disclosure. The Ethics Helpline Provider will prepare a report based on the information provided by the Whistle-blower and will share the incident report carrying the case number with the Ethics Committee in 2 (two) business days. In case any member of the Ethics Committee is found to have perceived conflict of interest, the Ethics Helpline Provider will share the incident report with the Chairman of the Company.

The Company will treat all disclosures in a sensitive manner and will endeavour to keep the identity of an individual making an allegation confidential.

In case of Protected Disclosure on sexual harassment, the Ethics Committee shall direct all Complaints to the Internal Committee constituted under the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act 2013 and Rules made thereunder which shall deal with the Protected Disclosure in line with the said Act.

Whistle-blowers may also approach the Chairman of the Audit Committee in appropriate or exceptional cases. In case of reporting to Chairperson of the Audit Committee, Protected Disclosures should preferably be made in writing to facilitate clear understanding of the issues raised in a sealed cover and furnish as much details and evidence as possible, giving his/her name and the Chairman of the Audit Committee shall expeditiously investigate, as necessary, all such reports received. It may either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle-blower.

The details of Chairman of the Audit Committee is:

Channel	Contact information
Email	vigil@delphitvs.com
Post	The Chairman Audit Committee of the Board Delphi-TVS Technologies Limited, 11-13, Patullos Road, Chennai-600004

3.5 Report treatment

Upon receiving an incident report from the Ethics Helpline Provider, an investigation will be performed only if the Ethics Committee is satisfied after preliminary review of the Protected Disclosure and shall decide on further course of action. The Ethics Committee shall have the power to investigate any Protected Disclosure either through one or more of its members (excluding those members who may have a conflict of interest) or by engaging any Investigator. The members investigating the Protected Disclosure and/or the Investigator, if any, shall submit a report to the Ethics Committee within a timeframe to be stipulated by the Ethics Committee. The investigation by itself would not tantamount to an accusation and will be treated as a neutral fact-finding exercise.

However, the Ethics Committee shall have right to call for any information / document and examine any Employee of the Company or other person(s) as may be deemed appropriate for the purpose of conducting investigation under this policy. After considering the report, the Ethics Committee shall recommend suitable Disciplinary Action commensurate with the misconduct or unacceptable practice or behavior. In all the cases, the decision of the Ethics Committee shall be final, however, in case of sexual harassment related Protected Disclosures, the decision of the Internal Committee shall be final which shall be only implemented by the Ethics Committee.

3.6 Investigation

Concerns expressed anonymously will not be usually investigated but subject to the seriousness of the issue raised; the Ethics Committee can initiate an investigation independently.

All reports under this Policy will be promptly investigated by the Ethics Committee. Based on a thorough examination of the findings, the Ethics Committee shall submit the report to the Chairman of the Audit committee.

If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. Reasonable and necessary steps will also be taken to prevent any further violation.

3.7. **Periodic Reporting**

A quarterly status report on the total number of Complaints received under this Policy during the period with summary of the findings of the Ethics Committee and the corrective actions taken will be sent to the management of Company.

4. Ethics Committee

The Company had constituted an Ethics Committee comprising of the following members as:

Name	Designation
Mr. T K Balaji	Chairman & Managing Director
MS. Priyamvada Balaji	Director
Mr. A Viswanathan	President
Mr. B Swaminathan	Chief Financial Officer
Mr. K Balaji	Vice President – People & Culture

5. Safeguards against victimization

The Company consider 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.

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.

6. Disqualifications of Protected Disclosure

The Company will not investigate the Complaint which would fall under the following categories:

- Complaints related to issues which are not covered under this Policy.
- Anonymous reporting of complaints relating to sexual harassment.
- Complaint related to sexual harassment, without written and self-attested complaint.

- If the complaint does not carry following minimum information:
    - Personnel involved (Name, designation, and location of the Subject)
    - Location of incident
    - Detailed description of the incident
    - Duration/frequency of the incident
    - Specific evidence or source of evidence

7. Periodic reporting

A quarterly status report on the total number of Protected Disclosure received under this Policy during the period with summary of the findings of the Ethics Committee and the corrective actions taken will be sent to the management of Company.

8. Confidentiality

The Company shall treat all Protected Disclosures in a sensitive manner and shall endeavour to keep the identity of the Employees, Directors, Customers, and Other Stakeholders making the Protected Disclosure confidential, however, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement which cannot be kept confidential if legal proceedings should arise.

9. Timelines for closure

The investigation shall be completed normally within 90 calendar days of the receipt of the complaint.

The company may share the feedback with the complainants after completion of the investigation. Alternatively, the feedback can be checked by contacting the Ethics Helpline provider after 90 calendar days from the date of reporting of the complaint.

10. Feedback mechanism

The Company may share the feedback with the Whistle-blowers after completion of the investigation. Alternatively, the feedback can be checked by contacting the Ethics Helpline Provider after 90 calendar days from the date of reporting of the complaint.

11. Retention of documents

All compliant in writing or documented along with the results of investigation relating thereto shall be retained by DTVS for a minimum period of five years.

12. Amendment

The Company reserves the right to amend or modify this Policy in whole or in part, at any time, without assigning any reason whatsoever, however, no such amendment or modification will be binding on the Employees and Directors unless it is notified to them in writing.