

CHLORIDE METALS LIMITED

WHISTLE BLOWER POLICY

1. PREAMBLE

Chloride Metals Limited ('the Company') is an unlisted public limited company and 100% Subsidiary Company of Exide Industries Ltd. 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. In pursuit of the same, the Company encourages employees to raise genuine concerns about any malpractices in the work place without fear of retaliation and will protect them from victimization or dismissal.

In terms of Section 177 of the Companies Act, 2013 read with Rule 7 of Companies (Meeting of Board and its Powers) Rules 2014, including any amendments thereto, the Company is required to formulate a vigil mechanism for directors and employees to report genuine concerns. Accordingly, this Whistle Blower Policy ("the Policy" or "this Policy") has been formulated with a view to provide a vigil mechanism for 'Employees' and 'stakeholders' to approach the Whistle Officer/Chairman of the Board in exceptional circumstances.

2. OBJECTIVES

The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees, directors and stakeholders wishing to raise a concern about serious irregularities within the Company.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and to maintain the standards and objectives mentioned above, the Company encourages its employees and stakeholders who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

A Vigil (Whistle Blower) mechanism provides a channel to the employees and stakeholders to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and stakeholders to avail of the mechanism and also provide for direct access to the Chairperson of the Board.

This policy, however, neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

3. DEFINITIONS

“**Board**” means the Board of Directors of the Company.

“**Company**” means Chloride Metals Ltd

“**Employee**” means all the present employees and Directors of the Company (whether working in India or abroad)

“**Good Faith**” An Employee or director shall be deemed to be communicating in “good faith”, if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the Employee or director does not have personal knowledge on factual basis for the communication or where the Employee or director knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

“**Protected Disclosure**” means any communication in good faith that discloses or demonstrates information that may evidence illegal or unethical or improper behaviour, actual or suspected fraud or improper activity. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

“**Subject**” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“**Whistle Officer**” means **director-in-charge** of the Company nominated/appointed to receive protected Disclosures from whistle blowers, maintaining records thereof, placing the same before the Board for its disposal and informing the Whistle Blower the result thereof.

“**Whistle Blower**” is an employee or group of employees or any stakeholder who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

4. SCOPE

The Whistle Blower’s role is that of a reporting party with reliable information. They are neither required nor expected to act as investigators or finders of fact, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. Whistle Blowers provide initial factual information backed by a reasonable belief that an improper or unethical practice has occurred.

Whistle Blowers should not act on their own in conducting any investigative activities, they do not have a right to participate in any investigative activities other than as requested by the Whistle Officer / Chairperson of the Board or the Investigators.

Reportable matters in the context of this policy include but are not limited to malpractices / events which have taken place / suspected to take place involving:

- abuse of authority;
- breach of contract;
- breach of the Company code of conduct;
- Financial irregularities including questionable accounting or auditing matters, fraud or suspected fraud, or, deliberate error in preparation of financial statements or misrepresentation of financial reports, bribery, corruption;
- Manipulation of company data / records;
- Pilferage including of confidential / proprietary information;
- Any unlawful act whether criminal/civil;
- Deliberate violation of the law/ rules/ regulation;
- misappropriation of companies funds / assets;
- employee misconduct;
- health & safety;
- environmental issues;
- negligence causing substantial and specific danger to public health and safety;
- leak of unpublished price sensitive information (UPSI);
- and any other unethical conduct.

This Policy is intended to encourage and enable employees to raise serious concerns within the Company prior to seeking resolution outside the Company.

Protected Disclosure will be appropriately dealt with by the Whistle Officer.

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not reportable matters nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. Further, this Policy is not intended to cover career related or other personal grievances.

5. ELIGIBILITY

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

6. PROCEDURE

All protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should 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.

The protected Disclosure should be submitted either under a covering letter signed by the complainant in a closed and secured envelop and should be super scribed as "**Protected disclosure under the Whistle Blower policy**" or sent through email with the subject "**Protected disclosure the Whistle Blower policy**". If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Whistle officer to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures concerning financial / accounting matters should be addressed to the Chairman of the Board of the Company for investigation. In respect of all other Protected Disclosures, should be addressed to the Whistle Officer of the Company.

The contact details are as under: -

- a. The Whistle Officer (Director-in-Charge)
Chloride Metals Limited
Exide House, 59E Chowringhee Road, Kolkata 20
Email: ethics@chloridemetals.in

- b. The Chairman of the Board
Chloride Metals Limited
Exide House, 59E Chowringhee Road, Kolkata 20

Protected Disclosure against the Whistle officer should be addressed to the Chairman of the Board. Protected Disclosure by or against the Directors should also be addressed to the Chairman of the Board of the Company. The Protected Disclosure against the Chairman of the Board should be addressed to the Board of Directors at the registered office of the Company.

In order to protect the identity of the complainant, the Whistle Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the 'Whistle officer. The Whistle Officer shall ensure that in case any further clarification is required he will get in touch with the complainant.

Anonymous / Pseudonymous disclosure shall not be entertained by the Whistle Officer. While this Policy is intended to protect genuine Whistle Blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with malafide intentions is strictly prohibited. An employee who makes complaints with malafide intentions and which is subsequently found to be false will be subject to strict disciplinary action.

The Whistle blower's role is that of a reporting party. Whistle blowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

Although a Whistle blower is not required to furnish any more information than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint, which does not contain critical information such as the specific charge. The complaint or disclosure must, therefore, provide as much detail and be as specific as possible in order to facilitate the investigation.

To the extent possible, the complaint or disclosure must include the following:

1. The employee, and/or outside party or parties involved;
2. The sector of the Company where it happened (Location, Department, office);
3. When did it happen: a date or a period of time;
4. Type of concern (what happened);
 - a) Financial reporting;
 - b) Legal matter;
 - c) Management action;
 - d) Employee misconduct; and/or
 - e) Health & safety and environmental issues.
5. Submit proof or identify where proof can be found, if possible;
6. Who to contact for more information, if possible; and/or
7. Prior efforts to address the problem, if any.

7. INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Whistle Officer will carry out an initial investigation either himself / herself or by involving any other Officer of the Company / Committee constituted for the same or an outside agency before referring the matter to the Board of Directors of the Company for needful action.

The Board, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other / additional Officer of

the Company and / or Committee and/ or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Board deems fit.

Any member of the Board or other officer having any conflict of interest with the matter shall disclose his / her concern / interest forthwith and shall not deal with the matter.

8. DECISION AND REPORTING

If an investigation leads the Chairman of the Board / Whistle Officer to conclude that an improper or unethical act has been committed, the Chairman of the Board/ Whistle Officer shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

The Whistle Officer shall submit a report to the Chairman of the Board on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

In case the Subject is the Director of the Company, the Protected Disclosure shall be forwarded to the Board of Directors. The Board shall appropriately and expeditiously investigate the Protected Disclosure. If any of the members of the Board have a conflict of interest in a given case, they should recuse themselves and the others on the Board would deal with the matter.

If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Chairman of the Board / Whistle Officer shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company

The Company may also consider to reward the Whistle Blower, based on merits of the case.

9. CONFIDENTIALITY

The complainant, Whistle Officer, the Subject and everybody involved in the process shall maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

10. PROTECTION

No unfair treatment will be meted out to a Whistle Blower by virtue of his / her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

11. DISQUALIFICATIONS FROM PROTECTION

While it will be ensured that genuine Whistle Blowers will be provided complete protection from any kind of unfair treatment as herein set out, any abuse of this protection for personal gain or otherwise will warrant appropriate action.

Protection under this policy will not imply protection from appropriate action arising out of false allegations made by a Whistle Blower, inspite of knowing it to be false, or made with a *mala fide* intention.

Whistle Blowers, who make a Protected Disclosure, which has been subsequently found to be *mala fide*, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blower, the Management would reserve its right to take/recommend appropriate action.

12. ACCESS TO CHAIRMAN OF THE BOARD

The whistle Blower shall have right to access Chairman of the Board directly in exceptional cases and the Chairman of the Board is authorized to prescribe suitable directions in this regard.

13. RETENTION OF DOCUMENTS

All protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

14. AMENDMENT

The Board of Directors shall be responsible for the administration, interpretation, application and review of this policy. The Board also shall be empowered to bring about necessary changes to this Policy, if required at any stage. The Company reserves its 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 or director unless the same is notified to them. While, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in procedure. Such ambiguities or difficulties will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy.

15. INTERPRETATION

In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, Regulation or standard governing the Company, the law, rule, Regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, Regulation or standard

16. APPLICABILITY

This Policy was initially approved by the Board of Directors on 20th July 2021.

-----XXXX-----