



## Vigil Mechanism policy

### Introduction

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, every listed company or a company which accept deposits from the public or companies which have borrowed money from banks and public financial institutions in excess of fifty crores rupees, shall establish a vigil mechanism for their Directors and employees to report genuine concerns or grievances.

Inter alia, Clause 49 of the Listing Agreement, provides for a non-mandatory requirement for all listed companies to establish a mechanism called 'Whistle Blower Policy' for employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the company's business conduct and ethics. However, the revised Clause 49 of the Listing Agreement has made it compulsory and mandatory requirement to adopt Vigil Mechanism Policy / Whistle Blower Policy.

Mazda Limited (the "Company") has adopted the Code of Conduct for Business Conduct and Ethics as per Clause 49 of the Listing Agreement (the "Code"), which lays down the principles and standards that should govern the actions of the Company and its employees.

### 1. Vigil Mechanism:

The Vigil Mechanism as envisaged in the Companies Act, 2013 and the Rules prescribed is implemented through the Whistle Blower Policy to provide for adequate safeguards against discrimination of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee.

### 2. Definition:

**"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may evidence Improper Practice. Protected Disclosures should be factual and not speculative in nature.

**“Subject”** means, a person or group of persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation under this Policy.

**“Whistleblower”** is someone who makes a Protected Disclosure under this Policy.

### **3. Scope:**

- a. All the Employees and the directors of the Company are eligible to make Protected Disclosures under the Policy.
- b. This Policy will be an extension of the Code. The Whistle Blower’s role is that of a reporting party with reliable information. 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.
- c. 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 Chairman of the Audit Committee or the Investigators.
- d. Protected Disclosure will be appropriately dealt with by the Company Secretary or the Chairman of the Audit Committee, as the case may be.
- e. The Policy should not be used in place of the Company grievance procedures or be a route for raising cruel or unproven allegations against colleagues. It is not a route for taking up a grievance about a personal situation.

### **4. Eligibility:**

All directors, employees, customers, and/or third-party intermediaries such as vendors, agents and consultants of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

### **5. Policy:**

This Policy and process document defines the scope of actions and activities which are covered by the Policy and its purpose.

## **6. Investigation:**

The Committee may meet the Whistle Blower, if necessary. It may also appoint any suitable person or group of persons to investigate the case, but will ensure that the identity of the Whistle Blower is protected.

- a) All Protected Disclosures reported under this Policy will be thoroughly investigated by the Company Secretary / Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee.
- b) The Company Secretary / Chairman of the Audit Committee may at his discretion, consider involving any Investigators for the purpose of investigation.
- c) The decision to conduct an investigation taken up by the Company Secretary / Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- d) The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e) Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f) Subjects shall have a duty to co-operate with the Company Secretary / Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g) Subjects have a right to consult with a person or persons of their choice, other than the Company Secretary / Investigators and/or members of the Audit Committee and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

- h) Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i) Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j) Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

## **7. Disqualifications:**

- a) While it would be ensured that genuine Whistle Blower(s) are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection would 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(s) knowing it to be false or bogus or with a mala fide intention.

## **8. Protection**

- a) No unfair treatment will be meting out a 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 Blowers. 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 Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- b) A Whistle Blower may report any violation of the above clause to the Company Secretary / Chairman of the Audit Committee by way of email or in writing, who shall investigate into the same and recommend suitable action to the

management The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

- c) Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- d) This Policy does not protect an Employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this Policy.

## **9. Amendments**

The Company reserves its right to amend or modify the 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 unless the same is notified to the Employees in writing.