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PPGAP WHISTELBLOWER POLICY

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Objective

PPG Asian Paints Private Limited, (hereinafter to be referred as the “Company”) is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company, in order to maintain these standards has adopted the Code of Conduct, which lays down the principles and standards that should govern the actions of the Employees in the course of conduct of business of the Company. 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 stakeholders in pointing out such violations of the Code cannot be undermined. It is therefore imperative for the Company to have a Whistle Blower Policy (hereinafter to be referred as “Policy”).

The objective of the Policy is for Directors, Employees and third parties, who have concerns about suspected misconduct, to come forward and express these issues without fear of punishment or unfair treatment.

Who can report

Various stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories:

- Employees of the Company
- Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s offices or any other location
- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- Customers of the Company
- Any other person having an association with the Company

A person belonging to any of the above-mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

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Definitions

Disciplinary Action

“Disciplinary Action” means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

Employee

“Employee” means every employee of the Company including ex-employees of the Company and of the subsidiary and people employed on contractual basis.

Protected Disclosure

“Protected Disclosure” means a disclosure of certain information in the nature of concern raised by a written/oral communication made in good faith that evidences unethical or improper activity in relation to the Company.

Business associates

“Business associates” also include vendors associated with the Company and who have dealt with the Company or have been associated with the Company successfully or unsuccessfully in the past.

Whistle Blower

“Whistle Blower” is someone who discloses a Protected Disclosure under this Policy.

Subject

“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 under this Policy.

CEO

“CEO” is the Chief Executive Officer

Disciplinary Committee

“Disciplinary Committee” means a Committee comprising of the CEO, Business or Functional Head and Financial controller, and Head of HR, Manager- Compliance, Manager-Legal (if needed) for the purpose of receiving and investigating all complaints and Protected Disclosures under this Policy.

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Scope

The Policy covers any concern with respect to unlawful or unethical or improper practice or act or activity that could have impact on the operations, performance of the business or reputation of the Company and may include, but is not limited to, any of the following:

- Abuse of authority by an employee or biased or favored approach or behavior;
- Breach of contract with the company;
- Negligence causing substantial and specific danger to public health and safety and the environment;
- Manipulation of company data /records;
- Disclosure of confidential / proprietary information to unauthorized personnel;
- Financial irregularities, including fraud, or suspected fraud;
- Criminal activity or offence affecting operations or functioning of the Company;
- Unauthorized disclosure of confidential/proprietary/ Price Sensitive information;
- Deliberate violation of law/regulation/ legal obligation;
- Wastage/misappropriation of company funds/assets;
- Breach of Code of Conduct of the Company or the Policy for Prevention of Sexual Harassment or any other rule or Policy as may be formulated by the Company from time to time;
- Leak of Unpublished Price Sensitive Information, IP or any other company confidential information; and
- Any other unethical, biased, favored or fraudulent activity.

The Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

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. 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 Whistle Officer or Disciplinary Committee or the Chairman thereof or the Investigators. Protected Disclosure will be appropriately dealt with by the Whistle Officer or Disciplinary Committee or the Chairman thereof, as the case may be.

Disqualifications

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action. 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.

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Procedure

Employees/Business Associates can make Protected Disclosures to the Disciplinary Committee, on becoming aware of any wrongful conduct or activity as soon as possible within 30 days after becoming aware of the same. If a protected disclosure is received by any employee or any other person associated with the Company other than the Disciplinary Committee, the same should be forwarded immediately to the Disciplinary Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential. If the Whistle Blower is of the opinion or has a reasonable doubt that the members of the Disciplinary Committee or the Investigating Officer are part of the Protected Disclosure, then the Protected Disclosure can be made directly to the CEO of the Company. Protected Disclosures should preferably be reported:

- In the form of a letter written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower. It should be marked as private and confidential and sent to the below mentioned address:

Disciplinary Committee,
PPG Asian Paints Private Limited,
Unit #1, 4th floor, The Centrium,
Phoenix Market City, LBS Road, Kurla West,
Mumbai, Maharashtra 400070

- In the form of an email and shall be e-mailed at the following email id, which shall be accessed by the members of the Disciplinary Committee compliance@ppgasianpaints.com.
- Alternatively, Protected Disclosures can also be reported orally to any of the members of the Disciplinary Committee. Oral reports will be subsequently documented by the Disciplinary Committee for onward investigation.

Investigation

If initial enquiry by the Disciplinary Committee confirms that the Protected Disclosure has no basis, or it is not a matter to be taken up for investigation under this Policy, the Protected Disclosure may be dismissed and the decision shall be communicated in writing to the Whistle Blower.

If the initial inquiry by the Disciplinary Committee, indicate that the matter disclosed under Protected Disclosure needs to be investigated further, they may order investigation and inquiry and appoint such person or persons as they may consider necessary for conducting the investigation (here in after referred to as "Investigation Panel").

The inquiry/investigation shall be conducted in a fair manner and provide an equal opportunity for hearing to the affected party.

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The Investigation Panel shall hold inquiry in the matter and shall submit a report to Disciplinary Committee not later than 30 days from the date on which the Protected Disclosure was received by the Disciplinary Committee.

The Investigation Panel shall seek an extension for submitting the report from the Disciplinary Committee for a further period of 30 days or such other period, which may be allowed at the discretion of the Disciplinary Committee.

On submission of report, the Disciplinary Committee shall:

- a. In case the Protected Disclosure is proved, order such Disciplinary Action as the Disciplinary Committee may think fit and order adoption of preventive measures to avoid recurrence of the matter. Or Depending upon the seriousness of the matter, may refer the matter to the Board of Directors of the Company with its recommendations. The Board of Directors may order such Disciplinary Action, with or without modifications to recommendations of the Disciplinary Committee, as it may deem fit and order adoption of preventive measures to avoid reoccurrence of the matter.
- b. In case the Protected Disclosure is not proved, close the matter. Also, the Committee may take such penal action against the Whistle Blowers, including termination of employment in case of an employee or termination of the contract in case of a business associate or such other action as may be considered necessary, on receipt of malicious or frivolous disclosures from the Whistle Blowers.

Protection

It shall be ensured that the Whistle Blower, if he/she is an employee, shall be protected from any adverse action which may include but is not limited to unfair termination of employment, demotion, suspension, decision not to promote, unwarranted performance rating, harassment, biased behaviour, withholding of salary, imposition of transfer or reassignment, denial of rewards, leave, benefits for which he/she is eligible, or any other significant changes in the job; which may arise out of the him/her making the Protected Disclosure or due to the ongoing investigation or on report being submitted to the Disciplinary Committee.

It shall be ensured that the Whistle Blower, if a Business Associate, shall be protected from any adverse action which may include but is not limited to unfair termination of the contract with the Business Associate, unfair withholding the payments due ,non-acceptance of the goods sent by the Vendors for delivery or any other unfair act which may arise out of the concerned Business Associate making the Protected Disclosure or due to ongoing investigation or on report being submitted to the Disciplinary Committee.

The identity of the Whistle Blower shall be kept confidential. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

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The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosures.

In case of occurrence of any adverse action towards the Whistle Blower being an employee or a Business associate, he shall directly have the right to approach the CEO.

Rights of the subject

Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunity for providing their inputs during the investigation.

Duties / Responsibilities of Subject

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.

No Retaliation

The Company assures that there will be no retaliatory action against any person who has reported any incident of non-compliance in good faith, using any appropriate channel of communication as provided for in this policy.

Retention of documents

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

Amendment

The Company for good corporate governance may establish further rules and procedures, from time to time, to give effect to the intent of this policy. The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Any amendment to policy shall take effect from the date when it is approved by the Board of Directors of the Company.

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