Godrej | PROPERTIES

Code of Conduct

Whistleblower Policy

April, 2023

Policy ownership and management

Owner

Corporate Audit & Assurance — **Corporate Audit & Assurance**

Approver

Head - Corporate Audit & Assurance — **V Swaminathan**

Reviewer

Deputy General Manager - Audit — **Ashish Kulkarni**

Policy change log

Version	Issued on	Effective from	Purpose of change
1	**17th May 2010**	**17th May 2010**	**New Policy release**
2	**1st July 2022**	**1st July 2022**	**New ESG disclosure requirement**
3	**26th September, 2022**	**26th September, 2022**	**Change in Audit Committee Member**
4	**10 April, 2023**	**10 April, 2023**	**Change in contact details for communication**

Executive Summary[1]

The Whistleblower Policy is applicable to all employees, Directors of Godrej Properties Limited (GPL) and all other stakeholders of GPL. The purpose is to allow you to raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing your superior. You will be protected against any adverse action and/ or discrimination as a result of such a reporting, provided it is justified and made in good faith.

[1] The Executive Summary is indicative of the main features of the Policy. Please refer to the rest of the document for further details

1. Overview

1.1. Objectives

The Whistleblower Policy allows you to raise concerns about unacceptable, improper, or unethical practices being followed in the organization, without necessarily informing your superior. You will be protected against any adverse action and/ or discrimination as a result of such a reporting provided it is justified and made in good faith.

1.2. Applicability

The Whistleblower Policy is applicable to all employees, Directors of GPL, vendor, supplier or any other stakeholder of GPL.

2. Whistleblower policy

2.1. Issues governed by this policy

Under this policy, you may raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing your superior. Reportable conduct may include:

- misconduct or an improper state of affairs (for these purposes misconduct includes fraudulent activities).
- dishonest, corrupt or illegal activity (including criminal damage against property, theft, violence or threatened violence, drug sale or use or other breaches of State or Federal law);
- willful or intentional breaches of the Group's key policies, including the Code of Conduct, or other unethical behavior;
- abuses of human rights
- intentional withholding or manipulation of information provided to an auditor or regulator or misleading or deceptive conduct including practices or representations which amount to improper or misleading accounting or financial reporting

2.2. Safeguarding your interests

You will be protected against any adverse action and/ or discrimination as a result of a reporting under this policy, provided it is justified and made in good faith. The issues raised could include:

- Reporting in good faith, your belief that there is waste of organization funds
- Reporting in good faith the violation or suspected violation of a law, rule or regulation
- Participating in or giving information in an investigation, hearing, court proceeding, legislative or other

inquiry, or other administrative review

• Objecting or refusing to carry out a directive that you believe in good faith, may violate a law, rule or regulation. The organisation is forbidden from taking any adverse action against you for exercising your rights as listed above. Adverse action is defined as:

- Discharging you
- Threatening you
- Discriminating against your employment

2.3. Lodging a complaint

If you have a genuine complaint or concern about any fraud or violation of a law, rule or regulation or unacceptable, improper or unethical practice, you may raise this with your superior, the Whistleblowing Officer or the Audit Committee.

2.4. Whistleblowing Officer

Mr. V. Swaminathan has been appointed the 'Whistleblowing Officer', with effect from May 1, 2010. He can be contacted at:

Postal Address: Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai – 400079, Maharashtra, India

Telephone Number: 91-022-25194403/ 91-9819825526

Email Address: ve.swaminathan@godrejinds.com

He is responsible for the following:

• To receive and record any complaints under this policy

• To ensure confidentiality of any whistleblowing complainant who requests that the complaint be treated in confidence

• To prepare a report of any whistle blowing complaint and send the report promptly to the Audit Committee Members. A copy of the report will be simultaneously sent to the Managing Director and Executive Director for investigation. The Managing Director/ Executive Director, after investigation, will submit a report to the Audit Committee for discussion and decision. The Audit Committee members will then discuss the complaint and take necessary action.

• To communicate the decision of the Audit Committee to the complainant

2.5. Audit Committee

You are also free to communicate your complaints directly to the Audit Committee, without involving the Whistleblowing Officer at ethicsindia@godrejinds.com

3. FAQ Section

3.1. What is the purpose of the Whistleblower Policy?

The Whistleblower Policy allows you to raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing your superior. You will be protected against any adverse action and/ or discrimination as a result of such a reporting, provided it is justified and made in good faith.

3.2. Who is the Whistleblower Policy applicable to?

The Whistleblower Policy is applicable to all employees, Directors of GPL, vendor, supplier or any other stakeholder of GPL.

3.3. Will I be impacted if I raise a concern under this policy?

You will be protected against any adverse action and/ or discrimination as a result of a reporting under this policy, provided it is justified and made in good faith. The issues raised could include:

- Reporting in good faith, your belief that there is waste of organization funds
- Reporting in good faith the violation or suspected violation of a law, rule or regulation
- Participating in or giving information in an investigation, hearing, court proceeding, legislative or other inquiry, or other administrative review
- Objecting or refusing to carry out a directive that you believe in good faith, may violate a law, rule or regulation.

The organisation is forbidden from taking any adverse action against you for exercising your rights as listed above. Adverse action is defined as:

- Discharging you
- Threatening you
- Discriminating against your employment

3.4. How do I raise a complaint?

If you have a genuine complaint or concern about any fraud or violation of a law, rule or regulation or unacceptable, improper or unethical practice, you may raise this with your superior, the Whistleblowing Officer or the Audit Committee.

3.5. Who is the Whistleblowing Officer?

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• To communicate the decision of the Audit Committee to the complainant

3.6. How to raise a complaint to the Audit Committee/ Chairman of the Audit Committee?

You are free to communicate your complaints directly to the Audit Committee/ Chairman of the Audit Committee at ethicsindia@godrejinds.com

4. Standard Operating Procedures

4.1. To be followed by the Employee

• Register the complaint with your supervisor, Whistleblowing Officer or members of the Audit Committee

4.2. To be followed by the Whistleblowing Officer/ Audit Committee

• Act on the complaint and ensure that all procedural guidelines are adhered to