



WHISTLEBLOWER POLICY

SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED
(formerly Mother's Sumi Systems Limited)
(CIN- L35106MH1986PLC284510)

Regd. Office: Unit – 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex
Bandra East, Mumbai-400051 Ph: +91 022-40555940; Fax: +91 022-40555940.
Corporate Office: Plot No.1, Sector 127, Noida-201301 (Uttar Pradesh)
Ph: +91 120 6679500; Fax: +91 120 2521866.
Email: investorrelations@mother's.com; Website: www.mother's.com

* Revised Policy adopted by the Board of Directors on March 9, 2024.

WHISTLEBLOWER POLICY

Motherson Group

POLICIES & PROCEDURES

COMPANY	SAMVARDHANA MOTHERSON INTERNATIONAL LIMITED <i>(formerly Motherson Sumi Systems Limited)</i>
REGISTERED OFFICE	Unit 705, C Wing, ONE BKC, G Block, Bandra Kurla Complex Bandra East, Mumbai – 400051. India.
POLICY NAME	WHISTLEBLOWER POLICY
POLICY KEY OBJECTIVE	Motherson has established this Whistleblower Policy which aims to provide an avenue for Motherson employees to raise their concerns on any Unethical and Improper Practices. This Policy defines the process for raising a whistleblower Complaint, the safeguards in place for the person raising a Complaint, the roles, and responsibilities of all stakeholders.
CONFIDENTIALITY LEVEL	This document is for PUBLIC USE and is made available for all employees and other stakeholders.

TABLE OF CONTENTS

- 1. OBJECTIVE OF THE POLICY.....4**
- 2. SCOPE OF THE POLICY.....4**
- 3. APPLICABILITY OF THE POLICY.....4**
- 4. ABBREVIATIONS AND DEFINITIONS.....5**
- 5. REPORTING A COMPLAINT.....7**
 - 5.1 MAKING A COMPLAINT AND MOTHERSON WHISTLEBLOWER SYSTEM.....7
 - 5.2 COMPLAINT INVESTIGATION.....8
- 6. CONFIDENTIALITY, DATA PRIVACY AND NO RETALIATION.....9**
 - 6.1 CONFIDENTIALITY AND DATA PRIVACY..... 9
 - 6.2 INFORMING OTHERS OF CONFIDENTIALITY AND NON-RETALIATION.... ..10
 - 6.3 NO RETALIATION.....11
- 7. CLARIFICATION AND EXCEPTIONS.....11**
- 8. APPENDICES.....12**

1. OBJECTIVES OF THE POLICY

Motherson is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, Motherson encourages their employees, who have concerns about suspected misconduct, to come forward and express their concerns without fear of punishment or unfair treatment.

Motherson has established this Policy to provide an avenue for Motherson employees and any of its Stakeholders to raise their concerns about any Unethical and Improper Practices, as defined below.

The objectives of this Policy are:

- (a) To create a window for any person who observes an Unethical and Improper Practice, either organizationally or individually to be able to raise it;
- (b) To encourage timely, safe and open reporting of alleged wrongdoing or suspected impropriety;
- (c) To ensure consistent and timely institutional response;
- (d) To ensure appropriate reporting of Whistleblower investigations;
- (e) To encourage ethical and lawful conduct; and
- (f) To provide adequate safeguards against victimization of persons.

2. SCOPE OF THE POLICY

This Policy defines process for raising a Whistleblower Complaint, safeguards in place for the Whistleblower, roles and responsibilities of all Stakeholders. This policy shall supersede any other policy with the same object.

3. APPLICABILITY OF THE POLICY

3.1 This Policy applies to all Stakeholders.

3.2 This Policy is binding on all entities of Motherson and must be adopted by board of directors of respective entity of Motherson including the Committee constituted for respective region.

3.3 This Policy is adopted by the Board of Directors of Samvardhana Motherson International Limited (hereinafter referred to as "the Company" / "SAMIL") on March 09, 2024 and applicable to all entities in Motherson.

4. ABBREVIATIONS AND DEFINITIONS

Capitalized terms used in this Policy (unless defined elsewhere) shall have the meaning as ascribed hereunder:

(a)	Administrator	:	Administrator is a person who has been defined as the primary or regular contact to manage the claim details in Motherson Whistleblower System. Motherson Whistleblower System has a predefined structure for case assignees and distribution lists as per each company location and region.
(b)	Applicable Laws	:	Applicable Law means all applicable statutes, laws, enactments, acts of parliament or legislature, regulations, ordinances, rules, notifications, by-laws, policies, directions, directives, codes, guidelines, approvals, circulars or other requirements of any Governmental Authority having the force of law.
(c)	Complaint	:	The reporting of any such alleged Unethical and Improper Practice by a Whistleblower made in good faith.
(d)	Disciplinary Action	:	Any action which can be taken by the Company on completion of or during investigation into a Complaint in case of non-compliance, which may include, but is not limited to, a warning, imposition of a fine (where permitted by law), demotion, suspension or termination from official duties, or any such action as is deemed fit considering the gravity of the matter and as per Applicable Laws.
(e)	Motherson Whistleblower System	:	A mechanism created for reporting and handling Complaints including through the third-party service provider(s) approved by SAMIL Board.
(f)	Data Protection Laws	:	Data Protection Laws means laws, regulations and guidelines formulated to strengthen data protection by enhancing consent rules, providing data subject rights, requiring data breach notifications, promoting privacy by design, and imposing significant fines for non-compliance. Data Protection Laws will include extraterritorially regulation having impact on organizations worldwide.
(g)	Investigation Team	:	(i) An Ombudsman or (ii) one or more individual, (iii) investigative agency, (iv) consultant, (v) legal firm, or (vi) professional expert(s), appointed by the the relevant Committee to conduct unbiased investigations into reports made by Whistleblowers to assess and address concerns or misconduct while maintaining confidentiality and protecting Whistleblowers from

			retaliation.
(h)	Joint Venture	:	A legal entity formed by parties combining resources for a specific business purpose.
(i)	Motherson	:	All subsidiaries, joint ventures, associate companies and affiliated companies of Samvardhana Motherson International Limited, which are referred to throughout this Policy individually as “Company” and collectively as “Companies”.
(j)	Ombudsman	:	Ombudsman means any agency or individual appointed by the SAMIL Board to independently carry out an investigation of the Complaints assigned to such Ombudsman.
(k)	Policy	:	This Policy as per the meaning ascribed to it in Section 1 above.
(l)	Retaliation	:	Any direct or indirect act or omission which occurs in a work-related context, is prompted by internal or external reporting or by public disclosure by a Whistleblower and which causes or may cause unjustified detriment to the Whistleblower.
(m)	Stakeholder	:	Each shareholder, director, or employee of Motherson and each of its suppliers, contractors, consultants and customers and any other persons having an association with the relevant company or companies’ employees.
(n)	Unethical and Improper Practice	:	<p>Unethical and Improper Practice means any practice or suspected or anticipated practice, resulting into:</p> <ul style="list-style-type: none"> (i) violation of Applicable Laws or Motherson policies; or (ii) unethical behaviour, which may include actual or suspected fraud, bribery, corruption, violation of rules or regulation related to financial markets, inappropriate affiliation or behavior, discrimination, unauthorized manipulation of Company data or records, theft of confidential or proprietary customer information or assets, embezzlement or misuse of Company funds, assets, property, or facilities, abuse of authority, negligence causing substantial risk to public health and safety, violations of environmental laws and regulations, human rights violations or any other unethical behaviour; (iii) instances of business partners violating Motherson policies;

			<ul style="list-style-type: none"> (iv) instances of suppliers violating Motherson policies; (v) instances of violating human rights policies; (vi) Environmental risks or instances of violations of related obligations, possibly attributable to Motherson or one of its Stakeholders; and (vii) Other potentially abusive malpractices of Motherson or any of its Stakeholders.
(o)	Whistleblower	:	Any Stakeholders making a Compliant about an Unethical and Improper Practice.
(p)	Whistle Blower Committee	:	The group of individuals nominated by each Regional Chairman Office that are responsible for receipt, investigation, processing, and closing each Complaint that arise within their region.

5. REPORTING A COMPLAINT

5.1. MAKING A COMPLAINT AND MOTHERSON WHISTLEBLOWER SYSTEM

5.1.1. The Channels for making a Whistle Blower Complaint are the following:

(a) Ombudsman:

- Written Complaint: A written Complaint can be sent to Ombudsman's Office at whistleblower.mssl@tari.co.in.
- Verbal Complaint: A Complaint may be lodged on the automated hotline with recording facilities at 18001216441.

(b) Motherson Whistleblower System

Motherson has appointed a third-party provider to facilitate reporting of Complaints through following channels:

- Web portal – www.motherson.ethicspoint.com.
- Toll free helpline number – Motherson Whistleblower System local phone line services as set forth on Appendix 2.
- Mobile Intake: Whistleblowers can submit a Complaint from the QR Code or enter the custom URL in Browser as set forth on Appendix 3.

These are toll free channels and can be accessed 24 hours a day, seven days a week in the native language of the Whistleblower.

(c) Direct contact to the Audit Committee Chairman of SAMIL at email ChairmanSAMILAuditCommittee@motherson.com.

(d) Whistleblower's management or local Human Resources.

- 5.1.2. Complaints can be made anonymously through the Motherson Whistleblower System. The Whistleblower may disclose his/her identity or choose to remain anonymous.
- 5.1.3. The Board of Directors of respective Motherson entities shall adopt the Whistle Blower Committee constituted at the respective Regional Chairman Office level, with authority to receive, investigate, process and close each Complaint. The discussion and advice of respective RCOs is recommended to formulate uniform procedure(s) for a region.
- 5.1.4. While Complaints can be received *via* various channels, Motherson Whistleblower System is used as a central database where details of all Complaints and investigation processes are maintained. All Complaints not directly reported through the Motherson Whistleblower System are entered into Motherson Whistleblower System by respective Administrator, irrespective of the method of original submission.
- 5.1.5. Upon receipt of a Complaint, the Motherson Whistleblower System generates a reference number and the Whistleblower will receive a case reference number or key number from the website or via phone, when they are making the report. By using that number, the Whistleblower can follow up his/her Complaint on the website or via call centre. The Motherson Whistleblower System provide a two-way communication line between the Whistleblower and the Company to discuss and ask questions about his/her Complaint, allowing the Whistleblower to stay anonymous.

5.2. COMPLAINT INVESTIGATION

- 5.2.1. Each Whistle Blower Committee is authorized to establish procedures to do so within the requirements of this Policy and Applicable Laws.
- 5.2.2. The following Complaint will be mandatorily investigated by the Ombudsman:
 - (a) a Complaint against any member of a Whistle Blower Committee;
 - (b) (i) any Complaint determined by respective Whistle Blower Committee to be investigated by the Ombudsman independently considering its sensitivity or seriousness, *for illustration*, Complaint having impact in multiple jurisdiction(s); or (ii) any Complaint determined by the Audit Committee of SAMIL to be investigated by the Ombudsman independently considering its sensitivity or seriousness; and

(c) certain type and/or nature and/or monetary threshold of Complaint(s), as may be determined (from time to time), *sue-moto* by the Audit Committee or the Board of respective Company or the Audit Committee of SAMIL (as the case may be), to be investigated by the Ombudsman independently considering sensitivity or seriousness.

5.2.3. The Ombudsman or the Investigation Team appointed by the relevant Whistle Blower Committee (as the case may be) will carry out investigations of the Complaints. Based on the findings of the preliminary investigation, a report shall be submitted by the Whistle Blower Committee to the Audit Committee or the Board of the respective Company. Further, based on the Applicable Laws in the country having jurisdiction on respective Mother company, if it is required to refer matter to a higher authority and/or a regulatory authority, then the Ombudsman or the Company or the Head of the relevant Regional Chairman Office (as the case may be) must do so.

5.2.4. A summary of all Complaints investigated along with findings will be presented periodically to the Audit Committee of Samvardhana Mother International Limited ("SAMIL") for review.

6. CONFIDENTIALITY, DATA PRIVACY AND NO RETALIATION

6.1 CONFIDENTIALITY AND DATA PRIVACY

6.1.1 The information submitted in the investigation process is treated confidentially except in cases where this is not possible due to legal requirements or to conduct an investigation, in which case the information will be handled sensitively. All information is to be protected from unnecessary and unauthorized disclosure to others using no less than a reasonable degree of care.

"Confidential Information" shall mean any and all information which a recipient has received or otherwise come to know in connection with the case as part of the Complaint management procedure including i.e., the existence of a Complaint, facts or circumstances related thereto, or the fact that investigations are taking or have taken place and the status of the investigations as well as names or other personal data of any participant (including Whistleblower, suspect, witnesses).

6.1.2 No personal data of any Whistleblower, suspected person, witnesses, or any other person involved in any way nor other information on the case or its circumstances etc. through which any involved person could be identified shall be disclosed outside the appropriate applicable Whistle Blower Committee except on an absolute need-to-know basis, e.g., when conducting interviews and/or under legal obligation as per Applicable Laws.

"Personal data" means any information relating to an identified or identifiable natural person. An identifiable natural person is one who can be identified, directly or indirectly, in particular by reference to an identifier such as a name, an identification number, location data, an online identifier or to one or more factors specific to the physical, physiological, genetic, mental, economic, cultural, or social identity of that natural person, e.g., work title.

Personal data also covers information on the case or its circumstances etc. through which any involved person could be identified.

- 6.1.3 Subject to and in pursuant to Applicable Laws, all individuals affected (such as Whistleblower, witnesses, third parties and person(s) against whom the Complaint is made) by a particular Complaint should be provided a consent to the privacy statement as soon as practically possible, by taking into account status of assessment and investigations of the Complaint, by email or otherwise, as deemed appropriate as per Data Protection Laws.
- 6.1.4 The Whistleblowers' identity is to be kept strictly confidential, unless:
- (a) the person explicitly agrees to be identified;
 - (b) identification is necessary to allow the company or law enforcement officials to investigate or respond effectively to the report;
 - (c) identification is required by law; or
 - (d) Disclosure is authorized by the individuals competent to receive or follow up on reports, and only with the explicit consent of that person.

Where Whistleblower's identity is disclosed, the Whistleblower must be informed in advance, unless such information would jeopardize the related investigations or judicial proceedings.

- 6.1.5 For the purpose of processing and investigating Whistleblower's Complaint and subject to the provisions of the Applicable Laws, the personal data and information provided may be accessed, processed and used by the relevant personnel, including human resources, finance, internal audit, legal, corporate compliance, management, external advisors (e.g., legal advisors), audit committee of SAMIL, or in limited circumstances, by technical staff at third-party provider of the Motherson Whistleblower System.
- 6.1.6 Notwithstanding anything contained hereinabove, the Personal data and information provided in investigation process could also be disclosed to police and/or other enforcement or regulatory authorities if the severity and nature of the case requires it.
- 6.1.7 Only anonymized information on any Complaint to be disclosed to third parties who have no need to know. Anonymized information means information that does not contain any personal data or other information from which any participant could be identified e.g., through case circumstances or otherwise.

6.2 INFORMING OTHERS OF THE CONFIDENTIALITY AND NON-RETALIATION

- 6.2.1 Each time a person outside the Whistle Blower Committee participating in the process is contacted, she/he should be informed of the obligation to keep information confidential, and that retaliation will not be tolerated and that violating such obligations may result in legal consequences.

6.2.2 All persons participating in the process are informed that they are obliged to keep the information obtained in the process confidential and the persons outside the Whistle Blower Committee may be asked to affirm and/or sign non-disclosure statement.

6.3 NO RETALIATION

6.3.1 Retaliation of any kind violates our organization's principles and will not be tolerated. Motherson assures that the Whistleblower and witnesses will not be subject to retaliation for any report or statement of a suspected violation that is made in good faith, even if it later turns out to be factually incorrect.

6.3.2 Whistleblowers who believe that they have been retaliated against may file a Complaint to that effect in accordance with this Policy. A proven complaint of retaliation shall result in a proper remedy for the person harmed and disciplinary action against the retaliating person. This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.

6.3.3 All involved parties should be aware, however, that knowingly making false or frivolous Complaints or providing false or misleading information will not be tolerated and may lead to Disciplinary Actions under this Policy and/or the Code of Conduct as per Applicable Laws.

6.3.4 Some Complaints may not result in any investigation or action at a later stage even though they are made in good faith. In such circumstances, no action would be initiated against the Whistleblower. It is also clarified that this process should not be used as a grievance redressal mechanism or to settle personal problems or issues and therefore Whistleblower intentionally making false Complaint with mala fide intention will be subject to action pursuant under Code of Conduct and/or applicable laws.

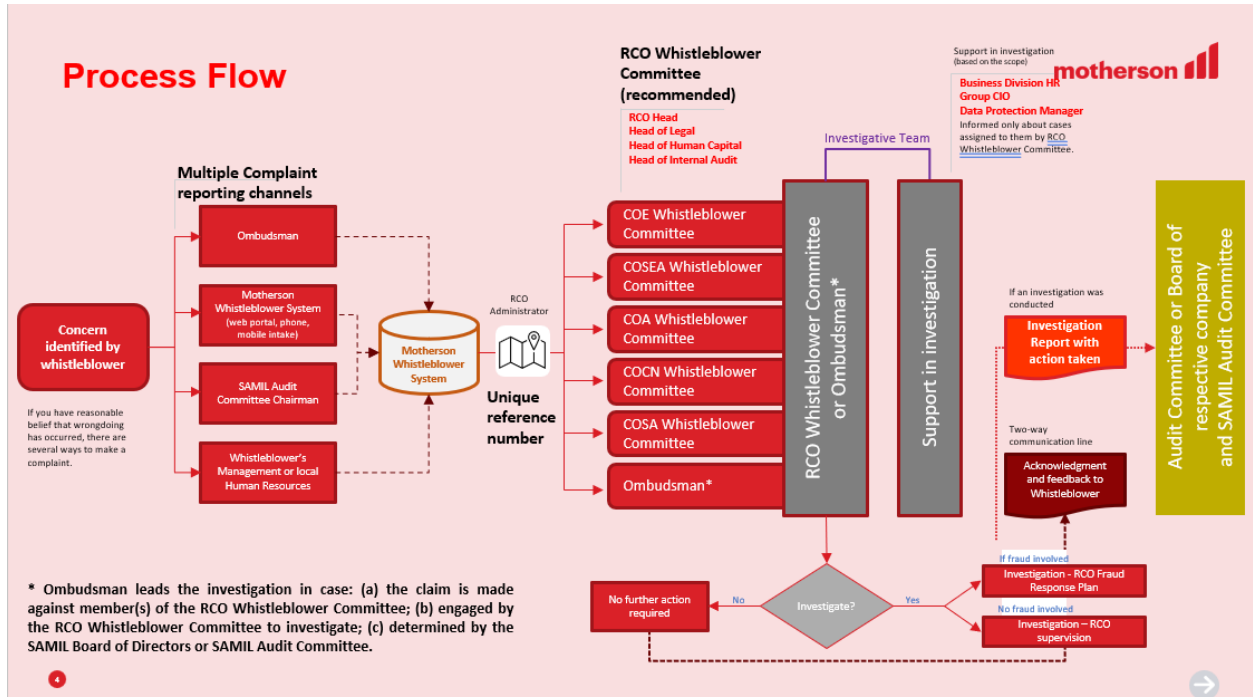
7. CLARIFICATION AND EXCEPTIONS

7.1 For clarifications and exception approval regarding this Policy, employees can approach the Chairman of Audit Committee of SAMIL or the Head of respective Regional Chairman Office.

7.2 Failure to follow above-mentioned procedure by any Company should be reported to the Chairman of Audit Committee of SAMIL or the Head of respective Regional Chairman Office.

8. APPENDICES

Appendix 1 - Flowchart for handling Complaints



Appendix 2 – Toll free helpline numbers

COUNTRY	PHONE NUMBER
Argentina	0800 345 1804
Australia	1800958106
Brazil	0800-892-1592
China	4001205046
Croatia	Step 1: 0800-220-111 Step 2: 888-972-8799
Czech Republic	800 400 114
Estonia	Step1: 800-12001 Step 2: 888-972-8799
France	0800 903 442
Germany	Step 1: 0-800-225-5288 Step 2: 888-972-8799
Hong Kong	800902047
Hungary	Step1: 06-800-011-11 Step 2: 888-972-8799
Ireland	Step1: Ireland (UIFN) (Airtel, Meteor, O2) 00-800-222-55288 Ireland 1-800-550-000 Step 2: 888-972-8799

	Step1: 800-172-444
Italy	Step 2: 888-972-8799
India	022 5032 3019
Japan	0800-1239690
Korea, Republic of South	080-880-2120
Lithuania	8-800-3-31-45
Mexico	001-888-972-8799
Morocco	0530-456059
	Step 1: 0800-022-9111
Netherlands	Step 2: 888-972-8799
Philippines	02 8231 3573
	Step 1: 0-0-800-111-1111
Poland	Step 2: 888-972-8799
	800 815 027
Portugal	
	Step 1: Russia (St. Petersburg) 363-2400 Russia (Moscow) 363-2400 Russia 8^10-800-110-1011 (^ Indicates second dial tone) Russia (Outside Moscow) 8^495-363-2400 (^ Indicates second dial tone) Russia (Outside St. Petersburg) 8^812-363-2400 (^ Indicates second dial tone)
Russia	Step 2: 888-972-8799
Serbia	0800-190-729
Singapore	8004922515

Slovakia	0800601098
South Africa	080 001 4674
Spain	900 751 078
Sri Lanka	072 068 0502
Thailand	1800018154
Turkey	0080049240880048
United Arab Emirates	800 035770006
United Kingdom	0808-234-5803
United States	1-888-972-8799

Appendix 3 – Mobile Application



Appendix 4 – Details of Audit Committee Chairman and RCOs

SAMIL Audit Committee Chairman

Name : Mr. Naveen Ganzu
Designation : SAMIL Audit Committee Chairman
Phone Number : +91 120 6679500
Email : ChairmanSAMILAuditCommittee@motherson.com
Address : Plot No.1, Sector-127. Noida-Greater Noida, Expressway. Noida-201301, Uttar Pradesh. India

Chairman’s Office South Asia, Middle East and Mauritius:

Name : Mr. Sanjay Mehta
Designation : Head of RCO
Phone Number : +91 120 6679301
Email : sanjay.mehta@motherson.com
Address : Plot No.1, Sector-127. Noida-Greater Noida, Expressway. Noida-201301
Uttar Pradesh. India

Chairman Office Europe and North Africa:

Name : Mr. Andreas Heuser
Designation : Head of RCO
Phone Number : +49 6181 36972 – 100
Email : andreas.heuser@motherson.com
Address : Am Germanenring 3. 63486 Bruckhoebel. Germany

Chairman's Office North and South America:

Name : Mr. Sukant Gupta
Designation : Head of RCO
Phone Number : +1 281 520 3051
Email : sukant.gupta@motherson.com
Address : 6002 Rogerdale, suite 650, Houston TX, 77072 United States

Chairman's Office South East Asia, Australia, South Africa, South Korea and Japan

Name : Mr. Bharat Garg
Designation : Head of RCO
Phone Number : +61385617901
Email : bharat.garg@motherson.com
Address : Unit 4. 18-22 Lexia Place. Mulgrave 3170. Victoria. Australia

Chairman's Office China

Name : Mr. Aaron Jiang
Designation : Head of RCO
Phone Number : +86-021-2356 1626
Email : ping.jiang@motherson.com
Address : Unit D, 8th Floor, Building D. No.207 Songhong Road. Changning District. Shanghai. China 200335