



Date – 28.03.2016

WHISTLE BLOWER POLICY FOR EXTERNAL STAKEHOLDERS

1. Objective:

CEAT Limited (CEAT or the Company) is committed to ensure compliance of all the applicable laws, Code of Corporate Governance & Ethics adopted by it and policies and procedures framed by it from time to time, by the Directors and employees of the Company. The purpose of this policy is to provide a framework through which all the Customers, Vendors, Suppliers, Outsourcing Partners, etc. (the External Stake Holders) of the Company can report their genuine concerns and actual/potential violations to the designated officials of the Company fearlessly, as provided in Section 177 of the Companies Act, 2013 and Rules made thereunder.

2. Who can report:

Any External Stake holder of the Company, who has genuine concerns and comes to the knowledge of actual or potential violations, is entitled to report such violations to the designated person mentioned in Clause 4 below

3. Concerns/violations that can be reported:

- a) Deliberate or unintentional non-compliance of the applicable laws,
- b) Improper and unlawful practices,
- c) Cases of frauds or Potential Fraud
- d) Financial and accounting irregularities,
- e) Misappropriation of Company's funds,
- f) Violation of Code of Corporate Governance & Ethics inter-alia nondisclosure of conflict of interest or indulging in insider trading.

4. To whom to report the violations:

Complaints on the matters listed at Clause 3 above, can be directly reported/ lodged with the following official:

Designation : Company Secretary
Address : CEAT Limited, RPG House,
463 Dr. Annie Besant Road,
Worli, Mumbai 400030.
Phone No. : +9122 24292156 / +91-22-25292152
Mobile No.: +917506337790
Email id: ethics@rpg.in

5. Investigation Procedure:

- a) All the complaints received by the designated official(s) as above shall be logged and thereafter shall be forwarded to the Corporate Governance & Ethics Committee (CGEC).
- b) CGEC may at its discretion appoint an Investigation Agency (IA) or ask the Group Business Audit (GBA) to investigate such complaints. The IA or GBA shall investigate and hear the parties after due notice, and shall file its Investigation Report to the CGEC within two months of its appointment or such other extended time allowed by the CGEC.



- c) On receipt of the Investigation Report, the CGEC shall take appropriate action as it deems fit after considering the Investigation Report and other relevant and material facts placed before it.
- d) CGEC will send a copy of the Complaint, Investigation Report and the Action Taken Report to the Chairman of the Audit Committee.
- e) CGEC shall also declare to the Audit Committee that the person engaged for carrying out investigation is not a whistle blower or complainant.
- f) In case of conflict of interest between the Audit Committee members, the remaining members of the Audit Committee shall deal with the matter.

Protection and Safeguards:

Both CGEC and the Audit Committee shall ensure the protection of:

- a) The Complainant/Witness, if any, against any harassment and victimization;
- b) The Complainant's identity;
- c) The complaint documents obtained, verified/admitted as evidence.

Frivolous Complaints:

CGEC shall take suitable action against the complainant for any frivolous complaint.

Miscellaneous:

- A. All the relevant documents namely complaint, information/document obtained during the investigation as evidence, including from witness, if any shall be fully secured to avoid any tampering and shall be preserved for a period of 2 years.
- B. In exceptional cases as may be decided by CGEC after considering the facts of such cases, the whistle blower/complainant shall be provided direct access to the Chairman of the Audit Committee.