



## **MOTHERSON SUMI SYSTEMS LIMITED**

**POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OR  
SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE  
INFORMATION UNDER CODE OF FAIR DISCLOSURES AND  
CONDUCT**

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**1. PREAMBLE**

- 1.1 The Policy and Procedure for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information ('**Policy**') is adopted by Motherson Sumi Systems Limited (the 'Company') in compliance with Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to "**SEBI PIT Regulations**").
- 1.2 The Policy aims to provide a framework for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information ("**UPSI**").

**2. PROCEDURE**

- 2.1 Complaint about leak or suspected leak of UPSI (with full details and evidence, if any) may be reported to the Ombudsperson by using any of the following communication channels:
- (a) By writing to email address: [whistleblower.mssl@tari.co.in](mailto:whistleblower.mssl@tari.co.in)
  - (b) By calling at landline numbers – + 91 (11) 4102 2447 / 4102 2448 / 4102 2452
  - (c) By Postal Mail/Letter to the following Address:  
Thought Arbitrage Research Institute  
C 16, 2nd Floor Qutab Institution Area  
New Delhi- 110016 (India).
- 2.2 In appropriate or exceptional cases, complaint may also be directly reported to the Chairman of the Audit Committee, by post, in a sealed envelope, addressed to: The Chairman of the Audit Committee, Motherson Sumi Systems Limited or the Chairman of the Audit Committee, may *suo moto* initiate an inquiry against any person under this Policy.

**3. INVESTIGATION**

- 3.1 All complaints will be promptly and discreetly investigated, provided allegations are reasonably clear and specific. The Ombudsperson or an investigation committee / member (herein after referred as "**Investigators**") appointed by the Ombudsperson, as the case may be, to investigate any complaint, which is serious nature.
- 3.2 An investigation of any complaint which is vague or unspecified alleged wrongdoings without verifiable evidence adduced may not be undertaken. In case any of the investigator has a conflict of interest in the complaint matter (i.e. there is possibility that his/her/their personal interests may not ensure fair inquiry), he/she/they will inform the Ombudsperson of the same, who may then appoint some other person(s) in his/her/their place as an Investigator.
- 3.3 The investigation of complaint shall be conducted in such manner, at such time and at such venue as may be deemed appropriate by the Ombudsperson. The Ombudsperson may also seek inputs from the concerned officials including Chief Operating Officer, Chief

Financial Officer, Company Secretary, Functional Head(s) (except where they are the respondents themselves in the complaint) for necessary comments to facilitate the investigation.

- 3.4 Initial inquiries – Initial inquiries will be made to determine whether an investigation into a complaint is appropriate, and the form that it should take.
- 3.5 If a complaint is oral, it will be recorded in writing by the office of the Ombudsperson and checked for its veracity.
- 3.6 The extent of contact between the complainant(s) and respondent(s) or person or persons investigation the concern will depend on the nature of issue and the clarity of information provided. Further information may be sought from or provided by, the complainant reporting the concern.
- 3.7 Office of the Ombudsperson may take oral evidence or written statements of various persons including the complainant, and may call for necessary documents in evidence. All employees and directors of the Company shall have a duty to co-operate with investigations initiated under this Policy.
- 3.8 Upon completion of investigation of a complaint, in case of a proven leak or suspected leak of UPSI, the Ombudsperson will compile a report of the investigation conducted and shall present the same to the Chairman of the Audit Committee, containing the following details:
  - (a) The complainant (unless anonymous);
  - (b) A description of the substance of the 'reported issue';
  - (c) The status of the investigation; and
  - (d) Findings and recommendations.
- 3.9 The complaints filed under this Policy will be recorded in a Register, as well as in electronic form, to be maintained by the office of the Ombudsperson, who shall maintain all related documents for seven (7) years. All such documents shall be kept confidential, and under lock and key, by the Ombudsperson office.
- 3.10 All information disclosed during the course of the investigation of complaint will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action in accordance with the applicable laws and regulations. The Company reserves the right to refer any concerns or complaints to appropriate external regulatory authorities.
- 3.11 The complainant(s) may be kept informed of progress and final outcome of investigation of the complaint, within the constraints of maintaining confidentiality.

#### **4. PROTECTION**

- 4.1 No unfair treatment will be meted out to a complainant by virtue of his/her having reported a concern under this Policy. The Company as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against complainant. Complete protection will, therefore, be given to the complainant against any unfair practice like retaliation, threat or intimidation of termination/suspicion of service, disciplinary action, transfer, demotion, refusal of

promotion, or the like including any direct or indirect use of authority to obstruct the complainant's right to continue to perform his/her duties/functions.

- 4.2 The Ombudsperson will make all efforts to keep the identification of the complainant, respondent as well as the witness, confidential.
- 4.3 If a complainant has been victimized, discriminated or retaliated against, he/she may log a written complaint to the Ombudsperson or the Chairman of the Audit Committee. Such complaint will be investigated as deemed fit by them. If as a result of such investigations, an adverse action is found to have been taken against the complainant, or he/she is found to have been victimized or discriminated against, the Company shall take appropriate action on the basis of the recommendation of the Audit Committee.
- 4.4 The complainant has a choice to put forth his/her identify to aid the investigation process but he or she is under no compulsion to do so. In either case, the Company will protect the identity of the complainant, respondent as well as the witness, unless:
  - (a) The person agrees to be identified
  - (b) Identification is required by law / regulatory authorities

## **5. DECISION**

- 5.1 Where wrongful, unethical or illegal conduct is established on the part of any respondent, the management of the Company shall take appropriate disciplinary or corrective action against such respondent, which could include termination of employment.

## **6. WARNING**

- 6.1 Any complainant, who knowingly makes frivolous, misleading or false complaints or without a reasonable belief as to the truth or accuracy of the complaint, will not be protected by this Policy and may be subject to disciplinary action including termination of his/her employment. This will also apply to those who make false statements or give false evidence during the investigations.

## **7. REPORTING**

- 7.1 Any complaint received, investigation initiated and result of such investigation shall be immediately informed to the Chief Operating Officer, Chief Financial Officer and/or Company Secretary (except where they are the respondents themselves in the complaint) to report the same, if required, to the Securities and Exchange Board of India in compliance with provisions of Regulation 9A(5) of the SEBI PIT Regulations.

## **8. REVIEW AND DISCLOSURE**

- 8.1 This policy will be reviewed and amended, as and when, required by the Board and/or under applicable laws. The Policy shall be disclosed on the website of the Company, i.e., 'www.motherson.com'.

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This Policy is approved by the Board of Directors of Motherson Sumi Systems Limited on March 30, 2019 and is effective from April 1, 2019.