

SIGNIFY INNOVATIONS INDIA LIMITED
(Formerly known as Philips Lighting India Limited)
Vigil Mechanism / Whistle-blower Policy

I. Preface :

Signify Innovations India Limited (Signify) is committed to always act with integrity. Signify Integrity Code set out guiding principles in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior and to complying with applicable laws. They govern Signify's business decisions and actions and apply equally to corporate actions and to the behaviour of individual employees in conducting Signify's business.

Any actual or potential violation of Integrity Code, howsoever insignificant or perceived as such, would be a matter of serious concern for Signify. The role of employees in pointing out such violations of Integrity Code cannot be undermined. This Whistleblower Policy ("the Policy") has been formulated with a view to providing a mechanism for directors & employees of Signify to report any kind of violation of legal and regulatory requirements or incorrect or misrepresentation of any financial statements. etc. This policy is an extension of Signify Integrity Code.

SIGNIFY INTEGRITY CODE:

Raise concerns

"If you suspect a violation of the Integrity Code you are encouraged to report your concerns to your Compliance Officer or the Signify Ethics Line. Doing so will allow Signify to address and resolve the issue, ideally before it becomes to a violation of law or a risk to health, security or safety".

Sanctions

"Failure to act in line with the Integrity Code can have serious consequences for Signify as well as the individuals involved. Violations of the Integrity Code will result in disciplinary action, up to and including dismissal. Such violations may also lead to fines and imprisonment for the individuals concerned".

2. Objective:

To provide a mechanism for employees and directors of Signify to report any unethical behaviour, actual or suspected fraud or violation of Signify Integrity Code or any Indian law, or any genuine concern and to ensure that employees or directors who, in good faith, report a suspected violation as entailed above (a 'Complaint') in accordance with this policy will not jeopardize their legal position, nor be subject to disciplinary action or retaliation on account of their reporting.

The objectives of this Policy are:

- To create a window for any person who observes an unethical behavior, actual or suspected fraud, or other violation of Signify Integrity Code or any other policy or genuine concern either organizationally or individually, to be able to raise it;
- To encourage timely, safe and open reporting of alleged wrongdoings or suspected impropriety;

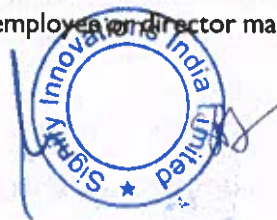


- To ensure consistent and timely institutional response;
- To ensure appropriate reporting of whistleblower investigations;
- To encourage ethical and lawful conduct;
- To provide adequate safeguards against victimization of persons.

3. Definitions :

The definitions of some of the key terms used in this Policy are given below:

- a. "Audit Committee" means the committee formed pursuant to the section 177 of Indian Companies Act, 2013.
- b. "Board" means the board of directors of Signify Innovations India Limited.
- c. "Complaint" means the reporting of any unethical behaviour, actual or suspected fraud or other violation of Signify Integrity Code or any Indian law or any genuine concern to the Committee or the GBP Hotline by a Whistleblower made in good faith would constitute a complaint.
- d. "Disciplinary Action" means any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fines, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- e. "Employee" means every employee of Signify (whether working in India or abroad), including the directors in the employment of Signify .
- f. "Integrity Code" means Signify Integrity Code .
- g. "Good Faith": An employee shall be deemed to be communicating in good faith if there is a reasonable basis for communication of alleged unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- h. "Investigators" means those persons authorised, appointed, consulted or approached by the Country Compliance Officer/Audit Committee or Management of Signify and includes the external investigator of Signify.
- i. "Policy/This Policy" means Signify Vigil Mechanism/ Whistleblower Policy.
- j. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- k. "Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence been gathered during the course of an investigation.
- l. "Whistleblower" means an employee or director making a Protected Disclosure under this Policy.



4. Scope:

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

- Directors or employees of Signify.
- Employees of other agencies deployed for Signify's activities, whether working from any of Signify's offices or any other location.

5. Procedure:

The process of receiving a complaint and conducting its investigation is given in Annexure – I.

6. Protection to Whistleblower :

If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Signify's employees will not be at the risk of losing their job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's rights to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- The communication/ disclosure is made in good faith.
- He/she reasonably believes that information, and any allegations contained in it, are substantially true; and
- He/she is not acting for personal gain.

Signify will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, Signify may inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

7. Malicious Complaint :

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a false concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.



However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

8. Confidentiality:

Signify shall maintain the confidentiality or anonymity of the person making the complaint throughout any investigatory process to the extent practicable and appropriate under the circumstances. All records of complaints, including contents of meetings, the result of the investigation and other relevant materials will be kept confidential by Signify except where disclosure is mandatory under any disciplinary or requirement of laws.

Any person including witnesses who breaches confidentiality shall be subject to disciplinary action.

9. Documents retention:

All documents related to reporting, investigation, and enforcement pursuant to this Policy may be retained by Signify.

10. Report :

The Country Compliance Officer shall present a report of all the cases filed under this policy to the Chairperson of the Audit Committee / Audit Committee of Signify on quarterly basis including opening cases, new cases and pending cases.

11. Modification:

The Board of Directors of Signify can modify this Policy unilaterally at any time without prior notice.

Issued under Authority of the Board of Directors



Sumit P. Joshi
Vice-Chairman
& Managing Director



Nitin Mittal
Country Compliance Officer

Date: 18th March, 2020

Place: Gurgaon



ANNEXURE - I**a. Complaint reporting :**

A disclosure should be made in writing or can log a complaint on Signify Ethic Line. Letters can be submitted by hand, courier, or by post, addressed or Email to the Compliance Officer/Investigation Officer appointed by Signify.

Address : The Country Compliance Officer
Signify Innovations India Limited
(Formerly Philips Lighting)
9th Floor, DLF 9B, DLF Cyber City,
Phase – III, Gurgaon, Haryana
Phone : +91 9871116866
Email : nitin.mittal@signify.com

OR

Ethics line- www.signify.ethicspoint.com

All reported violations whether actual or potential shall be reviewed by the Country Compliance Officer. He shall report all violations to the Signify Fraud Investigation and Compliance Service Committee (FICS) team and depending upon the severity of the allegation it may be decided to engage investigator in investigating the complaint.

Any kind of complaint may also be submitted directly to the Chairperson of the Audit Committee of Signify at email id : mahesh.iyer@signify.com

Any such complaint received by the Chairperson of the Audit Committee directly, the Chairperson shall disclose the same to the Country Compliance officer to initiate necessary action as per this policy.

All Complaints received by Country Compliance officer directly shall be intimated to the Audit Committee Chairperson to the email id: mahesh.iyer@signify.com

Grievances will be classified separately from Complaints.

Any complaint against the Country Compliance officer received by the Chairperson of the Audit Committee shall be reported directly by the Chairperson to the Signify's FICS team.

b. Content of the Complaint:

To assist Signify in the response to or investigation of a complaint, the Complaint should be factual rather than speculative, and contain as much specific information as possible to allow for proper assessment of the nature, extent, and urgency of the matter that is the subject of the complaint. It is less likely that Signify will be able to conduct an investigation based on a complaint that contains

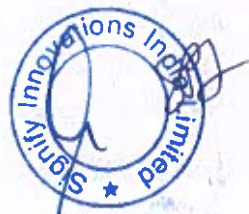


unspecified wrongdoing or broad allegations without verifiable evidentiary support. Without limiting the foregoing, the complaint should, to the extent possible, contain the following information:

- the alleged event, matter or issue that is the subject of the complaint;
- the name of each person involved;
- if the complaint involves a specific event or events, the approximate date, and location of each event; and
- any additional information, documentation or other evidence available to support the complaint.

c. Investigation Procedure

- The Country Compliance Officer or the concerned authority receiving the complaint shall acknowledge receipt of the Disclosure as soon as practical, where the Whistleblower/Complainant has provided his/her contact details.
- The Country Compliance Officer will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Disclosure constitute a compliant). If the Country Compliance Officer determines that the allegations do not constitute a compliant, he/she will record this finding with reasons and communicate the same to the Whistleblower/Complainant.
- If the Country Compliance Officer of Signify determines that the allegations constitute a compliant then the same shall be logged in the "Navex Tool" for reporting all complaints. The Signify Fraud Investigation and Compliance Service Committee (FICS) shall look into the complaint and initiate investigation in accordance with established procedure.
- Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- The investigation may involve the study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information for the purpose of such investigation shall do so. Individuals with whom the Investigator appointed by Country Compliance Officer or FICS requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.
- If the complaint constitutes a criminal offence, the Country Compliance Officer/ FICS shall immediately bring it to the notice of the Audit Committee and take appropriate action including reporting the matter to the concerned authority as advised by Legal Counsel.
- The Country Compliance Officer/ FICS shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations of the investigator. For matters reported to the Audit Committee, the report will be submitted to the Audit Committee Chairperson if so directed by him.



- Whilst it may be difficult for the Country Compliance Officer to keep the Whistleblower/Complaint regularly updated on the progress of the investigations, he/she will keep the Whistleblower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.



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