



WHISTLEBLOWER POLICY

(A) PREAMBLE/INTRODUCTION

The possibility of malpractices occurring in an organization's operations can never be ruled out and ignorance of this possibility demonstrates poor corporate governance with potentially disastrous consequences. The existence of malpractices in an organization can be known only when a person having knowledge of the same reports it to the appropriate authorities. Such a person is known as a whistleblower. However, fear of retaliation and ignorance of where to report malpractices usually discourage a potential whistleblower from reporting the malpractice. Therefore, one of the cornerstones of good corporate governance is the existence of a mechanism to investigate complaints of malpractices with fairness and protect whistleblowers against any retaliatory action.

Though the Company already has a Whistleblower Policy in force, it has felt the need to revamp the policy in order to reaffirm its commitment to the highest standards of corporate governance and legal, moral and ethical conduct.

(B) DEFINITIONS

Certain terms are used repeatedly throughout this policy. The meanings of such terms are provided below for the sake of brevity and convenience.

- (1) "The Company" means Geometric Limited together with all its subsidiaries.
- (2) "Complaint" means a report of actual, suspected or anticipated Malpractice.
- (3) "Malpractice" means any wrongdoing, impropriety or abuse of power that could have a serious impact on the Company's business and reputation. The terms wrongdoing and impropriety can be interpreted to include a variety of issues and it is impossible to provide a comprehensive list of the same. A list of such issues is provided below only for illustrative purposes and should not be construed to limit the meaning of the above terms in any way.
 - a. Violation of law (whether by act or omission) including statutory non-compliance and breach of contractual obligations
 - b. Incorrect financial reporting or financial malpractice
 - c. Misappropriation of company's finances or resources
 - d. Fraud
 - e. Corruption (offering/giving or soliciting/receiving bribes or undue favors)
 - f. Breach of any policy, rules, codes promulgated or adopted by the Company
 - g. Bullying, harassment (including, but not limited to, sexual harassment)
 - h. Any other unethical or improper conduct

Sometimes a single act or omission may, by itself, not have a serious impact on the Company's business or reputation. However, occurrence of such act or omission in conjunction with another act/omission or a series of such acts or omissions may have a serious impact and would therefore be deemed to be a Malpractice.

- (4) "Ombudsperson" means the person designated by the Company to deal with Complaints.

(5) "Respondent" means a person against whom allegations of Malpractice are made in a Complaint.

(6) "Whistleblower" means a person making a Complaint in good faith.

(C) OBJECTIVE

The Company reiterates its intolerance of Malpractices and commitment of dealing with Complaints in an impartial manner. The objective of this policy is to encourage the submission of Complaints free from fear of any retaliation.

(D) APPLICABILITY

This policy applies to the Company's activities throughout the world. Anyone associated with the Company's activities or dealing with the Company may submit a Complaint. This includes shareholders, customers, employees and suppliers.

(E) EFFECTIVE DATE

This policy shall be effective from 22nd February 2010.

(F) SUPERSESION OF PREVIOUS POLICY

This policy supersedes any previous Whistleblower policy released by the Company.

(G) THE COMPANY'S COMMITMENTS

(1) The Company will provide and maintain an appropriate mechanism for receiving and dealing with Complaints.

(2) The Company will protect a Whistleblower against any harassment, victimization or any other form of retaliation (whether active or passive).

(3) If the Whistleblower requests anonymity, the Company will not disclose the identity of the Whistleblower unless legally required or when anonymity is impractical for the purposes of dealing with the Complaint.

(4) The Company and the Ombudspersons will not disclose the existence or contents of a Complaint to anyone other than the Governance Committee and those persons who are required to know for the purpose of dealing with the Complaint or any action required to be taken pursuant thereto. The commitment of confidentiality will not apply when the relevant information is legally required to be disclosed.

(5) The Company will appoint from time to time, one or more full-time senior employees, who are respected for their fairness, independence and integrity, to be the Ombudsperson(s) under this policy. Please refer to Annexure A for a list of the current Ombudspersons and their contact details.

(6) The Company will make a copy of this policy (together with its Annexures) easily available to its shareholders, customers, employees and suppliers and issue appropriate communications to ensure that the existence of this policy is known to the aforesaid stakeholders.

(H) IMPLEMENTATION OF THE POLICY

The Company may, from time to time, frame and maintain appropriate procedures to fulfill the objectives and commitments of this policy. All involved parties (be it a Whistleblower,

Respondent or Ombudsperson) shall adhere to such procedures and maintain confidentiality with regard to a Complaint. Please refer to Annexure B for a description of the current procedure.

(I) DOS AND DON'TS WHEN USING THIS POLICY

This policy, if used appropriately, can help support the best corporate governance practices in the Company. This policy is intended to encourage and enable fearless reporting of Malpractices. It is however not intended to question financial or business decisions taken by the Company. Here are some important Dos and Don'ts that must be followed.

DO:

1. Bring any Malpractice to the attention of the Company as soon as you become aware of the same. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
2. Ensure you have sufficient basis for making a Complaint.
3. Avoid unnecessary anonymity when making a Complaint.
4. Follow the procedures prescribed in this policy for making a Complaint
5. Co-operate with the investigating authorities.
6. Maintain confidentiality of the subject matter of the Complaint and the identity of the persons involved in the alleged Malpractice.

DO NOT:

1. Make allegations that are petty, false, malicious or without substance. Such allegations undermine the purpose of this policy viz. to unearth serious and genuine issues. It may also invite disciplinary action at the discretion of the Ombudsperson.
2. Publicly discuss the subject matter of the Complaint or details of the persons involved in the alleged Malpractice. It may forewarn the Respondent and important evidence is likely to be destroyed.

(J) CONSEQUENCES

When investigations under this policy or proceedings under a due process of law establish that any person/persons have committed a Malpractice or violation of this policy, the Company will adopt appropriate disciplinary action against such persons (including their accomplices in the Malpractice). Such disciplinary action may include (but not be limited to) termination of services, denial of increments and debarring from doing business with the Company.

(K) REPORTS

The Ombudsperson shall send a report to the Chairperson of the Governance Committee and the Company's CEO at the end of every calendar quarter, listing the Complaints received and/or closed during the quarter, the status of open Complaints and brief findings with actions taken on Complaints closed during the quarter. The report may also contain recommendations for improvement in the procedures or amendments to this policy.

The Chairperson of the Governance Committee will table the reports received from the Ombudspersons before the Board of Directors of the Company and seek their guidance where appropriate.

(L) COMPANY'S POWERS

The Company is entitled to amend, suspend or rescind this policy at any time. Whilst the Company has made best efforts to define detailed procedures for implementation of this

policy, there may be occasions when the certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

ANNEXURE A

OMBUDSPERSONS

1. **Name :** **Mr. Basil Almeida**
Address: Geometric Limited
Plant 6, Pirojshanagar
Mumbai – 400 079
Tel.: + 91 22 67056988
Fax: + 91 22 67056891
Email: Ombudsperson@geometricglobal.com OR
Basil.Almeida@geometricglobal.com

2. **Name:** **Ms. Rani Desai**
Address: Geometric Limited
Plant 6, Pirojshanagar
Mumbai – 400 079
Tel.: + 91 22 67056960
Fax: + 91 22 67056891
Email: Ombudsperson@geometricglobal.com OR
Rani.Desai@geometricglobal.com

3. **Name:** **Mr. Michael Pelkey**
Address: Geometric Americas, Inc
633 South Boulevard,
Rochester Hills, MI 48307 USA
Tel.: +1.248.606.6100
Fax: +1.248.606.0284
Email: Ombudsperson@geometricglobal.com OR
Mike.Pelkey@geometricglobal.com

ANNEXURE B

PROCEDURE FOR REPORTING & DEALING WITH COMPLAINTS

1. How should a Complaint be made and to whom?

A Complaint should be made in writing and submitted by hand-delivery, courier, fax or email to any Ombudsperson. However, Complaints against an Ombudsperson or the Company's CEO should be sent directly to the Chairperson of the Company's Governance Committee (cgc@geometricglobal.com) who will act as the Ombudsperson in such cases. Complaints involving the Chairperson of the Governance Committee should be sent to any other member of the Company's Governance Committee who will act as the Ombudsperson in such cases. Whilst a Complaint should normally be submitted to the authorities as outlined above, it may also be submitted directly to the Chairman of the Company's Board of Directors or any other Board member when the Whistleblower feels it necessary under the circumstances.

2. Is there any specific format for submitting the Complaint?

While there is no specific format for submitting a Complaint, the following details must be mentioned:

- (a) Name, address and contact details of the Whistleblower (add Employee ID if the Whistleblower is an employee). These may be dropped if the Whistleblower desires to remain anonymous. However, investigation of anonymous complaints may be difficult if the Whistleblower is not available to provide further details when required.
- (b) Brief description of the Malpractice, giving the names of those alleged to have committed or about to commit a Malpractice. Specific details such as time and place of occurrence are also important.

3. What will happen after the Complaint is submitted?

- (a) The Ombudsperson shall acknowledge receipt of the Complaint as soon as practical where the Whistleblower has provided his/her contact details.
- (b) The Ombudsperson will make a good faith determination as to whether he/she will have a conflict of interest in investigating the Complaint. If there is conflict of interest, the Ombudsperson will refer the Complaint to another Ombudsperson not having any conflict of interest or to the Chairperson of the Governance Committee.
- (c) If there is no conflict of interest, the Ombudsperson will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Complaint constitute a Malpractice. If the Ombudsperson determines that the allegations do not constitute a Malpractice, he/she will record this finding with reasons and communicate the same to the Whistleblower.
- (d) If the Ombudsperson determines that the allegations constitute a Malpractice, he/she will proceed to investigate the Complaint either by himself/herself or with the assistance of any other person(s) as the Ombudsperson deems necessary. If the alleged Malpractice is required by law to be dealt with under any other mechanism, the Ombudsperson shall refer the Complaint to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
- (e) The Ombudsperson will conduct all investigations in an impartial manner using reasonable diligence.
- (f) The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information by the Ombudsperson for the purpose of such investigation shall do so.

- (g) Individuals with whom the Ombudsperson 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.
- (h) If the Malpractice constitutes a criminal offence, the Ombudsperson will report the matter to the police.
- (i) The Chairperson of the Company's Governance Committee may, at his/her discretion, participate in the investigations of any Complaint except where the Chairperson has a conflict of interest.
- (j) The Ombudsperson shall conduct such investigations in a timely manner and shall submit a written report containing his/her findings and recommendations to the CEO of the Company as soon as practically possible and in any case, not later than 30 days from the date of receipt of the Complaint. The CEO may allow additional time for submission of the report based on the circumstances of the case.
- (k) Whilst it may be difficult for the Ombudsperson to keep the Whistleblower regularly updated on the progress of the investigations, the Ombudsperson will keep the Whistleblower informed of the result of the investigations and his/her recommendations subject to any obligations of confidentiality.
- (l) The CEO of the Company will ensure action on the recommendations of the Ombudsperson and keep the Whistleblower informed of the same. Though no time frame is being specified for such action, the Company will endeavor to act as quickly as possible in cases of proved Malpractice.

4. What should I do if I am not satisfied with the progress or results of the investigation or the actions taken in cases of proved Malpractice?

You may make a written appeal to the Chairperson of the Company's Governance Committee along with a copy of your original Complaint. The Chairperson of the Governance Committee will follow the same process as detailed above while dealing with your appeal. When the appeal is made in a Complaint where the Chairperson has been acting as an Ombudsman, the written appeal should be sent to any other member of the Governance Committee who will then proceed as the appellate authority. No appeal can be made when the Complaint is made directly to an authority other than an Ombudsperson or the Chairperson of the Governance Committee.

5. What should I do if I face any retaliatory action or threats of retaliatory action as a result of making a Complaint?

If you face any retaliatory action or threats of retaliatory action as a result of making a Complaint, please inform the Ombudsperson in writing immediately. The Ombudsperson will treat reports of such actions or threats as a separate Complaint and investigate the same accordingly. In such cases, the Ombudsperson may also recommend to the CEO, appropriate steps to protect you from exposure to such retaliatory action and the CEO will ensure implementation of such or similar steps for your protection.
