

BIRLA COTSYN (INDIA) LIMITED

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

BIRLA COTSYN (INDIA) LIMITED**VIGIL MECHANISM/ WHISTLE BLOWER POLICY****PREAMBLE:**

Section 177 of the Companies Act, 2013, and the Rules made thereunder ('Act') and Regulation 4(2)(d)(iv), 22 and 46(2)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (herein after referred as "Listing Regulations"), inter-alia, provides a mandatory requirement, for all listed companies to establish a mechanism called "Vigil Mechanism (Whistle blower Policy)" contain detailed provisions on Vigil Mechanism or Whistle Blower Mechanism which needs to be implemented in all Companies governed under the Statutes. Moreover, **BIRLA COTSYN (INDIA) LIMITED** (the "Company") believes in the conduct of its affairs in a fair and transparent manner by adopting and upholding highest standards of ethics, professionalism, honesty and integrity.

This policy enables all employees and/or associates to report complaints, concerns, or grievances related to any form of misconduct, mismanagement, or violations of laws, rules, or regulations within the Company, using a prescribed process and without fear of retaliation or persecution. It also ensures the confidentiality of the complainant's identity, the details of the complaint or disclosure, and the identity of the individual under investigation, while adhering to the fundamental principles of natural justice.

POLICY OBJECTIVES:

Employees are often the first to recognize any concern within the Company. However, they may ignore such concerns or dismiss them as mere suspicions or disloyalty to their colleagues, managers or to the Company itself. Also, they may not be aware of the appropriate procedure or the internal authority to whom the concern must be raised.

The objective of this policy is to establish a formal and secure platform for reporting concerns related to unethical conduct, actual or suspected fraud, or violations of the Company's Code of Conduct or policies; to ensure a reporting mechanism free from the fear of retaliation; to protect the identity and confidentiality of the whistleblower; and to foster a culture of integrity by promoting ethical behavior and compliance with applicable laws and regulations.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

DEFINITIONS:

1. **"Associate"** shall mean, business associates of the Company including existing or proposed consultants, service providers, Lessors / Owners of Properties etc.
2. **"Audit Committee"** shall mean the Audit Committee of the Board of Directors of the Company constituted / re-constituted in accordance with Section 177 of the Companies Act, 2013 & in accordance guidelines of Listing Obligations and Disclosure Requirements.
3. **"Board"** shall mean the Board of Directors of the Company.

4. **“Code”** means Code of Conduct for Directors and Senior Managerial Personnel adopted by **Birla Cotsyn (India) Limited**.
5. **“Protected Disclosure”** means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title **“SCOPE OF THE POLICY”** with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
6. **“Employee”** shall mean every employee including permanent employee, temporary employee, outsourced employee, contractual employee including Directors of the Company (Working India or abroad).
7. **“Whistle Blower”** means an Employee or Director who makes Protected Disclosures/ complaint under this policy.
8. **Un-Published Price Sensitive information (“UPSI”)** Shall mean any information, relating to a Company or its securities, directly or indirectly, that is not generally available and which, upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:
 - i. Periodical financial results of the Company;
 - ii. Intended declaration of dividends (Interim and Final);
 - iii. Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
 - iv. Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
 - v. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
 - vi. Changes in Key Managerial Personnel; Words and expressions used and not defined herein but defined in Companies Act 2013, Securities Contracts (Regulation) Act 1956, SEBI Act, 1992, and Rules / Regulations framed therein, and the Listing Regulations shall have the meaning respectively assigned to them in those provisions.
 - vii. Any other event as may be notified by the Company from time to time;

SCOPE

The policy is an extension of the Code of Conduct for Directors & Senior Managerial Personnel and covers disclosures of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

- a. Breach of the Company's Code of Conduct;
- b. Breach of Business Integrity and Ethics;

- c. Breach of terms and conditions of employment and rules thereof;
- d. Intentional Financial irregularities, including fraud, or suspected fraud;
- e. Deliberate violation of laws/regulations;
- f. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment;
- g. Manipulation of company data/records;
- h. Pilferation of confidential/propriety information;
- i. Gross Wastage/misappropriation of Company funds/assets;
- j. Criminal Offence;
- k. Abuse of Authority;
- l. Sharing of Unpublished Price Sensitive Information other than legitimate purposes;

The Policy is a channel to reinforce a robust implementation of the Company's Code. Through this Policy, the Company seeks to provide a procedure for all the employees of the Company to disclose any unethical and improper practice taking place in the Company for appropriate action and reporting.

ELIGIBILITY:

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

PROCEDURE:

- (i) The Whistle Blower may lodge his / her Disclosure / Complaint to the Competent Authority by sending an e-mail with proper information and details to Compliance Officer of the Company or by sending a handwritten / typed letter addressed to any of the office bearers who are ex-officio Competent Authority under this Policy or in exceptional circumstances by verbal or telephonic communication.
- (ii) In case the Disclosure / Complaint made by a verbal or telephonic conversation, the Competent Authority may record the communication in a written or electronic / audio recording form at the earliest, to initiate next course of action.
- (iii) The Whistle Blower must indicate his / her name, contact details and relationship with the Company in the Complaint. Relevant supporting documents / evidences and a brief background must form an integral part of the written Complaint.
- (iv) The name and contact details of the Whistle Blower shall not be disclosed by the Competent Authority to anyone except the Chairman of the Audit Committee and / or the Chairman & Managing Director of the Company and / or to the concerned office bearers of the Company who are required to be informed in case of such incident. No unnamed Complaint shall be entertained. If the Complaint relates to a fact / incident, the Whistle Blower must lodge the Complaint within 30 days from the date he / she became aware of such fact / incident.
- (v) The Whistle Blower shall exercise caution before lodging a Complaint to ensure that he / she is not doing so under influence of any person and / or any past incidence.

INVESTIGATION:

- (i) All relevant Disclosures / Complaint reported under this Policy will be recorded and duly investigated. The Competent Authority may at its sole discretion consider the involvement of any other investigator.
- (ii) If Disclosures / Complaint are made against any of the office bearer who is an ex-officio Competent Authority, such office bearer will be barred to act as Competent Authority in the said proceedings / investigation and shall extend co-operation to the Competent Authority if sought for in such proceedings.
- (iii) After completion of investigation process, if it is found that an improper / unethical act has been committed, the Competent Authority shall place their findings / recommendations to the Audit Committee of the Company to take such disciplinary / corrective actions as it may deems fit in consultations with the Chairman & Managing Director of the Company.

DISCIPLINARY ACTIONS:

The Company may take the following punitive actions against the accused, where the Committee find him/her guilty:

- (i) Issue of an official reprimand cum warning letter;
- (ii) Counselling;
- (iii) Bar from participating in performance bonus review;
- (iv) Cessation in increment of remuneration for a particular period as the Competent Authority deems fit;
- (v) Termination from employment;
- (vi) Recovery of monetary loss suffered by the Company;
- (vii) Legal Suit or / and appropriate legal recourse under civil and criminal laws of the land;
- (viii) Any other punitive action which the Competent Authority shall deem fit, provided it shall be proportionate to the offence committed by the accused;

CONFIDENTIALITY:

During the period of investigation or even after completion of the investigation, the identity of the Whistle Blower and the accused should be confidential. Any disclosure of identity of the accused shall be only to the extent it is necessary considering the progress of investigation process and the legitimate needs of law.

PROTECTION OF WHISTLE BLOWER:

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimisation of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

REPORTING:

1. The Chief Financial Officer shall submit a yearly report to the Audit Committee informing the status of all Complaints received from the Whistle Blowers, Complaints resolved and action taken, Complaints under investigation and number of false Complaints lodged by Whistle Blowers.
2. The Chief Financial Officer of the Company (ex-officio Competent Authority under this Policy) may also submit his observations on quarterly basis on the proceedings under this Policy before the Audit Committee of the Company.

The complaint may be sent directly to the Chairman of the Audit Committee, as per the details given hereunder: -

Name & Address: Pradip Kumar Das
Chairman Audit Committee
1105, 11th Floor, Regent Chambers,
J.B Marg, Nariman Point, Mumbai,
Maharashtra- 400021
Email: pkdas1962@yahoo.com

AMENDMENT:

Any Subsequent modification/amendment to the provision of the Act, Regulations Shall automatically apply to this Policy.

