

**THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED**

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CIN: L95000DL1920PLC099621

Phone:011- 66561206

**WHISTLE BLOWER POLICY**

**I. BACKGROUND**

The Policy is formulated in line with the requirement of Regulation 22 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (known as listing regulations) read with Section 177(9) of the Companies Act, 2013 and Rule 7 of the Companies (Meeting of Board and its powers) Rules, 2014.

**II. TITLE**

This Policy shall be called “Whistle Blower Policy”.

**III. PURPOSE**

The purpose of the policy is to provide opportunity to Directors and employees to report genuine concerns related to illegal or unethical practices and to provide necessary safe guards to the Directors and employees against unlawful victimization.

**IV. APPLICABILITY**

This Policy shall be applicable to all the directors and permanent employees of the Company.

**V. SCOPE**

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
6. Any unlawful act whether Criminal/ Civil
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of Company Policy or failure to implement or comply with any approved Company Policy.

This Policy should not be used as a route for raising malicious allegations against colleagues.

## **VI. ROLE, RIGHTS AND RESPONSIBILITIES**

### **a) Whistle Blower**

- The Whistle Blower shall communicate in writing of any violation, unethical or improper practices along with all the necessary evidences to the Audit Committee.
- The Whistle Blower is not required or expected to conduct any investigation on his own.
- The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.
- The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality.
- Genuine Whistle Blowers will be accorded protection from any kind of harassment/unfair treatment/victimization. However, motivated and frivolous disclosures shall be discouraged.
- Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

### **b) Audit Committee**

- Audit Committee shall be the reporting authority under this policy.
- The Audit Committee shall appropriately and expeditiously investigate all whistle blower reports and shall have the authority to ask for any information, document for determining the correctness of the complaints.
- The Audit Committee shall maintain a register for registering any complaints received from the employees. The Audit Committee may ask significant evidences while registering the complaints.
- Audit Committee shall maintain confidentiality of the whistle blower and witnesses who provide information.

### **c) Subject (person against whom complaint is received)**

- The identity of subject shall be kept confidential.
- Subject(s) will normally be informed of the allegations at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.
- Subject(s) shall co-operate with the Investigator(s) during investigation.
- Subject(s) have a right to be informed of the outcome of the investigation.

## **VII. PROCEDURE FOR HANDLING COMPLAINTS**

- All complaints should be addressed to the Chairman of the Audit Committee of the Company.

- Complaints shall preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi language.
- The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.
- All complaints reported under this Policy will be thoroughly investigated by the Audit Committee, who may at its discretion, consider involving any Investigators for the purpose of investigation.
- The investigation shall be completed normally within 45 days of the date of receipt of the complaint or such extended period as the Audit Committee may permit.
- Subject(s) and Whistle Blower shall co-operate with the Investigator(s) during investigation.
- If the Audit Committee is of the opinion that the investigation discloses the existence of improper activity which is an offence punishable in law, the Committee may take disciplinary action under applicable statutory provisions.
- If the Audit Committee is satisfied that the complaint is false, motivated or vexatious, the Committee may take appropriate action against the whistle blower.
- Audit Committee shall complete all the formalities and shall resolve the matter within 6 months from the date of filing of the complaints. Any extension in respect thereof shall be in writing along with necessary justifications.
- Audit Committee shall submit a report before the Board meeting to be held immediately after the completion of whistle blower complaint.
- All employees of the Corporation shall abide by, obey and be bound to implement any decision taken or direction given by the Audit Committee.

#### **VIII. REVIEW OF COMPLAINTS BY AUDIT COMMITTEE**

A summary of complaints received under this policy along with the results of investigation and action taken, if any will be placed before the chairman of the Audit Committee on a quarterly basis for review. The report will not contain any names.

#### **IX. AMENDMENT**

This Policy may, from time to time, be altered, amended and modified, as deemed fit by the Board / Audit Committee.

#### **X. DISCLOSURES**

The Company shall disclose this Policy on the website of the Company ([www.birlacotton.com](http://www.birlacotton.com)).