

BHATKAWA TEA INDUSTRIES LIMITED

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted a Code of Conduct („the Code”) to be followed by its Directors, Senior Management Executives and Employees of the Company. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

The Companies Act, 2013 now mandates certain companies to establish a vigil mechanism whereby, such violations of the Code of Conduct and/or the ethics policy in addition to the genuine grievances of the shareholders, employees or directors of the Company can be monitored and adequately addressed.

The “WHISTLEBLOWER POLICY” encourages Directors and employees (hereinafter referred to as employees) to bring to the Company’s attention, instances of unethical behavior, actual or suspected incidents of fraud or violation of the code of conduct that could adversely impact the Company’s operations, business performance and/ or reputation. The Company will investigate such reported incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld.

DEFINITIONS

“Audit Committee” or “Committee” means Committee constitute by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Board” means Board of Directors of the Company

“Company” means Bhatkawa Tea Industries Limited

“Code/Code of Conduct” means Code of Conduct for Directors and Senior Management Executives adopted by the Company

“Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“Fraud” means deliberate deception to secure or attempt to secure, unfair or unlawful benefit or gain from the Company or a third party. This may include the embezzlement of Company funds or the misappropriation of Company assets in the form of money, property, data or intellectual property.

“Employee” means any employee of the Company (whether working in India or abroad), including the Director or officer in the employment of the Company

“Policy” means the Whistle Blower Policy.

“Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern

“Subject(s)” means any individual or individuals against whom an allegation has been made.

"Unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following-

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel;

“Whistle Blower” means any individual who reveals the wrongdoing within an organization to the Chairman of the Audit Committee and also referred to as a complainant.

POLICY

- To establish a vigil mechanism where every employees feels free secure to report specific incidents of unethical behavior actual or suspected incidents of fraud or violation of the company`s code of conduct.

- To investigate reported incidents in a fair manner.
- To take appropriate disciplinary action against the delinquent employee(s).
- To ensure that no employee is victimised or harassed for bringing the incidents to the attention of the Company.
- The intent of the Policy is to bring genuine and serious issues to the fore and it is not intended for petty Disclosures. Malicious allegations by employees may attract disciplinary action.
- A whistle blower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation

The practice of this Policy will be overseen by Audit Committee.

REPORTING MECHANISM

A whistle blower complaint may be made by any employee (hereinafter referred to as the complainant) in good faith having reasonable grounds in writing specifying the nature and description of the violation and documents that would prove or relate the violation to his or her immediate reporting authority. Complaint by or against senior management should be made to the Chairman of the Audit committee.

The whistle blower shall have the right to access the Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

The Protected Disclosure shall be made 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 or in the regional language of the place of employment of the Whistle Blower and must include as much information about suspected violation as the complainant can provide. The Protected Disclosure should be forwarded under a covering letter. This shall bear the identity of the Whistle Blower. Audit Committee Chairman shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation. The

protected disclosure should be completely factual and should describe (i) The nature, period of commission and details of the alleged violation; (ii) The identities of the persons suspected to have committed the alleged violation; and (iii) A description of the documents that would prove or relate to the suspected violation. Employees are encouraged to report such incidents as early as possible, of the suspected violation / breach noticed by him/ her, so that timely action can be taken.

INVESTIGATION

i) On receipt of complaint (other than by or against senior management), the immediate reporting authority will make necessary assessment on being satisfied to the seriousness and credibility of the complaint, direct the complaint for investigation, in consultation with the Head of the Internal Audit department of the Company. Proceedings of investigation shall be conducted in a fair, unbiased manner.

ii) All information disclosed during the course of an investigation, including the identity of the complainant, shall be kept confidential except as necessary or appropriate disclosure required for the purposes of the investigation or where required to be statutorily disclosed.

iii) Upon completion of the investigation, the findings shall be reported by the Head of Internal Audit department to the Management of the Company.

iv) If the Management / Audit Committee find that a violation has occurred, the Company shall take appropriate action which may include disciplinary proceedings against the violator.

NO RETALIATION

- The Policy is intended to encourage and enable employees to raise bonafide concerns. No employee who reports a violation shall suffer any harassment, retaliation or adverse employment condition as a consequence of such reporting.

- Any employee who retaliates against a person reporting a violation will be subject to disciplinary proceedings.

COMPLAINT TO BE MADE IN GOOD FAITH

- A complainant must act in good faith and have reasonable grounds for forming a belief that his or her complaint constitutes a violation.
- This policy must not be used as a tool for victimization, making false allegation or acting malafide.
- Any person who is found to be making baseless, reckless malicious or deliberately false allegation, shall be subjected to disciplinary proceedings.

TIME FRAME

The investigation shall be completed normally within 45 days of the receipt of the concern.

AMENDMENT

This Policy may be amended or modified in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the employees unless the same is notified to the employees by posting it on the Company's website.