

BHATKAWA WHISTLE BLOWER POLICY

I. Preface

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of ethical corporate governance practices. The Company has adopted a code of conduct for the Board of Directors and Senior Management Personnel. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. It has been decided to introduce the Whistle Blower Policy considering the matter of pointing out any violations of the Code by the employees. This Policy will enable all employees and the stakeholders to raise their concerns internally in a responsible and effective manner if and when they discover information which they believe shows serious malpractice.

II. Definitions

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

“Audit Committee” means the Audit Committee of the Board of Directors of the Company constituted in accordance with Section 177 of the Companies Act, 2013 and Rules framed there under read with Clause 49 of the Listing Agreement with the Stock Exchanges.

“Code” means the Code of Conduct of Bhatkawa Tea Industries Limited.

“Employee” means every employee including ex-employee, contractual employees and Directors of the Company.

“Investigators” mean those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee, and include the auditors of the Company and the police.

“Protected Disclosures” means any communication made in good faith that discloses or demonstrates information that makes evidence unethical or improper activity.

“Subject” means a person against or in relation to whom a protected disclosure has been made or evidence gathered during the course of an investigation.

“Whistle Blower” means an Employee making a protected disclosure under this Policy.

III. Constitution of “Vigil Mechanism Committee” (VMC)

The audit committee constituted as per Act shall oversee the Vigil Mechanism and act as Vigil Mechanism Committee. They must meet at least once in a year and prepare their report. The Chairman of the Audit Committee shall also be the Chairman of the Vigil Mechanism Committee. The CFO shall be a permanent invitee in such meeting.

IV. Role and Responsibility of the “Whistle Blower”

The Whistle Blower’s role is that of a reporting party with authentic information. The Whistle Blower shall co-operate with the Chairman / Members of the Whistle Blower’s Grievance Redressal Committee.

V. Role and Responsibility of the “Vigil Mechanism Committee”

The role and responsibility of Vigil Mechanism Committee (VMC) shall be as under:

- a. To conduct the enquiry in fair and unbiased manner;
- b. To appoint investigating officer(s), if required;
- c. To maintain strict confidentiality;

- d. To recommend an appropriate course of action against the accused, if found guilty;
- e. To recommend an appropriate course of action against the complainant for false complaints.
- f. To report to the Audit Committee of the Board about the number of complaints received, investigated, redressed and un-resolved in a financial year.

VI. Procedure of Lodging Complaints

The Whistle Blower shall lodge his/her initial complaint to the Chief Internal Auditor of the Company and the complaint must be either in the form of a written letter (in closed envelope) or by e-mail. The Whistle Blower must indicate his/her name, contact details and relationship with the Company in the complaint.

Any anonymous or unsigned complaint will be rejected, with no investigation.

The name and contact details of the complainant shall not be disclosed by the Chief Internal Auditor to anyone except the Chairman /Members of the VMC.

In case the complaint is against any Director of the Company or against any Member of the VMC, the Whistle Blower shall lodge his/her complaint directly to the Chairman of the VMC at the following address:

The Chairman
Vigil Mechanism Committee
Bhatkawa Tea Industries Limited
Nikko House
2, Hare Street,
Kolkata – 700 001
Email: contact@bhatkawa.com

VII. Procedure for Redressal of Grievances

- a. On receipt of a valid complaint from a Whistle Blower, the Chief Internal Auditor and/ or the VMC may perform all such acts as may deem fit and appropriate to safeguard the interests of the Company, including but not limited to, the following functions:
 - i. Appoint external agency to assist in investigation;
 - ii. Request any officer(s) of the Company to provide adequate financial or other resources for carrying out investigation;
 - iii. Seek explanation and give reasonable opportunity to the accused to respond;
 - iv. Recommend appropriate penal action against the accused or against the complainant for lodging false complaint, as the case may be.
- b. During the period of investigation or even after completion of the investigation, identity of the Whistle Blower and the accused should be kept confidential and disclosed only to the extent necessary for the purpose of investigation process.
- c. The accused will normally be informed of the allegations against him/her at the outset of a formal investigation and he/she shall be given requisite opportunities to defend his/her case during the investigation process.
- d. A report shall be prepared after completion of investigation by the Chief Internal Auditor / Members or Chairman of the VMC, which shall be submitted to the VMC. Upon receipt of the Report, the Committee shall forward the same along with its recommendations to the Managing Director of the Company for Disciplinary Action. In case, the Managing Director is the accused and found guilty, the VMC shall forward such Report to the Chairman of the Board of Directors for taking appropriate action.

VIII. Protection against Victimization

No adverse action shall be taken against an employee/associate or business associate in “knowing retaliation” who makes any good-faith disclosure of suspect or wrongful conduct prevailing in the Company, to the Chief Internal Auditor or VMC.

IX. Prevention of Documents and Records

All Initial Communications, documented along with the results of Investigation relating thereto, shall be retained by the Company Secretary for a minimum period of 8 (eight) years or as mentioned in applicable law, if any.

X. Power to amend the Policy

This Policy may be amended from time to time by the Board based on the recommendation of the VMC.