



## DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED

Regd. Office: Dalmiapuram – 621651, Dist: Tiruchirapalli, Tamil Nadu  
[CIN: L15100TN1951PLC000640]

### WHISTLE BLOWER POLICY & VIGIL MECHANISM

#### 1. Preface

- (a) Dalmia Bharat Sugar and Industries Limited ("**Company**") believes in the conduct of its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. The Company is committed to developing a culture where it is safe for all Stakeholders including Employees and Directors to raise concerns about any poor, illegal, unethical or unacceptable practice and any event of misconduct.
- (b) Section 177 (9) of the Companies Act, 2013 ("**Act**") read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, mandate that the following classes of companies must constitute a vigil mechanism –
- (i) Every listed company.
  - (ii) Every other company which accepts deposits from the public.
  - (iii) Every company which has borrowed money from banks and public financial institutions in excess of INR 50,00,00,000 (Indian rupees fifty vcrores).

In addition to the above, Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") mandatorily requires all listed companies to establish a vigil mechanism/whistle blower policy for directors and employees to report genuine concerns while safeguarding them against any consequent victimization. Regulation 4(2)(d)(iv) of the SEBI Listing Regulations also places an obligation on listed companies to devise a vigil mechanism/whistle blower policy that enables stakeholders including individual employees and their representative bodies to freely communicate their concerns about any unethical or illegal practices.

- (c) Accordingly, this whistle blower policy & vigil mechanism ("**Policy**") has been formulated with a view to provide a mechanism for directors, employees and other stakeholders of the Company to report/communicate genuine concerns.

#### 2. Definitions

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



- (a) **"Audit Committee"** means the audit committee of the Company, as constituted from time to time.
- (b) **"Board of Directors"** means the board of directors of the Company, as constituted from time to time.
- (c) **"Company"** means Dalmia Bharat Sugar and Industries Limited.
- (d) **"Director"** means a director of the Company.
- (e) **"Employee"** means every employee of the Company (whether working in India or abroad).
- (f) **"HR Head"** refers to Head of Human Resource Department of Dalmia Bharat Sugar and Industries Limited.
- (g) **"Investigator(s)"** mean person(s) appointed as Investigator under Clause 6.4/6.5 of this Policy.
- (h) **"Protected Disclosure"** means any complaint/communication made in good faith under this Policy that discloses or demonstrates information that evidences violation of any Code of Conduct or Policy of the Company and unethical or improper activity in relation to the Company.
- (i) **"Stakeholders"** means vendors, suppliers, shareholders, debenture holders and others with whom the Company has any financial or commercial dealings.
- (j) **"Whistle Blower"** means a Stakeholder, Employee or Director making a Protected Disclosure in accordance with this Policy.
- (k) **"Ethics Officer"** means internal control point for all Protected Disclosure.

### **3. Scope of the Policy**

- 3.1 The Whistle Blower's role is to report with reliable information relating to actual or potential violations of the Code of Conduct for Directors and Senior Management, Code of Conduct of the Company for Employees, Code of Conduct for Prevention of Insider Trading or any Policy of the Company. The Whistle Blower is neither required nor expected to act as an Investigator or finder of facts, nor would he/she determine the appropriate corrective or remedial action that may be warranted in a given case.
- 3.2 Whistle Blowers shall neither act on their own in conducting any investigative activities, nor have a right to participate in any investigative activities other than as requested by the Company.

3.3 Protected Disclosures will be appropriately dealt with by the Ethics Officer.

#### **4. Eligibility and Disqualifications**

4.1 All Whistle Blowers are eligible to make Protected Disclosures under this Policy.

4.2 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

4.3 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

4.4 Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, Chairman of the Audit Committee would reserve its right to take appropriate disciplinary action.

#### **5. Procedure for filing a Protected Disclosure/complaint**

5.1 All Protected Disclosures should be addressed to the “Ethics Officer” of the Company and submitted in a sealed envelope marked as “Confidential” either Directly or through Ethics Helpline by using any of the below methods:

- (a) Emailing at: [dalmiaethicscomplaints@ethicshelpline.org](mailto:dalmiaethicscomplaints@ethicshelpline.org)
- (b) Calling on Toll Free Number: 1800 572 5242
- (c) Sending a FAX by choosing option (b) after dialing the above number to send fax.
- (d) Writing at: PO Box No 71, DLF Phase 1, Qutub Enclave, Gurgaon – 122002.

The reported information shall be forwarded to the Ethics Officer.

However, Protected Disclosure(s) against the Ethics Officer or any member of the Ethics Committee should be addressed to the Chairman of the Audit Committee of the Company and accordingly should be forwarded to him/her.

5.2 Protected Disclosure should not be made in any form or mode other than that suggested in this paragraph, *otherwise such protected disclosure* shall not be entertained or dealt with in any manner whatsoever.

- 5.3 If a Protected Disclosure is received by any Employee of the Company other than the Ethics Officer/ Chairman of the Audit Committee, the same should immediately be forwarded to the Ethics Officer/ Chairman of the Audit Committee, as the case may be, for further appropriate action. Appropriate care must be taken by all concerned to keep the identity of the Whistle Blower confidential. Any non-compliance of this provision shall be treated as breach of Code of Conduct.
- 5.4 Protected Disclosures should 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 or in the regional language of the place of employment of the Whistle Blower.
- 5.5 The Protected Disclosures should be forwarded under a duly signed covering letter which shall bear the identity of the Whistle Blower. Anonymous disclosures will not be entertained.
- 5.6 Protected Disclosures should be factual and not speculative and should contain as much specific information as possible to allow proper assessment of the nature and extent of the concern.
- 6. Investigation of Protected Disclosure/complaint**
- 6.1 The Protected Disclosure, if adequate and complete, shall be considered and reviewed by the Ethics Officer on its merits and if there is a prima facie case, same shall be referred and handed over to the Ethics Committee for detailed investigation. The Ethics Officer may take assistance of a person of trust of the Company in performance of his duties.
- 6.2 The Ethics Committee shall maintain confidentiality and follow principles of natural justice in conducting the investigations.
- 6.3 Upon conclusion of the investigation and based on the review of relevant findings, the Ethics Committee shall submit its report to the Ethics Officer. The Ethics Officer shall take the appropriate action in accordance with the Code of Conduct and report the same to the Audit Committee.
- 6.4 In cases where the Ethics Committee concludes with respect to financial/accounting matters/instances related to insider trading or leakage of unpublished price sensitive information/otherwise, that a more detailed investigation by external professional would be required, it may recommend the same to the Ethics Officer. In such cases, the Ethics Officer shall in consultation with the Chairperson of the Audit Committee appoint the Investigator(s) to investigate the matter under this Policy. Upon receipt of report with suggested action from the Investigator(s), the Ethics Officer shall in consultation with the Chairperson of the Audit Committee take appropriate

action in accordance with the Code of Conduct and report the same to the Audit Committee and to such other authority(ies) as may be required under any applicable law (s).

- 6.5 The Protected Disclosure against the Ethics Officer or any member of the Ethics Committee, if adequate and complete, shall be considered and reviewed by the Audit Committee Chairman on its merits and if there is a prima facie case, the Audit Committee Chairman shall appoint the Investigator(s) and hand them over the matter for detailed investigation. Upon receipt of report from the Investigator(s), the Audit Committee Chairman shall submit the same to the Managing Director with suggested action and report the same to the Audit Committee.
- 6.6 The contact details of the Ethics Officer, Chairperson of the Audit Committee and constitution of Ethics Committee are given at the end of this Policy document.

## **7. Protection of Whistle Blowers**

- 7.1 No unfair treatment will be meted out to a Whistle Blower by virtue of him / her having made a Protected Disclosure under this Policy. The Company condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his / her duties / functions including making further Protected Disclosures.
- 7.2 A Whistle Blower may directly report any violation of the above clause to the Chairperson of the Audit Committee.
- 7.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Ethics Officer/Ethics Committee/Investigator.
- 7.4 Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

## **8. Retention of documents**

All documentation in relation to the Protected Disclosures including the investigation documents shall be considered as confidential and retained by the Ethics Officer for a minimum period of 5 (five) years.

## 9. Information about the policy

This policy shall be placed on the website of the Company and details of the same shall also be part of the Corporate Governance Report.

## 10. Amendment

The Company reserves the right to rescind, amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Any difficulty or ambiguity arising out of any matter not being addressed in the Policy shall be resolved in line with the spirit of the Policy.

### **Ethics Committee members:**

- a. CEO
- b. Head - HR
- c. Head – Legal
- d. Company Secretary and Compliance Officer
- e. Concerned Functional Head/Unit Head (Need Based)

### **Contact Details:**

<b>Ethics Officer</b>	<b>Chairperson of Audit Committee</b>
Mr. Pankaj Rastogi	Ms. Amita Misra
4 <sup>th</sup> Floor, Hansalaya 15 Barakhamba Road New Delhi – 110001	Flat 209, Tower 5 Augusta, Jaypee Wishtown Sector 128, Noida 201304.
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*Note: This Policy has been adopted by the Board vide its resolution dated August 01, 2014 and amended vide its resolution(s) dated November 06, 2015, February 02, 2018, October 24, 2019 and May 13, 2025.*