



DALMIA BHARAT LIMITED

(Formerly known as ODISHA CEMENT LIMITED)

Regd. Office: Dalmiapuram – 621651, Dist: Tiruchirapalli, Tamil Nadu

[CIN: L14200TN2013PLC112346]

WHISTLE BLOWER POLICY & VIGIL MECHANISM

1. Preface

- (a) Dalmia Bharat 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 crores).

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 for directors, employees and other persons 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 whistle blower policy that enables stakeholders to freely communicate their concerns about any unethical or illegal practices.

- (c) Accordingly, this whistle blower policy and vigil mechanism (“**Policy**”) has been formulated with a view to provide a mechanism for directors, employees and other stakeholders of the Company to approach the Group HR Head / Chairperson of the Audit Committee of the Company for appropriate cases.

2. Definitions

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

- (a) “**Stakeholders**” means vendors, suppliers, shareholders, debenture holders and others with whom the Company has any financial or commercial dealings.
- (b) “**Audit Committee**” means the audit committee of the Company, as constituted from time to time.
- (c) “**Board of Directors**” means the board of directors of the Company, as constituted from time to time.
- (d) “**Company**” means Dalmia Bharat Limited.
- (e) “**Director**” means a director of the Company.
- (f) “**Employee**” means every employee of the Company (whether working in India or abroad),
- (g) “**Group HR Head**” refers to Head of Human Resource Department at Group level.
- (h) “**Investigators**” mean the persons authorised or appointed by the Group HR Head /Chairperson of the Audit Committee to conduct investigations under this Policy.

- (i) **“Protected Disclosure”** means any communication made in good faith under this Policy that discloses or demonstrates information that may evidence unethical or improper activity in relation to the Company.

- (j) **“Whistle Blower”** means a Stakeholder, Employee or Director making a Protected Disclosure in accordance with this Policy.

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 or insider trading regulations. 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 Group HR Head or the Chairperson of the Audit Committee, as the case may be.

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 complaint

5.1 All Protected Disclosures concerning (a) financial / accounting matters or instance related to insider trading or leakage of unpublished price sensitive information (“UPSI”); (b) the Group HR Head and Employees at the levels of General Manager and above, should be addressed to the Chairperson of the Audit Committee of the Company for investigation and submitted in a sealed envelope marked as “Confidential”.

5.2 In respect of all other Protected Disclosures, including those concerning other Employees (not covered under Clause 5.1 above), should be addressed to the Group HR Head of the Company in a sealed envelope and marked as “Confidential”.

5.3 Reporting of any instances relating to insider trading or instance of leak of UPSI or suspected leak of UPSI to be reported to the Compliance Officer under the insider trading code and dealt with in accordance with the insider trading code formulated by the Company.

5.4 The contact details of the Chairperson of the Audit Committee and of the Group HR Head of the Company are given at the end of this Policy document.

5.5 Protected Disclosure should not be made in any form or mode other than that suggested in this paragraph 5 and shall not be entertained or dealt with in any manner whatsoever.

5.6 If a Protected Disclosure is received by any executive of the Company other than Chairperson of Audit Committee or the Group HR Head, the same should be forwarded to the Company’s Group HR Head or the Chairperson

of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.

- 5.7 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.
- 5.8 The Protected Disclosure should be forwarded under a duly signed covering letter which shall bear the identity of the Whistle Blower. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistle Blower. The Chairperson of the Audit Committee / Group HR Head, as the case may be, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- 5.9 Protected Disclosures 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.
- 5.10 Whistle Blowers may also report any information that may evidence any unethical practice to the Dalmia Ethics Helpline by using any of the below methods:-
 - (a) Emailing at: dalmia_complaints@ethicshelpline.in
 - (b) Calling on Toll Free Number: 1800 103 3235
 - (c) Sending a FAX by choosing option (b) after dialling 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 Chairperson of the Audit Committee / Group HR Head, as the case maybe. The information if adequate and complete would be considered on its merits and appropriate investigation / action would be taken in this regard.

6. Investigation of Complaints

All Protected Disclosures reported under this Policy shall be reviewed by the Audit Committee and will be investigated by the Group HR Head /

Chairperson of the Audit Committee of the Company or persons or agencies authorised by them to act as an investigator if there is a prima facie case. The Investigators, so authorised shall maintain confidentiality and follow principles of natural justice in conduct of the investigations. Upon conclusion of the investigation and based on the review of relevant findings, Group HR Head/Chairperson of Audit Committee shall submit their result of investigation to the Audit Committee with suggested action.

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, who shall investigate into the same and recommend suitable action to the Investigators and management.
- 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 Group HR Head / Chairperson of the Audit Committee (e.g. during investigations carried out by Investigators).
- 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. Reporting of Whistle Blower Complaints

The Group HR Head shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures received together with the results of investigations, if any.

9. Retention of documents

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

10. 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 and published on the website of the Company.

11. 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.

Contact Details:

Group HR Head	Chairperson of Audit Committee
Dalmia Bharat Limited 12 th Floor, Hansalaya, 15 Barakhamba Road, New Delhi – 110001 011-234562100	Mr. Paul Heinz Hugentobler, Chairperson Audit Committee, Dalmia Bharat Limited, 12 th Floor, Hansalaya, 15 Barakhamba Road, New Delhi – 110001 011-234562100

Note: This policy was adopted by the Board of Directors of the Company at its meeting held on October 15, 2018 and name of the Company have since been changed to Dalmia Bharat Limited effective from April 15, 2019.