



# **BHARAT SEATS LIMITED**

## **WHISTLE BLOWER POLICY**

[Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018 (LODR) read with Section 177 of the Companies Act, 2013 and Rules there under]

## **1. Preface**

1.1 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

1.2 The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

1.3 Section 177 of the Companies Act, 2013 and Listing Regulations , inter-alia, provides, a mandatory requirement, for all listed companies to establish a mechanism called “Whistle Blower Policy” for directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct policy.

1.4 The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. The mechanism should also provide adequate safeguards against victimization of director(s)/ employee(s) who avail of the mechanism.

1.5 The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

## **2. Policy**

2.1 This Policy is for the Director(s) and Employee(s) of the Company.

2.2 The Policy has been drawn up so that the Director(s) and Employee(s) can be confident about raising a concern. The areas of concern covered by this Policy are summarized in paragraph 3.

## **3. Coverage of Policy**

3.1 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
6. Criminal offence
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of employee Code of Conduct or Rules
11. Any other unethical, biased, favored, imprudent event

3.2 Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

3.3 Whistle officer shall be the officer nominated/ appointed by the Managing Director to receive all complaints under this policy and ensure appropriate action. The Managing Director shall have the authority to change the Whistle Officer from time to time. The Whistle Officer shall report directly to Managing Director.

3.4 The employees and directors who avail vigil mechanism, have direct access to the Chairperson of the Audit Committee.

3.5 The employees are made aware of this policy to enable them to report instances of leak of unpublished price sensitive information.

3.6 If an enquiry has been initiated by the Company in case of leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the listed company in connection with such inquiry conducted by listed company.

3.7 The Managing Director of the Company has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

3.8 Quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

**4. Revision of Policy**

Management reserves the right to revise this policy at any time and in any manner without notice. Any amendment to the Policy shall take effect from the date when it is approved by the Board of Directors of the Company.

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