

WHISTLEBLOWER POLICY

OF

DHANLAXMI COTEX LIMITED

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WHISTLEBLOWER POLICY

1. PREFACE

1.1. DHANLAXMI COTEX LIMITED and its Board 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 purpose of this policy is to provide all its Directors and employees a framework to promote responsible and secure whistle blowing to raise a concern about serious irregularities, un-acceptable practice , misconduct or act of misdemeanor or act not in the company's interest within the Company, its subsidiaries, towards vendors and overall business of the companies. Hence, the Company and Board is committed to develop a culture where it is safe for all employees to raise concern about any un-acceptable practice , misconduct or act of misdemeanor or act not in the company's interest.

1.3. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company and Board.

1.4. Any employee can choose to make a protected disclosure under the whistleblower policy of the company, providing for reporting to the chairperson of the audit committee or the board of directors or specified authority.

Such a protected disclosure shall be forwarded, when there is reasonable evidence to conclude that a violation is possible or has taken place, with a covering letter, which may bear the identity of the whistleblower. The company shall ensure protection to the whistleblower and any attempts to intimidate him/her would be treated as a violation of the Code.

This policy neither releases directors and 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/advantage.

1.5. Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism :-

1. Every listed company;
2. Every other company which accepts deposits from the public; and
3. Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Also, as per Clause 49 of the Listing Agreement with the Stock Exchanges provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Whistleblower Policy' for (a) directors and (b) employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

2. DEFINITIONS



- 2.1. "Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Indian Stock Exchanges.
 - 2.2. "Appropriate Authority" means a person who has authority to receive the complaints under this policy.
 - 2.3. "Director" means Director of the Company as defined in section 2(34) of the companies Act, 2013.
 - 2.4. "Employee" means every employee of the Company irrespective of Designation (whether working in India or abroad), including permanent, casual, trainee, apprentices, manual , skilled or not .
 - 2.5. "Investigators" mean those persons authorized, appointed, consulted or approached by the Audit Committee and includes the auditor, Company Secretary of the Company and the police.
 - 2.6. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence to unethical or improper activity furnished in any form.
 - 2.7. The "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.
 - 2.8. "Whistleblower" means an employee or director making a Protected Disclosure under this Policy.
- 3. SCOPE**
- 3.1 This Policy is meant to cover and protect the "The Whistleblower" in course of placement of sensitive informations including reporting of raise concern about any un-acceptable practice , misconduct or act of misdemeanor or act not in the company's interest .
 - 3.2. This policy discourages the Whistleblowers to not to act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Audit Committee or any of the Investigators.
- 4. REPORTING**
- All employees and directors of the Company are eligible to make Protected Disclosures under the Policy WITHOUT ANY fear and pressure. The Protected Disclosures may be in relation to matters concerning the Company , its associates or business deals including inhuman treatments, Un-ethical practices or compliance related matters.
- 5. DISQUALIFICATIONS**
- 5.1. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
 - 5.2. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.

6. PROCEDURE

