

DALMIA CEMENT (BHARAT) LIMITED

Regd. Office: Dalmiapuram – 621651, Dist: Tiruchirapalli, Tamil Nadu
[CIN: U65191TN1996PLC035963]

WHISTLE BLOWER POLICY

(Vigil Mechanism under Companies Act, 2013)

1.PREAMBLE

Dalmia Cement (Bharat) Limited (“**Company**”) is committed to the highest standards of ethical conduct, transparency, accountability, and integrity in all its business activities. In compliance with Section 177(9) & (10) of the Companies Act, 2013 (“**the Act**”), the Company has established this Whistle Blower / Vigil Mechanism Policy (“**Policy**”) to enable directors, employees, and other stakeholders to report genuine concerns or suspected misconduct without fear of retaliation.

2.OBJECTIVES

The objectives of this Policy are to:

- Provide a secure and confidential mechanism for reporting unethical behaviour or violations of law;
- Encourage stakeholders to report concerns in good faith;
- Ensure protection against victimization of whistle blowers;
- Enable proper investigation and corrective action;
- Strengthen corporate governance and compliance culture.

3. APPLICABILITY

This Policy applies to All permanent and contractual employees, Directors (including Independent Directors); Key Managerial Personnel; Vendors, suppliers, consultants, and other stakeholders of the Company and its subsidiaries, interacting with the Company.

4. DEFINITIONS

4.1 “Whistle Blower”

Any person covered under this Policy who reports a Protected Disclosure in good faith.

4.2 “Protected Disclosure”

A written or verbal communication made in good faith, disclosing information which may evidence:

- Fraud or corruption;
- Violation of law or regulatory requirements;
- Misappropriation of company assets;
- Financial irregularities or accounting fraud;

- Insider trading or violation of SEBI regulations;
- Breach of Code of Conduct;
- Conflict of interest;
- Abuse of authority;
- Gross negligence or willful misconduct;
- Any act endangering health, safety, or environment.

The Protected Disclosure shall be made in **Annexure-1** to this Policy, to the extent possible.

5. SCOPE OF REPORTABLE MATTERS

The Policy covers concerns relating to:

- Ethical violations;
- Fraud, bribery, or corruption;
- Breach of Code of Conduct;
- Financial misstatements or suppression of facts;
- Insider trading or price-sensitive information misuse;
- Non-compliance with Companies Act, SEBI LODR, or other laws;
- Retaliation against whistle blowers.

Exclusions:

Personal grievances relating to employment terms, performance appraisals, or interpersonal conflicts (unless involving misconduct) are outside the scope.

6. GUIDING PRINCIPLES

- Whistle blowers must act in good faith.
- Adequate confidentiality shall be maintained.
- No retaliation or victimisation shall be tolerated.
- False or malicious complaints will attract disciplinary action.

7. VIGIL MECHANISM & REPORTING CHANNELS

7.1 Ethics Committee:

Ethics Committee means the committee set up to assist the Audit Committee of the Company in investigating the Protected Disclosures, which shall consist of the following officials, ex-officio, of the Holding Company:

- (a) Company Secretary for the time being of the Holding Company (Chairperson);
- (b) Chief Financial Officer for the time being of the Holding Company;
- (c) Group General Counsel for the time being of the Holding Company;
- (d) Group HR Head for the time being of the Holding Company; and
- (e) Chief Financial Officer for the time being of the Company;
- (f) Such other official(s) as the Chairperson of Audit Committee of the Company may nominate from time to time.

The quorum for a meeting of the Ethics Committee shall be 2 members present either in person or through video conferencing.

All Protected Disclosures against an employee [except members of the Ethics Committee or Senior Management Personnel of the Company], should be addressed to the “Chairperson of the Ethics Committee” in a sealed envelope and marked as “Confidential” for investigation. Upon conclusion of the investigation and based on the review of relevant findings, Ethics Committee shall take necessary action including:

- Disciplinary action;
- Corrective or preventive measures;
- Reporting to regulatory authorities, if required

on the Protected Disclosure and submit its report on investigation and the action taken to the Audit Committee periodically.

7.2 Audit Committee:

Audit Committee means such committee of the Company, as constituted from time to time by the Board under section 177 of the Companies Act, 2013.

All Protected Disclosures against Directors, KMPs, members of the Ethics Committee or Senior Management Personnel of the Company shall be reported to the Chairperson of the Audit Committee in a sealed envelope and marked as “Confidential” for investigation, and the Audit Committee shall investigate and take necessary action in the manner as decided by the said Committee.

Anonymous disclosures may be considered, provided sufficient supporting evidence is submitted.

7.3 A Protected Disclosure may also be reported 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; or
- (c) Writing at: PO Box No. 71, DLF Phase 1, Qutub Enclave, Gurugram (Haryana) – 122002.

8. CONFIDENTIALITY

The identity of the whistle blower shall be kept strictly confidential. Disclosure of identity shall be made only where legally required or necessary for investigation, with safeguards. Access to information shall be limited to authorized persons.

9. PROTECTION AGAINST RETALIATION

No whistle blower shall suffer harassment, discrimination, demotion, suspension, termination, or any other unfair treatment. Any act of retaliation shall be treated as serious misconduct and shall attract disciplinary action. Whistle blowers who believe they are subjected to retaliation may directly approach the Chairperson of the Audit Committee.

10. INVESTIGATION PROCEDURE

All disclosures shall be acknowledged within a reasonable time. Investigations shall be conducted in a fair, unbiased, and confidential manner. The whistle blower shall cooperate during investigation. Principles of natural justice shall be followed during investigations. The Committee conducting investigation may:

- Conduct investigation internally, or
- Appoint external investigators / professionals.

11. OUTCOME & ACTION

Based on investigation findings, appropriate action shall be taken, including:

- Disciplinary action;
- Corrective or preventive measures;
- Reporting to regulatory authorities, if required.

12. REPORTING TO THE BOARD

A summary of whistle blower complaints and actions taken shall be placed before the Audit Committee periodically. Disclosure in the Annual Report shall be made as required under the Act and/or the SEBI LODR Regulations.

13. FALSE OR MALICIOUS COMPLAINTS

Complaints found to be deliberately false or malicious shall attract disciplinary action. Mere inability to substantiate a complaint shall not be considered malicious.

14. AMENDMENT AND REVIEW

The Board of Directors may amend this Policy at any time in compliance with applicable laws. The Policy shall be reviewed periodically to ensure effectiveness.

15. EFFECTIVE DATE

This Policy shall come into force with effect from January 21, 2026.

Contact Details:

Chairperson of Ethics Committee	Chairperson of Audit Committee
Dalmia Cement (Bharat) Limited 11 th Floor, Hansalaya, 15, Barakhamba Road, New Delhi – 110001 Ph: 011-23465100	Dalmia Cement (Bharat) Limited 11 th Floor, Hansalaya, 15, Barakhamba Road, New Delhi – 110001 Ph.: 011-23465100

Note: This Policy is approved by the Board of Directors of the Company at its meeting held on January 21, 2026.

Annexure 1 - Template for Protected Disclosure

To: The Chairman,
Ethics Committee/Audit Committee,
Dalmia Bharat Limited

Type of incident (multiple types can be selected):

1. Fraud or corruption ☐
2. Violation of law or regulatory requirements ☐
3. Misappropriation of company assets ☐
4. Financial irregularities or accounting fraud ☐
5. Insider trading or violation of SEBI regulations ☐
6. Breach of Code of Conduct ☐
7. Conflict of interest ☐
8. Abuse of authority ☐
9. Gross negligence or willful misconduct ☐
10. Any act endangering health, safety, or environment ☐

Details of the person(s) against whom complaint is being made?

	Name	Designation	Department
Person 1			
Person 2			
Person 3			
Person 4			

Date & Time of occurrence of the incident?

Place of the incident?

How did you become aware of the incident?

Duration of occurrence of incident?

- ☐ Less than a month
- ☐ 1-6 months
- ☐ 6-12 months
- ☐ More than 12 months

Kindly provide detailed description of the incident with relevant details including names, location, date, time etc. (additional sheets may be attached)

Do you have any evidence in support of your allegations?

- ☐ Yes
- ☐ No

If yes, provide the evidence

Is there any additional information that would facilitate the investigation of this matter?

- ☐ Yes
- ☐ No

Name: _____

Contact details: _____

Signature: _____

Date: _____

Place: _____

(The complaint is to be either reported to the Ethics Committee at given address or to be shared over email or at Dalmia Ethics hotline)