

BATA INDIA LIMITED

WHISTLE BLOWER POLICY

1. Preamble

Bata India Limited (“Company”) believes in fair conduct of its affairs and sets the highest standards in good and ethical Corporate Governance practices. The Company has formulated a Code of Conduct for the Board of Directors and Senior Management Personnel. It has also formulated various Policies and Internal Rules & Regulations governing the actions of the Company as well as its employees.

Further, in terms of the provisions of Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 read with Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, the Company has adopted this “**Whistle Blower Policy**”.

In order to inculcate accountability and transparency in its business conduct, the Company has been constantly reviewing its existing systems and procedures. As a part of this exercise, it has been decided to introduce a Whistle Blower Policy. This Policy will enable all employees and other stakeholders to raise their concerns internally in a responsible and effective manner if and when they discover information which they believe shows serious malpractice, instances of leak of Unpublished Price Sensitive Information and/or other genuine concern regarding governance, which adversely affects the interests of the Company. Any deviation from the key policies - significant or not, will be a cause of serious concern to the Company and should be reported to the authorized officials immediately. This Whistle Blower Policy aims to provide a method of properly addressing genuine concerns that individuals within the Company might have whilst offering appropriate protection and anonymity, where possible, to the Whistle Blowers from victimization, harassment or disciplinary proceedings. Without compromising on the Company’s commitment to address all issues that violate the Company’s zero tolerance policy towards any wrong doing, it is important to reiterate that the forums and platforms provided by this Policy are not wrongly used for operational grievances, and complaints arising in the natural course of business dealings and transactions. The Company attaches the highest priority to objectively assessing and examining every reference made under this policy and urges all to cooperate in this regard by avoiding referrals of a routine and operational nature.

2. Short Title, Applicability and Commencement

- This policy will be called as “Bata India Limited: Whistle Blower Policy”.
- This policy applies to all the employees of the Company (including outsourced, temporary and contractual personnel), ex-employees, stakeholders of the Company, including vendors (hereinafter referred to as ‘Whistle Blower’).

3. Definitions

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

“**Company**” means Bata India Limited.

“Board /Board of Directors” means the Board of Directors of the Company.

“Code” means the Code of Conduct (Code of Ethics, anti-Bribery & Anti-Corruption Policy) of Bata India Limited.

“Associate” means all business associates of the Company including all suppliers, vendors, contractors, consultants, auditors, service providers, lessors / owners of commercial / residential properties, manpower supply agencies, etc., with whom the Company has been dealing with or proposed to enter into any transactions.

“Audit Committee” means the Audit Committee of the Board of Directors of the Company constituted in accordance with Section 177 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Appropriate Action” means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of a fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“Confidential Disclosure” means any communication made in good faith to the Whistle Officer regarding leak or suspected leak of any Unpublished Price Sensitive Information.

“Disciplinary Action” means any action that can be taken by the appropriate internal authority on the completion of / during the investigation proceedings, including but not limited to, a warning, recovery of financial losses incurred by the Company, suspension / dismissal from the services of the Company or any such action as deemed fit considering the gravity of the matter.

“Employee” means every employee (including those employee(s) who were separated from the services of the Company not exceeding 6 months from the date of registering the complaint with the Whistle Officer of the Company (whether working in India or abroad), including the Directors in whole time employment of the Company and outsourced, temporary / contractual employees, including the officer who is in charge and responsible for addressing the complaints received on the ethics whistleblower platforms (whistle Officer) and members of committee

“Whistle Blower” means an Employee as defined above in this Policy and making an Initial Communication under this Policy and a vendor, supplier, customer and a third party, who blows the whistle by highlighting the issue/concern.

“Whistle Officer” means Head of the Legal Department of the Company or such other officer nominated / appointed by the Audit Committee.

“Vigil Mechanism Committee” (VMC) means a Committee constituted by the Company referred to in Clause IV below and as re-constituted from time to time by the Board or differently constituted in light of circumstances specific to a particular complaint.

“Good Faith” means the nature of a communication by an insider, connected person or designated employee or any employee or stakeholder reporting any unethical and improper practices or any

other alleged wrongful conduct in right spirit. Good Faith shall be deemed lacking when such person does not have personal knowledge on factual basis for the communication or where such person knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

“Investigators” mean those persons authorized, appointed, consulted or approached by the Chairman of the Vigil Mechanism Committee in consultation with the committee members, and includes the Auditors, Secretarial Auditor of the Company, Police and other Investigating Agency (ies), if appointed, in terms of this Policy.

“Initial Communication” means a written communication of any form of letter/e-mail that discloses or demonstrates information that may evidence unethical or improper activity.

“Subject” means a person against or in relation to whom an Initial Communication has been made or evidence gathered during the course of an investigation.

4. Constitution of “Vigil Mechanism Committee” (VMC)

A Vigil Mechanism Committee (VMC) shall be constituted comprising of a Chairman, who shall be the Chairman of the Audit Committee of the Board and at least three other Members (who may or may not be Board Members) as may be nominated by the Board from time to time. The VMC shall meet as and when required and report to the Audit Committee from time to time.

The Company Secretary shall act as the Secretary to the VMC and shall be a permanent invitee to the meetings of VMC. The Secretary shall be responsible to record the proceedings of the meetings and decisions taken thereat. The Chairman of the Committee shall have the power to invite any other person to the VMC Meeting, if considered necessary.

The quorum for the VMC will be 2 Members. The Members may participate through physical presence or electronic mode and Chairman can also chair the meeting through electronic mode.

5. Role and Responsibility of the “Vigil Mechanism Committee”

The role and responsibility of Vigil Mechanism Committee (VMC) shall be as under.

- a. To conduct the enquiry in fair and unbiased manner;
- b. To ensure that complete fact finding exercise has been undertaken;
- c. To appoint investigating officer(s) / agencies (internal or external), if required;
- d. To maintain strict confidentiality;
- e. To decide on the outcome of the investigation, including any interim measures;
- f. To recommend an appropriate course of action against the accused, if found guilty;
- g. To recommend an appropriate course of action against the complainant for false complaints/ claims;
- h. To review the Whistle Blower Policy of the Company and suggest modifications, if any;
- i. To report to the Audit Committee of the Board about the number of complaints received, investigated, redressed and un-resolved.

VMC will take all reasonable and appropriate steps to make the employees of the Company vendors, suppliers and any other stake holder aware of this Policy to enable such persons/employees to report instances of leak of Unpublished Price Sensitive Information (UPSI) relating to the Company.

6. Role and Responsibility of the “Whistle Blower”

The Whistle Blower’s role is that of a reporting party with reliable information. The Whistle Blower shall co-operate with the Chairman /Whistle Officer/ Members of the Vigil Mechanism Committee and extend all support including production of documentary evidences to investigate the allegations/complaints as and when called upon. She/he is neither required to act as investigator nor permitted to determine the appropriate or remedial action on behalf of the Company. She/he should also not participate in any investigation activities unless warranted otherwise.

7. Coverage of the Policy

This policy encourages all the Whistle Blowers to report any kind of misuse of Company’s properties, mismanagement or wrongful conduct prevailing/executed in the Company, which the Whistle Blower in good faith, believes or, evidences but are not limited to malpractices or wrongdoing / other such events which have taken place / suspected to take place involving:

- a. Breach of the Code of Conduct and Business Ethics.
- b. Violation of any law or regulations, policies including but not limited to corruption, bribery, theft, fraud, coercion and willful omission.
- c. Criminal Offence having repercussions on the Company or its reputation.
- d. Rebating of Commission / benefit or conflict of interest.
- e. Procurement frauds.
- f. Mismanagement, gross wastage or misappropriation of Company’s funds / assets.
- g. Manipulation of Company data / records.
- h. Misappropriating cash / Company assets; leaking confidential or proprietary information.
- i. Unofficial use of Company’s property / human assets.
- j. Activities violating Company policies.
- k. A substantial and specific danger to public health and safety.
- l. An abuse of authority or fraud.
- m. Complaints related to the ‘Sexual Harassment’ as defined under the separate Policy adopted by the Company.
- n. Leak or suspected leak of any Unpublished Price Sensitive Information (UPSI) as defined in the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons adopted by the Company.
- o. Sharing of undesirable content relating to the Company on any Social Media Platform.

8. Disqualifications

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

Whistle Blowers who lodge three complaints, which have been subsequently found to be malafide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from lodging further complaints under this Policy. In respect of such Whistle Blowers, the Company / VMC would reserve its right to take / recommend appropriate disciplinary action/Legal Action as permissible under law.

9. Procedure of Lodging Complaints

The Whistle Blower shall lodge his / her initial complaint to the Whistle Officer of the Company and the complaint must be either in the form of a written letter (in closed envelope marked "Confidential") or by e-mail sent to the designated e-mail id and/or by Phone on designated Number provided herein. The Whistle Blower must indicate his/her name, contact details and relationship with the Company in the complaint. Relevant supporting documents/ evidences and a brief background must form an integral part of the written complaint.

The contact details of the Whistle Officer for lodging complaint is as under:

The Whistle Officer
Bata India Limited
Bata House, 5th Floor,
418/02, Mehrauli - Gurgaon Road,
Sector - 17, Gurugram - 122002
E-mail: speakout@bata.com
Mobile: +91- 9599611134

All complaints received on the above mail ID's will be auto directed to the Audit Committee Chairman.

The name and contact details of the complainant shall not be disclosed by the Whistle Officer to anyone except the Chairman / Members of the Vigil Mechanism Committee. If the complaint relates to a specific fact/incident, the complainant must lodge the complaint within reasonable time from the date s/he became aware of such fact / incident.

The Whistle Blower shall exercise caution before lodging a complaint to ensure that s/he is not doing so under influence of any person and/or any past incidence and/or to settle personal rivalry. The Whistle Blower shall be entitled to withdraw his/her complaint within 10 days from the date of lodgment with appropriate explanations in writing to the satisfaction of the Whistle Officer or the Vigil Mechanism Committee, as the case may be.

In case the complaint is filed against the senior officers of the company, Whistle Officer or against any Member of the Vigil Mechanism Committee, the complainant should directly lodge his/her complaint at the following address. The provisions of this Policy shall apply *mutatis-mutandis* to the Audit Committee instead of the Whistle Officer:

The Chairman - Audit Committee

Bata India Limited

Bata House, 5th Floor,
418/02, Mehrauli - Gurgaon Road,
Sector - 17, Gurugram – 122002

bil.ac.chairman@bata.com

Further, if the complaint relates to any member of the Vigil Mechanism Committee or the senior management of Company, they should file their complaint at Bata Group level with the Bata Group Whistle Blower Committee (BGWC) by email to whistleblower@bata.com. This mailbox shall be set to automatically forward incoming emails to the Director of Operations Review who shall inform the BGWC of any significant complaint for appropriate action.

On receipt of the complaint, the Whistle Officer of the Company shall acknowledge receipt thereof within two working days and proceed to carry out initial investigation in consultation with the Members of the Vigil Mechanism Committee, which in such cases may be specially constituted with members appropriate to the nature of the complaint and the person against whom the complaint has been made..

The Whistle Officer shall maintain a 'Complaint Register' in his custody containing details of complaints received until the same is disposed off. Every complaint shall be assigned a separate identification number and the Register shall be signed by the Whistle Officer at the end of every page.

10. Procedure for Redressal of Grievances

- a) On receipt of a valid complaint from a Whistle Blower, the Vigil Mechanism Committee may perform all such acts as may deem fit and appropriate to safeguard the interests of the Company, including but not limited to, the following functions:
- i. obtain legal opinion or expert's view in relation to initial communication;
 - ii. appoint external agency to assist in investigation;
 - iii. seek assistance of the Statutory Auditors;
 - iv. request any officer(s) of the Company to provide adequate financial or other resources for carrying out investigation;
 - v. seek explanation and give reasonable opportunity to the accused to respond;
 - vi. reviewing material findings contained in investigation report;
 - vii. If an investigation leads the Whistle Officer / Chairman of the Committee to conclude that an improper or unethical act has been committed, the Whistle/Ethics Officer / Chairman of the committee shall forward its fact finding report to the Audit Committee to recommend it to management of the Company to take such disciplinary or corrective action as the management may deem fit under the facts and circumstance. It is clarified that any disciplinary or corrective action initiated against the accused as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures or applicable law.

- b) The Whistle Officer of the Company and/or any Member of Vigil Mechanism Committee cannot act arbitrarily and arrive at a conclusion to take penal action against the accused or against the complainant for lodging a false complaint, as the case may be, unless prior approval of the Vigil Mechanism Committee is obtained.
- c) During the period of investigation or even after completion of the investigation, identity of the Whistle Blower and the accused should be kept confidential and disclosed only to the extent necessary given the legitimate needs of law and the investigation process.
- d) The accused will normally be informed of the allegations against him/her at the outset of a formal investigation and he/she shall be given requisite opportunities to defend his/her case during the investigation process.
- e) It will be the duty of the accused to co-operate with the investigator and not to interfere or obstruct with the investigation process. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the accused. If found indulging in any such actions, the accused shall be liable for disciplinary action. Under no circumstances, the accused should compel the investigator to disclose the identity of the Whistle Blower.
- f) A report shall be prepared after completion of investigation by the Whistle Officer of the Company which shall be submitted to the Vigil Mechanism Committee.

11. Penal Provision

The Company may take the following punitive actions against the accused, where the Committee finds him / her guilty:

- a. Counseling & issue of a 'Warning' letter;
- b. Withholding of promotion / increments;
- c. Bar from participating in bonus review cycle;
- d. Termination from employment;
- e. Cancellation of Orders placed as per Purchase / Work Order;
- f. Recovery of monetary loss suffered by the Company;
- g. Legal Suit;
- h. Termination of Agreement;
- i. Any other action deemed fit given the circumstances of the particular matter.

The aforesaid action would be in addition to any action taken by the government agency, if any.

12. Reporting Recommendation to the Audit Committee of the Board

The Vigil Mechanism Committee shall submit a report to the Audit Committee of the Board of Directors informing the status of Initial Communication received from the Whistle Blower(s), Grievance Resolved, Action Taken, Grievances under investigation, and number of false complaints lodged by Whistle Blowers. These reports will be submitted at such frequency as may

be determined by the VMC from time to time depending upon the volume and nature of complaints received.

13. Protection Against Victimization

No adverse action shall be taken against any director or employee/associate or business associate in “knowing retaliation” who makes any good-faith disclosure of suspect or wrongful conduct prevailing in the Company, to the Whistle Officer/Head of Legal Department of the Company or the Vigil Mechanism Committee and participates or provides information in investigation / inquiry / court proceedings or other administrative review

14. Preservation of Documents and Records

All communications, documents along-with the results of Investigation relating thereto, shall be retained by the Head of Legal department for a minimum period of 5 (five) years or as mentioned in applicable law, if any. The Documents relating to Investigation shall not be destroyed until the complaint filed is disposed off, subject to retention of minimum period of 5 (five) years.

15. Power to amend the Policy

This Policy may be amended from time to time by the Board based on the recommendations of the Vigil Mechanism Committee or the Audit Committee of the Board.

16. Notification

All departmental heads are required to notify and communicate the existence and contents of this Policy to all the Employees. The new Employees shall be informed about the Policy by the Human Resources Department. This Policy shall also be made available at the website of the Company.

This Policy has been formulated as per prevailing provisions of the Companies Act, 2013 and Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). However, if, due to subsequent changes in the law, a particular part thereof becomes inconsistent with the law, in such case the provisions of the law will prevail.

This policy was initially made effective from October 1, 2014 and was later amended and made effective from June, 1 2020.
