

WHISTLE BLOWING POLICY

1. OBJECTIVE

The purpose of this Whistle Blowing Procedure (the “Procedure”) is to allow employees, directors and third parties dealing with the Company to report any violation (or suspected violation) of laws and regulations that apply to the Company, non-ethical behaviour, fraud, irregularities or abuse of authority and to ensure effective, timely and transparent processing of such violations.

2. APPLICATION

This procedure applies to Zuari Cement Limited (“ZCL”) and its subsidiaries (collectively the “Company”). The Company is committed to complying with the foreign and domestic laws that apply to it, satisfying the Group’s Code of Ethics, particularly assuring that business is conducted with integrity and that the Company’s financial information is accurate. If potential violations of Company’s policies or applicable laws are not recognized and addressed promptly, both the Company and those people working for or with the Company may lead to investigations, proceedings and liabilities.

3. PROCEDURE DESCRIPTION

3.1 Whose Duty to Report and what has to be reported

Every employee, director or third party (e.g. contractor/ consultant/ customer/ intermediary, supplier) in dealing with the Company have a duty to report any violation or suspected violation of Laws and Regulations, internal rules, policies or programs, Group Corporate Governance principles. These are hereinafter collectively referred to as “Concerns”, including but not limited to:

- Non-ethical conducts (breach of the Group Code of Ethics);
- Breach of Laws and Regulations that apply to the Company, particularly whether of criminal nature;
- Breach of Company’s internal policies (e.g. “Employees protection, respect and care”) or compliance programs;
- Malpractice or fraud relating to internal controls, accounting and financial matters;
- Bribery and corruption;
- Anti-competition agreements and practices;
- Wastage/misappropriation of company funds / assets;
- Organized international / local crimes;
- Abuse of authority / power (e.g. harassment);
- Damage caused to the environment;
- Endangerment of the health & safety of an individual;
- Discrimination of employment.

To preserve the aim of this system any Director / Manager or person in charge must not use or permit others to use his / her job related authority, directly or indirectly, to refrain other employees and / or third parties from reporting Concerns.

3.2 Safeguard to the Whistleblower

The Whistleblower shall not fear any negative consequence (including employment consequences) for reporting any Concern in good faith.

No one may take any adverse action (including retaliation and discrimination), against anyone reporting or participating or assisting in the investigation of a (suspected) Concern under this Procedure.

If a Whistleblower has good reason to believe or fear to be exposed to a risk of retaliation or discrimination, he / she must be entitled to file a complaint to HR - Head, requesting that effective protective measures be adopted.

The Company takes reports of such retaliation seriously and ensures that any retaliation or discrimination against whistleblower will not be tolerated and will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

The Company takes all appropriate precautions to ensure confidentiality of information collected and respect of employees' rights.

Moreover, if a Whistleblower reports a Concern in good faith which is not confirmed by further investigation, the Company shall not take any action against him / her.

To this purpose the **Focal Point (HR - Head) is responsible** for ensuring that:

- Whistleblower's identity is concealed and not revealed without his / her consent unless required by applicable laws and regulations or necessary to allow Public Officials to investigate;
- Personal data are managed in strict compliance with applicable privacy laws and regulations;
- Whistleblowers are protected from any retaliation or discrimination (e.g. disadvantage or loss of job or career opportunities) regardless of the outcome of the internal investigation;
- Whistleblowers are protected from harassment.

3.3 Persons affected

Concerns shall be referred to facts or behaviors committed (or likely to be committed) by any one of the following person(s) to whom this procedure is applicable:

- Employees
- Representatives, Officers, Directors, Managers
- Members of the Board of Directors
- Members of the Supervisory Board
- Third business partners (e.g. intermediaries, consultants, suppliers, customers, contractors) dealing with the Company.

3.4 To Whom and How to Report

Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company policies or applicable laws.

- Concerns have to be reported to either of (not necessarily exclusive of each other):
 - (i) **Focal Point is HR - Head.**
 - (ii) **Supervisor** through the hierarchical line who shall then promptly inform the Focal Point.
- Mode of Reporting:
 - a. By e-mail to Focal Point.
 - b. By writing to the **Focal Point at Zuari Cement Limited, Adventz Centre, 2nd & 3rd Floor, No. 28, Cubbon Road, Bangalore 560 001, Karnataka.**
 - c. In exception cases the whistleblower may additionally report to the **Chairperson of the Audit Committee**. The Focal Point shall make available the correspondence address of the Chairman of Audit Committee to enable such whistleblowers to address their concern.

If there are reasons to believe that the supervisor in the hierarchy is also involved in the suspected violation, the report may be made directly to the Focal Point. The Whistleblower does not have to report to an individual that he / she believes may be involved in the suspected violation or from whom he / she fears retaliation.

- Report contents:
 - I. Description of the suspected violation;
 - II. The Identity/ies of person/s involved in the suspected violation;
 - III. A description of documents / evidences that relate to the suspected violation, in case known or possessed;
 - IV. The time frame during which the suspected violation occurred.
- Anonymous Allegation:

The Company does not encourage anonymous Concern. However if received, it will be subject to a preliminary screening and further investigated if it contains sufficient, accurate and detailed information or gets over the said screening.

Anyone who abuses the procedure for raising malicious complaints or such other Concerns (e.g. against colleagues) knowing them to be untrue shall be subject to disciplinary and / or legal action.

3.5 Management of Reported Concerns

All reports under this Procedure will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.

The investigation shall be generally completed within 90 days period except in exceptional cases due to issues of law or difficulties in investigation.

The **Focal Point is incharge** of ensuring adequate performance of this Procedure and shall:

- Collect the Concerns reported;
- Inform the Managing Director;
- Evaluate the merit and content of the Concern in order to reach an understanding about the risk size / impact;
- Verify that the Concerns raised are not false, artificial or fraudulent;
- In case of anonymous Concerns, verify that they provide sufficient, accurate and detailed information / evidences worth to be considered;
- Decide to perform a deeper investigation or close the case.
- Communicate decisions and results of investigation to the appropriate Departments in order to allow them to evaluate any further action.
- Ensure compliance of applicable privacy laws and store all documents in secured location in order to ensure traceability and transparency of the entire process and actions taken;
- Provide the Managing Director and Audit Committee, on a yearly basis, with a report summarizing the concerns received, the subjects involved and the main actions taken;
- Submit a report of concerns received and status of pending investigations to the Audit Committee at their periodical meetings for their review;
- Spread out knowledge of the Procedure among employees and third business parties.

3.6 **Allegation notification**

The Focal Point shall notify the Person affected of the allegation against him / her. If such notification prevents or adversely affects the progress of the internal analysis and investigation, it should be postponed upon the completion of the investigation. The notification should include the description of the Concern, the rights that the Person affected may exercise under the applicable laws and regulations and the Company's procedures, the outcome of the investigation and any actions / initiatives the Company intends to carry out. The notification should not reveal the identity of the Whistleblower (Complainant), unless his / her express consent is provided or required by applicable laws and regulations. The Person affected shall have the right to be given a fair hearing.

3.7 **Duty to co-operate and actions after investigation**

The Focal Point can require assistance to other Company's Departments / Function to investigate the Concerns, which shall provide it. Everyone working for or with the Company has a duty to co-operate in the investigation of reports of violations, failure to co-operate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment or contract.

The Focal Point will provide an opportunity of being heard to the Person affected.

The Whistleblower has the right to be informed of the outcome of the investigation.

If, at the conclusion of its investigation, the Focal Point determines that a violation has occurred, the Company (a Legal Representative) will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations.

3.8 Document Retention period

All documents related to report, investigation and enforcement pursuant to this Procedure shall be kept in accordance with the applicable Law.

3.9 Modification

The Company can modify this Procedure at any time to maintain compliance with federal, state or local regulations and / or accommodate organizational changes within the Company.

3.10 Conclusion

This Whistle Blowing Procedure has been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest level of corporate governance and business standards.

For any queries / clarifications regarding whistle Blowing Procedure, kindly contact:

HR - Head
Zuari Cement Limited
Adventz Centre
2nd & 3rd Floor, No. 28
Cubbon Road
Bangalore 560 001
Karnataka

5. Glossary

Whistleblowing

The term Whistleblowing refers to a situation where employees and third business partners report Concerns (like malpractices, abuses, wrongdoings, unlawful behaviours) which they become aware or genuinely suspect.

Whistleblowers

Every employee, persons entrusted with managerial and supervisory responsibilities and roles within the Company and, to any possible extent, third business parties dealing with the Company (i.e. contractors, intermediaries, consultants customers) who report Concerns that they become aware of or genuinely suspect. The Whistleblower may be also called Complainant.

Focal Point

The HR – Head incharge of supporting the Audit Committee in the application of this procedure.