

Bombay Potteries and Tiles Limited



Whistle Blower Policy



1. PREFACE

Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires every listed company, companies which accept deposits from the public and companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees to establish a vigil mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. Such a vigil mechanism shall provide adequate safeguards against victimization of directors and employees who avail of such mechanism.

2. PURPOSE OF THIS POLICY

The purpose of this policy is to articulate the Company's point of view on whistle blowing, the process, and the procedure to strengthen whistle blowing mechanism at the Company.

This policy:

- Provides a platform and mechanism for the employees and directors to voice genuine concerns or grievances about unprofessional conduct without fear of reprisal.
- It provides an environment that promotes responsible and protected whistle blowing. It enables Employees and Directors about their duty to report any suspected violation of any law that applies to the Company and any suspected violation of the Group Values or the Company's Code of Conduct or insider trading norms.
- Above all, it is a dynamic source of information about what may be going wrong at various levels within the Company and which will help the Company in realigning the processes and take corrective actions as part of good governance practice.

3. POLICY OBJECTIVES

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil Mechanism/Whistle Blower Policy provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud.

4. COVERAGE OF THIS POLICY

- This policy is applicable to all the Units/Zones in India, including all employees and Directors.
- This policy is equally applicable to Third parties to report a concern related to a potential violation of the Company Code of Conduct.

5. WHO IS A WHISTLEBLOWER?

Any Employee or Director who discloses or demonstrates an evidence of an unethical activity or any conduct that may constitute breach of the Company's Code of Conduct or Group Values. This whistleblower has come to the decision to make a disclosure or express a genuine concern/grievance/allegation, after a lot of thought.



6. SCOPE OF THE POLICY

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company involving:

- a. Misuse or abuse of authority.
- b. Breach of Company's code of conduct.
- c. Breach of terms and conditions of employment and rules thereof.
- d. Gross or willful negligence causing substantial and specific danger to health, safety and environment.
- e. Manipulation of company data/records.
- f. Intentional financial irregularities, including fraud, or suspected fraud.
- g. Pilferage of confidential / propriety information.
- h. Deliberate violation of law/regulation
- i. Gross wastage/misappropriation of company funds/assets.

This policy neither releases employees from their duty of confidentiality in the course of their work, nor can it be used as a route for raising malicious or unfounded allegations or a grievance about a personal situation.

7. WHO IS A WHISTLE BLOWER OFFICER?

For the purpose of this policy, the whistle blower officer will be Company Secretary at a Business level (or in his/her absence, the Legal Head) and Finance/Commercial Head (or in his/her absence, the Legal Officer) of the relevant Unit would act as the Whistle Blower Officer of the relevant Values Standard Committee.

8. PROCEDURE FOR RAISING A COMPLAINT

A whistle blower can send a complaint by writing to the Company Secretary & Compliance Officer at cs@bombaypotteries.com or send in writing to the corporate office 301-A, Vedanta, 799 Makwana Road, Marol, Andheri east Mumbai 400056.

9. CONFIDENTIALITY

The identity of the Whistleblower will always be kept confidential. The complainant, the investigation team, members of audit committee, the subject and everybody involved in the process shall also maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigation and keep the papers in safe custody. All papers, reports and documents collected on the subject will be endorsed Confidential and shared inescapably only with relevant members.

The Value Standards Committee will treat all complaints in a confidential and sensitive manner. In specific cases where the criticality and necessity of disclosing the identity of the whistleblower is important, it may be disclosed, on a 'need-to-know-basis', during the investigation process and only with the prior approval of the whistleblower.



10. TIMELINES

The investigation shall be completed within 45 days of the date of receipt of the complaint or such other time as extended by the Sub-Committee Vigil Mechanism.

11. CLOSURE OF THE COMPLAINT(S)

- If Vigil Mechanism Committee is of the opinion that the investigation discloses the existence of improper activity which violates company rules and ethics, and/or is an offence punishable in law, the committee may direct the concerned authority to take disciplinary action under applicable statutory provision.
- The Committee shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the complaint and/or to prevent any reoccurrence of such improper activity.
- If the committee is satisfied that the Complaints/complaint is false, motivated or vexatious, the committee may report the matter to concerned authority for appropriate disciplinary action against the Whistle Blower.

12. REPORTING AND REVIEW

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Board.

13. AMENDMENT

The Company reserves it's right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment for modification will be binding on the employees unless the same is notified to the employees in writing.

Effective Date: November 12, 2025

Date of the approval by the Board: November 12, 2025

