

WHISTLEBLOWER POLICY

Objective

The Company had adopted in 2014 a Code of Conduct which lays down the principles and standards that should govern the actions of the Organisation and the employees. Any actual or potential violation of the Code and Corporate Governance norms is a matter of concern of the Company. The Company has formulated this Vigil Mechanism/ Whistleblower Policy ("the Policy") to provide a mechanism for Directors and employees of the Company to raise concerns on any infringements of legal or ethical rights. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter also referred to as 'Listing Regulations') have come into existence replacing the earlier Listing Agreement conditions. This Policy seeks to address the new requirements and is in supersession of the earlier one.

Scope

This Policy is an extension of the Code of Conduct of the Company and involves the disclosure of any unethical and improper malpractices and events which have taken place or is suspected to take place involving primarily breach of the Company's Code of Conduct, business integrity and standard ethical practices, leak of unpublished price sensitive information ('UPSI'). Terms and Conditions of employment and Rules thereof, deliberate violations of laws and regulations, intentional financial irregularities including fraud, manipulation of data, willful negligence, pilferage of information/ data, misappropriation of funds or assets and the like.

Vigil Mechanism Committee (VMC)

The Audit Committee shall oversee the Vigil Mechanism and act as the Vigil Mechanism Committee ('VMC') with its Chairman acting as the Chairman of the VMC. The Company Secretary shall act as Secretary of such Committee. The Committee would meet as and when required and prepare and submit their Report to the Board of Directors about the number of complaints received, investigated, redressed and unresolved in a financial year.

Role of the VMC

The role and responsibility of the VMC shall be as under:

- i. to conduct the enquiry in fair and unbiased manner
- ii. to maintain strict confidentiality
- iii. to appoint investigators, if required
- iv. to take appropriate course of action against the accused
- v. to take appropriate action against the complainant for false complaints

Procedure

The Whistleblower shall lodge the Protected Disclosure in writing to the VMC in the form of a letter in a closed envelope or by email to the following address:

Vigil Mechanism Committee
Warren Tea Limited
Suvira House
4B Hungerford Street
Kolkata-700017
Email: vmc@warrentea.com

The Whistleblower must write one's name, contact details and relationship with the Company. The Protected document has to be signed and superscribed as " Protected Disclosure under the Whistleblower Policy" to be valid. Anonymous or unsigned complaint will be rejected, with no investigation.

All Protected Disclosures under this Policy should be recorded and thoroughly investigated by the VMC or by involving any other person or an outside agency.

The investigation by itself is not an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 90days of the receipt of the Protected Disclosure and is extendable by the permission of the Board of Directors by such period as the VMC deems fit.

During the period of investigation or even after completion, identity of the Whistleblower and the accused should be kept confidential.

A report shall be prepared after completion of the investigation and submitted to the Board of Directors for appropriate action.

Any member of the VMC or other Officers having any conflict of interest with the matter shall abstain from participating in the process.

Protection

No adverse action or unfair treatment shall be taken against a Whistleblower for protected Disclosure under this Policy. Complainants shall have adequate safeguards against victimization. Any other Employee assisting in the said investigation shall also be protected to the same extent as the complainant. Any person who uses the Vigil Mechanism will have direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

Disqualifications

Protection to genuine Whistleblowers shall be given against any unfair treatment and any abuse of this protection will attract disciplinary action.

Protection under this Policy shall not mean protection against disciplinary action taken against complainant knowingly making false allegations with a malafide intension.

Preservation of documents

All communications, documented along with the results of investigation relating thereto, shall be retained by the Company Secretary for a minimum period of eight years or as stated in the applicable law from time to time.

Amendment

The Company reserves the right to amend or modify this Policy at any time.

Annual Affirmation

The Company shall annually affirm that it has not denied any personnel access to the Vigil Mechanism Committee and that it has provided protection to whistle blower from adverse personnel action in the event of any complaint.

Communication

Employees and stakeholders shall be informed of this Policy, with amendments and modifications, on the website of the Company.

(Approved by the Board of Directors at
the Meeting held on 28th March, 2019)