

WHISTLE BLOWER POLICY

With a view to maintain the high standards of transparency in Corporate Governance and also to comply with the Stock Exchange Listing requirements and SEBI Circulars, as amended from time to time, the following Policy is formulated to enable the Directors and employees of **ZENITH BIRLA (INDIA) LIMITED** (hereinafter called “the Company”) to have direct access to the Managing Director or the Chairman of the Audit Committee.

- 1. This Policy shall be effective from 15.05.2015
- 2. The Company shall communicate to all Directors and employees through internal circular, the details of the Whistle Blower Policy.
- 3. Any Director or employee of the Company who observes any unethical or improper practice (not necessarily a violation of Law) or any deviation from the Code of Conduct of the Company shall be free to approach the Managing Director/ Chief Executive Officer or the Chairman of the Audit Committee of the Company.
- 4. The Director or employee need not inform his/her immediate superior while approaching the Managing Director/ Chief Executive Officer or the Chairman of the Audit Committee.
- 5. The Director or employee should make his/her observation in the form of a letter duly signed by him/her addressed to the Managing Director or the Chairman of the Audit Committee, at his/her choice either at the Company’s registered office address or their residence address. The Managing Director/ Chief Executive Officer or the Chairman of the Audit Committee may not entertain any anonymous letters.
- 6. The observations of a Director or an employee should be brief, concise and to the point.
- 7. The Managing Director or the Chairman of the Audit Committee shall consider all the Letters of observation received from Director or employee at the earliest.
- 8. Any Director or employee communicating his/her observations to the Managing Director /Chief Executive Officer or the Chairman of the Audit Committee may be summoned by the Managing Director/ Chief Executive Officer or the Chairman of the Audit Committee to be personally present to provide clarification / further information to the Managing Director/ Chief Executive Officer or the Chairman of the Audit Committee if and when required.
- 9. After considering the written/ oral submission of the Director or employee, the Managing Director/ Chief Executive Officer or the Chairman of the Audit Committee shall communicate the decision to the said Director or employee, which shall be recorded in a separate Minutes Book to be maintained by the Company Secretary.
- 10. The Company shall not deny any Director or employee access to the Managing Director / Chief Executive Officer or the Chairman of the Audit Committee and shall provide protection to such Director or employee from unfair termination and other unfair or prejudicial employment practices.