

	WHISTLE BLOWER POLICY	Effective Date	01-Oct-2014
		Review Date	26-Sept-2025
		Prepared By :	Corporate HR

1. Introduction

Bright Brothers Limited (the "Company") is committed to conducting its business upholding the highest standards of ethics, integrity, and accountability. To reinforce these principles and ensure compliance with relevant laws and regulations, the Company has adopted this Whistle Blower Policy ("the Policy") in accordance with Section 177(9) of the Companies Act, 2013, and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This Policy enables Directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violations of the Company's Code of Conduct, while ensuring protection from victimization.

2. Objectives

The objectives of this Policy are:

- To enable employees and Directors to freely communicate concerns about unethical or unlawful activities.
- To establish a secure and confidential channel to report misconduct.
- To protect whistle-blowers from retaliation or victimization.
- To ensure concerns are investigated fairly and transparently.

3. Scope and Purpose

- This Policy applies to all employees (including contractual, temporary, and trainees), Directors, and stakeholders who become aware of suspected unethical conduct.
- The Policy covers concerns including, but not limited to: corruption, misuse of company assets, breach of legal obligations, violation of the Code of Conduct, and misconduct.

4. Definitions

- **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company under Section 177 of the Companies Act, 2013 and applicable SEBI regulations.
- **"Internal Committee"** means the committee constituted by the Company for the purpose of receiving, reviewing, and categorising complaints under this Policy. The Internal Committee will work in coordination with and under the overall oversight of the Audit Committee.
- **"Employee"** refers to every person employed by the Company, including contractual staff, apprentices, and trainees.
- **"Code"** refers to the Company's Code of Business Conduct and Ethics.
- **"Company"** means Bright Brothers Limited and its Units, Divisions, and Offices.
- **"Investigators"** means individuals authorized by the Audit Committee, including external professionals or law enforcement.
- **"Protected Disclosure"** means a communication made in good faith reporting unethical behaviour, suspected fraud, or violations of the Company's policies.
- **"Subject person"** refers to the individual against whom a Protected Disclosure is made.
- **"Whistle-blower"** means any person making a Protected Disclosure under this Policy.

5. Eligibility

The following persons are eligible under this policy to report their concerns as specified below:- All Employees of the Company and Directors are eligible to make Protected Disclosures under the Policy about illegal or unethical practices, unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy or any other genuine concerns or grievances in the Company.

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A whistle-blower reporting a concern must act in good faith and have reasonable grounds for reporting.

6. Protection for Whistle-blowers

The Company affirms its commitment to safeguard whistle-blowers against any form of retaliation or victimization. The effectiveness of this Policy relies significantly on the assurance of confidentiality and protection for individuals who, in good faith, report concerns. Accordingly, the Company extends the following protections:

- Whistle-blowers who report concerns in good faith shall not be subjected to any form of retaliation, discrimination, or adverse employment action, including dismissal, demotion, suspension, threats, harassment, or any form of unjust treatment.
- The Company strictly prohibits any form of unfair treatment against whistle-blowers. Any person found engaging in such conduct shall be subject to appropriate disciplinary action, which may include termination of employment or other legal remedies.
- Whistle-blowers shall be protected from any direct or indirect use of authority or influence intended to obstruct their right to continue performing their duties or to make further disclosures under this Policy
- The identity of the whistle-blower shall be kept confidential at all times, including after the conclusion of the investigation. Any individual assisting in the investigation or providing relevant evidence shall also be granted the same level of protection and confidentiality.

7. Manner of reporting concerns by whistle-blower

The whistle-blower shall ensure that the protected disclosure is factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

The Protected Disclosure should be submitted in a closed and sealed envelope and should be superscribed as "Protected disclosure under the Whistle Blower policy". The same can also be sent through email with the subject "Protected disclosure under the Whistle Blower policy". Failure to follow these instructions may limit the ability to ensure confidentiality and the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Secretary to the Audit Committee, B-54, Road No. 33, Dyaneshwar Nagar, Waghle Industrial Estate, Thane West – 400604, email: sonalip@brightbrothers.co.in
Directors can submit their concerns in writing directly to the Chairperson of the Audit Committee.

The Whistle Blower shall have the right to access the Chairperson of the Audit Committee directly in exceptional cases and the Chairperson of the Audit Committee is authorized to prescribe suitable directions in this regard.

8. Role of the Audit Committee

All Protected Disclosures received under this Policy shall be promptly forwarded to the Audit Committee under the procedures set forth herein.

The Audit Committee shall be responsible for the following:

- Conducting a preliminary review of each Protected Disclosure to determine its validity.
- Initiating and supervising investigations either directly or through appointed personnel or external experts.
- Ensuring that investigations are conducted in a fair, unbiased, and timely manner.
- Making appropriate recommendations to the Board of Directors based on the investigation findings.
- Overseeing the implementation of corrective or disciplinary actions, where necessary.

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8A. Internal Committee

- The Company has constituted an **Internal Committee** to strengthen the whistle-blower mechanism and ensure timely handling of complaints.
- The Internal Committee shall consist of:
 - Chief Financial Officer (CFO)
 - Company Secretary
 - Head – Human Resources
 - Plant Head
- Responsibilities of the Internal Committee include:
 - Conducting the **preliminary review** of complaints received.
 - **Categorising** complaints as either within or outside the scope of this Policy.
 - Deciding whether a matter should be treated as a **Protected Disclosure**.
 - Redirecting complaints that fall outside the scope to relevant procedures (e.g. HR Grievance Policy).
 - Escalating material complaints and investigation outcomes to the **Audit Committee**.
- The Internal Committee shall operate independently but remain accountable to the Audit Committee, which retains overall responsibility for the Whistle Blower Policy.

9. Manner of Handling Complaints

Upon receipt of a Protected Disclosure, the Audit Committee or any person specifically authorized by the Audit Committee shall acknowledge receipt of the complaint to the whistle-blower within two (2) working days. The Committee shall ensure that all disclosures are documented and assigned for investigation without undue delay. The whistle-blower shall be informed of the general process and status, to the extent permissible without compromising the investigation's integrity or confidentiality.

9A. Complaints Outside the Scope of this Policy

- If a complaint is determined to fall outside the scope of the Whistle Blower Policy, the **Internal Committee** will decide whether it should still be treated as a Protected Disclosure.
- Such complaints will then be redirected to other relevant procedures (e.g. HR Grievance Policy or other internal mechanisms).
- The complainant will receive a formal communication confirming that their concern has been redirected and is being addressed under the appropriate process.

10. Investigation

The Company is committed to ensuring that all Protected Disclosures are addressed with seriousness, objectivity, and timeliness. The following procedures shall be followed during the investigation process:

- All Protected Disclosures received under this Policy shall be duly recorded and subjected to a thorough and impartial investigation.
- The Audit Committee shall have the authority to investigate the matter directly or, at its discretion, delegate the task to an appropriate internal officer or engage external agencies, including legal counsel, auditors, or private investigators, as deemed necessary.
- The subject of the complaint shall be informed in writing of the allegations during the formal investigation

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and shall be given a fair opportunity to present their views and submit any relevant information in their defence.

- The Audit Committee shall maintain a comprehensive written record of each investigation, which shall include: a) Detailed facts and background of the Protected Disclosure; b) Whether the concern has been previously raised, and the outcome, if applicable; c) Whether similar concerns have been raised against the subject person in the past; d) Any financial loss or other impact to the Company as a result of the issue; e) Findings and conclusions of the investigation; f) Collection and review of all relevant documents and evidence related to the concern.
- The Audit Committee shall ensure that the investigation is completed and a report is prepared within a reasonable time-frame, not exceeding ninety (90) days from the date of receipt of the Protected Disclosure. This period may be extended based on the complexity of the matter, at the discretion of the Audit Committee.
- Upon conclusion of the investigation, the Audit Committee shall submit its findings to the Board of Directors along with recommended corrective, disciplinary, or preventive actions. A closure report shall also be prepared and archived as part of the official records.

11. Monitoring, Tracking, and Review of Complaints

- The Audit Committee shall maintain a formal system to track all Protected Disclosures from receipt to closure, ensuring proper documentation and timely resolution.
- To improve the mechanism's effectiveness, the Audit Committee will periodically review the process and may involve an independent party if needed. Identified gaps shall be addressed promptly.
- The Company may also conduct employee awareness or training sessions to reinforce understanding and usage of this Policy.

12. Confidentiality

All individuals involved in the whistle-blower process—including the whistle-blower, the subject of the complaint, members of the Audit Committee, and any other parties participating in the investigation—are required to maintain strict confidentiality.

To ensure confidentiality, all parties must:

- Refrain from discussing any part of the complaint or investigation in informal or public settings.
- Limit discussions strictly to those individuals who are directly involved in the investigation.
- Securely handle all related physical and digital documents, ensuring they are not left unattended.
- Password-protect all electronic files and emails associated with the investigation.

Any breach of confidentiality shall be considered a serious violation of this Policy. Individuals found to be in violation may face disciplinary action as determined by the Audit Committee.

13. Retention of Records

All Protected Disclosures, investigation reports, supporting evidence, and related documents shall be retained securely by the Company for no less than seven (7) years or as mandated by applicable legal or regulatory requirements, whichever is longer.

14. Reporting

A consolidated report summarizing the number of complaints received under this Policy, their status, and outcomes shall be presented every quarter to the Audit Committee and the Board of Directors. This ensures oversight, accountability, and continuous improvement in the whistle-blower process.

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15. Amendment

- The Company reserves the right to amend or modify this Whistle Blower Policy from time to time, in line with applicable laws and regulatory requirements.
- Any such amendments shall be subject to review and approval by the Board of Directors or the designated committee.
- This Policy overrides all earlier versions and will apply in case of any conflict with other Company policies on whistle-blower issues.

16. Policy Review

We review this policy once a year to ensure it remains up to date with legal changes and industry best practices. Any updates are reviewed by HR and approved by the Executive Management Committee.