

# **Dhanuka Agritech Limited**

## **Whistle Blower Policy**

### **Objective**

The principles of Trust through Transparency and Accountability are at the core of Dhanuka Agritech Limited's (hereinafter referred to as "Company") existence. The Whistle Blower Policy (hereinafter referred to as "Policy") has been created to ensure strict compliance with ethical and legal standards across the Company.

The objectives of this Policy are:

- To create a window for any person who observes an unethical practice either organizationally or individually to be able to raise it
- To encourage timely, safe and open reporting of alleged wrong doings or suspected impropriety
- To ensure consistent and timely institutional response
- To ensure appropriate reporting of whistleblower investigations and
- To encourage ethical and lawful conduct

### **Scope**

This Policy defines and lays down the process for raising a 'complaint', the safeguards in place for the person raising a complaint. In all instances, the Committee of the Executive Directors of the Company retain the prerogative to determine when circumstances warrant an investigation and, in conformity with this Policy and applicable laws and regulations, the appropriate investigative process to be employed.

Complaints related to any unethical business conduct or illegal acts will be dealt under the Whistleblower Policy. Any complaints related to HR issues or issues related to sexual harassment will be forwarded to Sahyog Committee/ Internal Complaints Committee. An illustrative list of complaints redressed by the Policy is provided in **Annexure 1**.

### **Applicability**

This Policy covers all employees, third party vendors, consultants and customers throughout India, operating from any location of the Company.

### **Definitions**

- *Whistleblower*: A person or entity making a disclosure of any unethical activity that they have observed which includes violation of any law or code of conduct or any Company Policy. Whistleblowers could be employees, contractors, contractor's employees, clients, vendors, internal or external auditors, law enforcement /regulatory agencies or other third parties.
- *Complaint*: The reporting of any such unethical activity or violation by a whistleblower, as defined above made in good faith, would constitute a complaint.

### **Policy Details**

It is the duty of all employees to notify the Company if they observe, or learn of, any unethical business conduct or illegal acts. Failure to promptly raise a known or suspected violation is considered an unethical

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behavior. Please refer the Company's Code of Conduct for the standards of ethical behavior and personal conduct.

Further, all the employees are required to read this Policy and submit the attached certification that they will comply with it.

### **Reporting a Complaint**

Complaints are encouraged to be made in writing so as to ensure a clear understanding of the issues. Such reports should be factual rather than speculative and must contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures. The Whistleblower need not prove the concern but must demonstrate sufficient grounds for raising the concern. The disclosure can also be made anonymously, but it will be the decision of the concerned authority to further act upon on an anonymous complaint or not depending upon the disclosure so made.

### **Disqualification**

In case of concerned authority reaching a conclusion that the complaint has been made with malafide intentions and is a false accusation or is an abuse of process, then appropriate action against the person making the disclosure will be taken. Some disclosures may not result in any investigation or action at a later stage even though they are made in good faith. In such circumstances, no action would be initiated against the submitter of information. It is also clarified that this process should not be used as a Grievance Redressal mechanism.

### **How to Report**

Complaint has to be made (i) by sending an e-mail to: [whistleblower@dhanuka.com](mailto:whistleblower@dhanuka.com) or to the Company Secretary or (ii) by sending a letter marked 'Confidential' to:

The Company Secretary,  
Dhanuka Agritech Limited,  
14<sup>th</sup> Floor, Building 5A,  
DLF Cyber City, Phase- III,  
Gurgaon – 122 002, Haryana

The Company's Managing Director has the power to decide who will access the e-mail id [whistleblower@dhanuka.com](mailto:whistleblower@dhanuka.com). Presently, the Company Secretary will access the e-mails sent to the afore-mentioned e-mail id.

If whistle blower believes that the Company Secretary is involved in the suspected unethical activity, he may report to the Audit Committee of Board of Directors of the Company (the "Audit Committee") at:

Chairperson, Audit Committee,  
Dhanuka Agritech Limited,  
14<sup>th</sup> Floor, Building 5A,  
DLF Cyber City, Phase- III,

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Because whistle blower has several means of reporting, he need not report to someone he believe may be involved in the suspected unethical activities or from whom he fears retaliation.

### **Investigations on receipt of Complaint**

The recipient of the Complaint shall, immediately report the matter to the Managing Director, who will discuss with the other Executive Directors. All complaints under this Policy 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. Everyone working for or with the Company has a duty to cooperate in the investigation of complaints of unethical activities. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that an unethical activity has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party and including termination. Reasonable and necessary steps will also be taken to prevent such further unethical activities.

### **Documentation**

All documentation pertaining to the complaint including but not restricted to the investigation report, corrective action taken and evidence will be maintained for a period of 3 years.

### **Remedies and Discipline**

If the Company determines that a non compliance or ethical violation has occurred, it will take the necessary actions, including the following, as it deems fit:

- Any person found guilty of violation of the Company's Code of Conduct will be subject to disciplinary action up to and including termination of employment.
- Appropriate procedures, policies and controls will be established in all departments to ensure early detection of similar violation.
- During the investigation period or at any time thereafter, if any employee is found to be (a) retaliating against the complainant, (b) coaching witnesses or (c) tampering with evidence, then it would lead to severe disciplinary action including termination of employment.
- Lodging of FIR with Police department if complaint is of serious nature and requires such action.

### **Whistleblower**

- The Whistleblower provides the complaint, which is the initial information related to a reasonable belief that an unethical activity has occurred. The motivation of a Whistleblower is irrelevant to the consideration of the validity of the allegation.
- Whistleblower (including anonymous Whistleblower) must provide all factual corroborating evidence, as is available/possible, to enable commencement of an investigation, material which

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demonstrates sufficient grounds for concern. However, the Whistleblower shall refrain from obtaining evidence for which they do not have a right of access and no protection would be guaranteed to the Whistleblower for having obtained information illegally.

- The Whistleblowers will not be immune to disciplinary action if he is found guilty of or is a party to the allegations.

### **Whistleblower Protection**

The Company will ensure to protect whistleblowers against retaliation, as described below:

- The Company will keep the whistleblower's identity confidential, unless (a) the person agrees to be identified; (b) identification is necessary to allow the Company or law enforcement officials to investigate or respond effectively to the report; (c) identification is required by law; or (d) the person accused of Compliance violations is entitled to the information as a matter of legal right in disciplinary proceedings.
- The Company prohibits retaliation against a whistleblower with the intent or effect of adversely affecting the terms or conditions of employment (including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages). Whistleblowers who believe that they have been retaliated against may file a written complaint. A proven complaint of retaliation shall result in a proper remedy for the person harmed and severe disciplinary action including termination of employment against the retaliating person. This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.

**Disclaimer – The Company reserves the right to alter, amend or withdraw this Policy either in part or in full based on Management’s discretion.**

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### **ACKNOWLEDGMENT AND AGREEMENT REGARDING THE WHISTLEBLOWER POLICY**

This is to acknowledge that I have received a copy of the Company's Whistleblower Policy. I understand that compliance with applicable laws and the Company's Code of Conduct is important. I further understand that the Company is committed to a work environment free of retaliation for employees who have raised concerns regarding unethical activities which includes violations of this Policy, the Company's Code of Conduct or any applicable laws and that the Company specifically prohibits retaliation whenever an employee makes in good faith complaint regarding such concerns. Accordingly, I specifically agree that to the extent that I reasonably suspect there has been an unethical activity including violation of applicable laws or the Company's Code of Conduct and any retaliation related to the reporting of such concerns, I will immediately report such conduct in accordance with the Company's Whistleblower Policy. I further agree that I will not retaliate against any employee for reporting a reasonably suspected unethical activity in good faith.

I understand and agree that to the extent I do not use the procedures outlined in the Whistleblower Policy, the Company and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

Employee's signature \_\_\_\_\_

Name: \_\_\_\_\_

ECN: \_\_\_\_\_

Designation: \_\_\_\_\_

Department: \_\_\_\_\_

Branch: \_\_\_\_\_

Date: \_\_\_\_\_

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### Annexure 1: Illustrative List of Malpractices and Events

<b>Malpractices / Events</b>
Unethical business practices like bribery taken / given
Non-financial significant favors, gifts beyond the defined guidelines
Misuse of Company funds, assets, property, facilities etc.
Negligence causing substantial risk to public health and safety
Manipulation of Company data / records
Financial irregularities, including fraud, or suspected fraud
Abuse of authority
Criminal offence
Theft of confidential / proprietary / customer information
Violation of law / regulation organization wide
Embezzlement of Company funds/assets
Breach of employee Code of Conduct or Rules
Any other unethical behavior