



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 revised Policy will be effective from 2nd February, 2022.**

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, 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.

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 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 or to the Company Secretary or (ii) by sending a letter marked 'Confidential' to:

The Company Secretary,
Dhanuka Agritech
Limited, Global Gateway
Tower, Near Guru
Dronacharya Metro
Station, MG Road
Gurugram-122002

The Company's Managing Director has the power to decide who will access the e-mail id 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,
Global Gateway Tower,
Near Guru Dronacharya
Metro Station, MG Road
Gurugram-122002

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 ethical violation will be subject to disciplinary action up to and including termination of employment.
- 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 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.



Annexure 1: Illustrative List of Malpractices and Events

| Malpractices / Events |
|---|
| 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 |

Prepared by
Mr. Jitin Sadana
Company Secretary &
Compliance Officer

Approved by
Mahendra Kumar Dhanuka
Managing Director

V.K. Bansal
CFO

Viekas Khokha
General Manager-HR