

## **Whistle Blower Policy** **(amended w.e.f. 2<sup>nd</sup> February, 2024)**

### **1. Preface:**

The Company is committed to the highest standards of transparency, honesty and accountability in all its affairs and to providing a workplace conducive to open discussion relating to its business practices. This Policy reinforces the Company's approach by setting out the ways in which a whistleblower can voice his/her concern about suspected unethical and improper practice, or violation of the Company's Code of Conduct.

### **2. Objectives:**

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

### **3. Scope:**

This Policy defines and lays down the process for raising a 'complaint' and to put in place the safeguards 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**.

### **4. Applicability**

This Policy covers all employees, vendors, suppliers and any other stakeholder of the Company.

### **5. Definitions**

- i. **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.
- ii. **Complaint:** The reporting of any such unethical activity or violation by a whistleblower, as defined above made in good faith, would constitute a complaint.
- iii. **Protected Disclosure:** Any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct / Policies or any improper activity.

- iv. **Subject:** A person, including a juridical person, against, or in relation to whom, a Protected Disclosure has been made or evidence gathered during investigation.

## 6. Procedure:

- i. The Whistleblower can make Protected Disclosure to either the Chairperson or the Managing Director or the Chairman of the Audit Committee through the defined reporting channels. The details of contact persons and reporting channels are given below:

Contact Person:

Chairperson of Audit Committee  
Vice Chairman & Managing Director  
Company Secretary

Complaint has to be made (i) by sending an e-mail to: [whistleblower@dhanuka.com](mailto:whistleblower@dhanuka.com) or to the Chairperson of the Audit Committee or to Company Secretary or (iii) 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 Vice Chairman & 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.

- ii. Protected Disclosures received by the Vice Chairman & Managing Director and the Company Secretary of the Company should be forwarded to the Chairperson of Audit Committee for further appropriate action. Care must be taken to keep the identity of the Whistleblower confidential. Every Protected Disclosure should be shared with the Audit Committee.
- iii. Protected Disclosures should preferably be made in writing.
- iv. The Company encourages Whistleblowers to not make anonymous disclosures so that they can be contacted if needed for progressing the investigation.
- v. The Policy will be communicated to all through circulars displayed on Notice Boards, Intranet and Company's website.
- vi. Protected Disclosures should be factual and not speculative. They should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and urgency of a preliminary investigative procedure.

If whistle blower believes that the Company Secretary is involved in the suspected unethical

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**Registered & Corporate Office:** Global Gateway Towers, Near Guru Dronacharya Metro Station,  
MG Road, Gurugram-122002, Haryana

Tel: +91-124-434-5000, Email: [headoffice@dhanuka.com](mailto:headoffice@dhanuka.com), Website: [www.dhanuka.com](http://www.dhanuka.com)

**CIN: L24219HR1985PLC122802**

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.

## **7. Disqualification:**

- i. Though the company will investigate all reports that it receives provided they are sufficiently informative and specific, it reserves the right not to investigate in case the Protected Disclosures are made without the following mandatory information:
  - a. Nature and facts of the Protected Disclosure
  - b. People involved in the Protected Disclosure
  - c. Impact (monetary or otherwise) on the Company
  - d. Name and address of the Whistleblower
- ii. 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.
- iii. 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.

## **8. Investigation:**

- i. The identity of a Subject and the Whistle-blower would be kept confidential to facilitate effective conduct of the investigation.
- ii. The Company's decision to conduct an investigation is, by itself, not proof of prima facie guilt and should be considered a neutral fact-finding process. The outcome of the investigation may or may not evidence the happening of an improper or unethical act.
- iii. The Protected Disclosure shall generally be investigated by the internal audit department. In consultation, the chair of the audit committee, the Chairperson and Vice Chairman & Managing Director will decide the appropriate investigation agency and method. The Chief Internal Auditor may with the permission of the Chairman of the Audit Committee, consider involving any investigators or other agent for the purpose of the investigation.
- iv. The investigation shall be completed within 60 days of the receipt of the Protected Disclosure.

- v. The Subject can directly approach the Chairman of the Audit Committee for a meeting. However, the chairman will accept to hold a meeting only if he considers it appropriate and with such conditions and precautions as he wishes to take, including the presence of other(s) or /and recording the meeting.
- vi. Subjects have a duty to co-operate with the Investigators during investigation.
- vii. Subjects have a responsibility not to interfere in the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- viii. Subjects will be given the opportunity to respond to material findings of the investigation.
- ix. Subjects have a right to be informed about the outcome of the investigation.

## **9. Safeguarding of Interest of Whistleblower & Subject:**

- i. No unfair treatment would be meted out to a Whistleblower in retaliation for his/her having reported a Protected Disclosure under this Policy. The Company condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against the Whistle-blower and the company will protect him/her from such treatment. If there is any victimization, the Company will take steps that could include dismissal of the employee(s) concerned.
- ii. In case of repeated frivolous Protected Disclosures made by a Whistleblower, the Company reserves the right to take appropriate disciplinary action that could include dismissal.
- iii. Similarly, the identity of a Subject should be protected and kept confidential till the conclusion of the investigation and its acceptance by the Audit Committee. The identities of Subjects proven to be guilty after due investigation may be revealed only to the extent necessary for the interests of the Company and its stakeholders.

## **10. 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.

## **11. Reporting:**

Every quarter a summary of all the complaints received will be discussed by the Audit Committee and it may suggest further investigation or modification of the action proposed or taken by management against a guilty Subject.



## **12. Retention of Documents:**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of three years.

## **13. Amendment:**

The Audit Committee or the Board of Directors of the Company can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local regulations and / or accommodate organizational changes within the Company.

## **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

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