

**DORF-KETAL CHEMICALS INDIA
LIMITED**

**VIGIL MECHANISM / WHISTLE
BLOWER POLICY**

Vigil Mechanism / Whistle Blower Policy

1) PREFACE

Title	Vigil Mechanism / Whistle Blower Policy
Version No.	2
Effective Date	06 th September, 2024
Authorized By	Board of Directors vide resolution dated <u>06th September, 2024</u>
Number of Revision (Since 23 rd June, 2014)	1
Last Revised Date	06 th September, 2024

2) INTRODUCTION

DORF-KETAL CHEMICALS INDIA LIMITED (hereafter referred to as “Company” in this document) believes in promoting a fair, transparent, ethical and professional work environment. While the company code of conduct defines the expectations from employees in terms of their integrity and professional conduct, the vigil mechanism defines the mechanism for reporting deviations from the standards defined in the code.

The Vigil mechanism is implemented not only as a safeguard to unethical practices. This mechanism is intended to provide mechanism for reporting genuine concerns or grievance and ensure that deviations from the company’s Code of Conduct and Values are dealt with in a fair and unbiased manner as provided in Section 177 (9) and (10) of the Companies Act, 2013 and the Companies Rules, 2014.

3) PURPOSE

The Whistle Blower Policy and Vigil Mechanism play a crucial role in fostering a transparent and ethical organizational culture. This policy provides a robust framework empowering all employees and directors of the Company to fearlessly report genuine concerns and actual or potential violations. In alignment with the provisions, employees have the flexibility to report any concerns directly to the Chairman or any member of the Audit Committee established under Section 177 of the Companies Act, 2013, along with the rules formulated therein. This initiative aims to ensure a vigilant mechanism that upholds integrity and accountability across the company.

4) SCOPE

The Whistle blower's function is to serve as a reporting party possessing credible information. Their role does not entail or anticipate them taking on the responsibilities of investigators or fact-finders. Likewise, they are not tasked with determining the suitable corrective or remedial measures that may be necessary in a specific case.

5) DEFINITIONS

Definitions of some of the key terms used in this mechanism are given below:

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- a) Protected disclosure: Any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.
- b) Whistle blower: An individual who makes a protected disclosure under this mechanism. This could be an Employee, Director, Vendor, Partner and Consultant, including Auditors and Advocates of company.
- c) Board of Directors: As defined in Companies Act 2013.
- d) Nominated Director: Director nominated by board of directors for the purpose of addressing the complaints / protected disclosures made under Vigil Mechanism.
- e) Code of Conduct: A set of rule outlining the responsibilities of or proper practices applicable to all executives and employees of Company.
- f) Vigilance Officer: means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the nominated director for its disposal and informing the whistle blower the result thereof.
- g) Investigators: Selected employees or third parties assigned with conducting investigations to ascertain the credibility of such whistle blower complaints.
- h) Subject: means a person against whom, or in relation to whom a Protected Disclosure is made.
- i) Disciplinary committee: Committee consisting employees appointed by nominated director to take disciplinary or corrective action against the Subject as per the company's disciplinary procedures.

6) GUIDING PRINCIPLES OF THE VIGIL MECHANISM

To ensure effective implementation of vigil mechanism, the company shall:

- a) Ensure protection of the whistle blower against victimization for the disclosures made by him/her.
- b) Ensure complete confidentiality of the whistle blower identity and the information provided by him/her.
- c) Ensure that the protected disclosure is acted upon and no evidence is concealed or destroyed.
- d) Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner.
- e) Ensure whistle blower would not get involved in conducting any investigative activities other than as instructed or requested by investigator or by nominated director.
- f) Ensure the subject or other involved persons in relation with the protected disclosure be given a fair and without any presumption of guilt, opportunity to be heard.
- g) Ensure disciplinary actions are taken against anyone who conceals or destroys evidences related to protected disclosures made under this mechanism.

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h) Ensure that suitable action be taken against the person (where identity is disclosed by the whistle blower) making frivolous protected disclosures with an intention to wrongly defame and tarnish the image of subject as well as to settle his/her personal grudge.

7) WHO CAN REPORT?

Any Whistle-blower among the employees and directors of the Company can report genuine concerns and actual or potential violations. Additionally, stakeholders of our Company including suppliers, business partners or contracted vendors and clients can raise concern through this policy.

Concerns / violations that can be reported

- Deliberate or unintentional non-compliance of the applicable laws
- Improper and unlawful practices
- Cases of frauds
- Financial and accounting irregularities
- Misappropriation of Company's funds
- Violation of Code of Conduct & Business Ethics inter-alia non-disclosure of conflict of interest or indulging in insider trading
- Abuse or misuse of position and/or authority.
- Malpractices relating to the company's processes and SLA's.
- Employee Health and Safety risks or violations
- All forms of workplace harassment including Sexual harassment under the POSH Act, 2013.
- Abuse or misuse of position and/or authority
- Any other unethical behavior or conduct that is deemed to be in violation of any Policy of the Company or provisions of the law of the land.

Classification of the Stakeholders involved

- **Audit Committee:** The Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.
- **Chairman of the Audit Committee:** The Employee designated as the Chair of the Audit committee in accordance with Section 177 of the Companies Act, 2013.
- **Investigation Panel:** The authorized entity/ entities appointed by the Audit committee to investigate a particular complaint or concern received under this policy.
- **Whistle-blower (Complainant):** An individual employee or entity making a complaint or raising a concern under this policy.
- **Subject/ Subjects:** The individual/s or entity/ entities against whom the complaint or concern has been registered.

8) PROTECTION FOR WHISTLE BLOWER.

a) A whistle blower would be given the option to keep his/ her identity anonymous while reporting an incident on Ethics Helpline. The company will make no attempt to discover the identity of an anonymous whistle blower. If the whistle blower's identity becomes known during the course of the investigation, company will ensure that the identity of the whistle blower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings.

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- b) A whistle blower reporting issues related to Discrimination or Harassment (e.g. Sexual harassment, child labour, discrimination, violation of human rights) would necessarily need to disclose their identity to enable effective investigation.
- c) Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the whistle blower.
- d) The Nominated Director would safeguard the whistle blower from any adverse action. This includes discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices.
- e) Protection under this mechanism would not mean protection from disciplinary action arising out of false allegations made by a whistle blower.
- f) A whistle blower may not be granted protection under this mechanism if he/she is subject of a separate complaint or allegations related to any misconduct.
- g) Committee shall take suitable action against the complainant for any frivolous complaint in accordance with the provisions in the Code of Corporate of Conduct & Business Ethics and/or appropriate company policies.
- h) While ensuring complete protection for genuine Whistle blowers as outlined herein, any misuse of this protection will result in disciplinary measures.
- i) Protection under this Policy does not exempt individuals from disciplinary actions arising from false or deceptive allegations knowingly made with malicious intent.
- j) The Company/Audit Committee retains the right to initiate or recommend suitable disciplinary actions against Whistle blowers who make three or more Protected Disclosures subsequently proven to be made with malicious intent, frivolous, baseless, malicious, or reported without good faith.

9) COVERAGE OF THE VIGIL MECHANISM

All employees, directors, vendors, Vendor, Partner and consultants, including auditors and advocates who are associated with company, Subsidiaries of the Company & all group companies can raise concerns regarding malpractices and events which may negatively impact the company viz.

- a) Accounting, Auditing and Internal Financial Matters
- b) Conflict of Interest
- c) Disclosure of Confidential Information
- d) Discrimination or Harassment
- e) Embezzlement
- f) Falsification of Contracts, Reports or Records
- g) Gifts and Entertainment
- h) Improper Supplier or Contractor Activity
- i) Theft
- j) Time Abuse
- k) Violation of Policy
- l) Other

10) REPORTING MECHANISM

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The Whistle blowers are expected to speak up and bring forward the concerns or complaints about issues listed under Section

11) COMMUNICATION BY WHISTLE BLOWER.

The Whistle blower can send a mail directly to the Nominated Director or to Vigilance Officer with a copy to nominated director whose names and email ids are mentioned in the Appendix A and B

12) INVESTIGATION

The investigation would be carried out to determine the authenticity of the allegations and through fact-finding process.

- a) If initial enquiries by the Vigilance Officer indicate that the concern has no basis, or it is not a matter to be investigation under this Policy, it may be dismissed at this stage with the approval of Nominated Director and the decision will be documented.
- b) Where initial enquiries indicate that further investigation is necessary, this will be carried through either by The Vigilance Officer or by such other person as may be appointed by the Nominated director. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings will be made.
- c) The investigation team should not consist of any member with possible involvement in the said allegation or from the same Department (as per company definition) from which the subject and aggrieved belongs.
- d) During the course of the investigation:
 - i. Investigation team will be given authority to take decisions related to the investigation.
 - ii. Any required information related to the scope of the allegation would be made available to the investigators.
- e) The findings of the investigation should be submitted to the Nominated director.
- f) Confirmed cases will be submitted to the Disciplinary Committee by the investigator with –its report and findings along with required supporting documents, for confirmation of disciplinary actions.

13) ROLE OF INVESTIGATOR

- a) A structured approach should be followed to ascertain the creditability of the charge.
- b) Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
- c) Provide timely update to the nominated director on the progress of the investigation.
- d) Ensure investigation is carried out in an independent and unbiased manner, without any presumption of guilt.
- e) Document the entire approach of the investigation.
- f) Investigation Report including the approach of investigation should be submitted to the nominated director.
- g) Submit investigation report of all confirmed cases to the disciplinary committee.

14) INVESTIGATION PROCEDURE

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- a) The **Audit Committee** is the official investigation authority for all cases under this policy.
- b) The Whistle Blower officer will receive all the complaints and forward the same to Audit Committee. The Committee will appoint an Investigation panel (ensuring that the panel does not contain the whistle blower/ complainant) to suitably investigate the complaint/s and the panel will recommend the appropriate course of action to be taken, after conducting a thorough investigation of the Subject/s, all relevant facts and evidence associated with the case. The panel will submit their report to the Committee within a maximum of 45 calendar days from the date of receipt of the complaint.
- c) The Committee will review the investigation report submitted by the Investigation panel and in case the Subject is found to be guilty of violation of any of the company policies then the Committee shall recommend the appropriate remedial or disciplinary action against the Subject within a maximum of 60 calendar days from the date of receipt of the complaint.
- d) In case of any appeal filed against the disciplinary action by the Subject (filed in writing to the Audit committee) within 30 calendar days of formal communication/notification of the disciplinary action. The appeals will be reviewed and adjudicated by the Audit Committee and concerned authority/ authorities in the company responsible for implementation of the disciplinary action in accordance with any applicable regulation(s) and final disciplinary or remedial action on the Subject (as appropriate) will be carried out post review completion.
- e) The Committee will send a copy of the complaint, investigation report and the ‘action taken report’ to the Management.
- f) Committee shall also declare that the person engaged for carrying out the investigation is not a whistle blower or complainant.

15) MAINTAINING SECRECY AND CONFIDENTIALITY

Company expects individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be initiated against anyone found not complying with the below:

- a) Maintain complete confidentiality and secrecy of the matter.
- b) The matter should not be discussed in social gatherings or with individuals who are not involved in the review or investigation of the matter.
- c) The matter should only be discussed only to the extent or with the persons required for the purpose of completing the investigation.
- d) Ensure confidentiality of documents reviewed during the investigation should be maintained.
- e) Ensure secrecy of the whistle blower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.

16) DISQUALIFICATIONS

- a) Issues other than those listed under Section A.5 “Coverage of the vigil mechanism”.
- b) The complainant is not able to provide specific information that covers at least some of the following points:
 - Location of incident
 - Timing of incident

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- Personnel involved
- Specific evidence
- Frequency of issues

c) In case the complainant is unable to provide adequate information, the Vigilance officer reserves the right to not investigate the reported matter with the permission of nominated director.

17) MANAGEMENT DECISION

- a) Disciplinary committee will take disciplinary or corrective action against the Subject as per the Company's disciplinary procedures and can also take legal action, if required.
- b) The decision of Disciplinary committee should be considered as final and no challenge against the decision would be entertained, unless additional information becomes available.
- c) In case of frivolous or false complaints, action may be taken against the complainant.

18) RETENTION OF RECORDS

Records relevant to the investigation/complaint will be retained for 7 years from the date of closure of Investigation.

19) ROLES AND RESPONSIBILITIES

Audit Committee

- Audit Committee ensures that investigations are conducted thoroughly and in compliance with policy guidelines.
- Reviews and monitors the implementation and effectiveness of the policy.

Investigation Panel

- Receive and review the whistle blower report promptly and confidentially.
- Conduct evidence based fact finding and analysis within the scope of investigation
- Maintain objectivity, thoroughness, and impartiality throughout the investigation.
- Keep all information confidential and disclose findings only to authorised parties.

Whistle Blower

- Understand the whistle blower policy and procedures for reporting.
- Report concerns in good faith, providing factual and specific information.
- Cooperate with investigators during the course of the investigation.
- Maintain confidentiality to the extent possible and as outlined in the policy.
- Refrain from making malicious or false allegations.

Subject (Person against whom the complaint is raised)

- Cooperate with the investigation process.
- Provide accurate information and responses to investigators.

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- Refrain from retaliating against the whistle blower.
- Shall not interfere with the investigation and shall not withhold, destroy or tamper with evidence, and influence, threaten or intimidate witnesses.
- Shall maintain confidentiality of the investigation process

Lodging of Complaints

Complaints on the matters listed above, including anonymous, can be directly reported/ lodged to the Committee at auditcommittee@dorketal.com

Alternatively, complaints can also be sent to the to be below mentioned address through post / courier.

To,
**The Audit Committee,
Dorf Ketal Chemicals India Limited,
Tower 3, Ramachandra Lane, Kanchpada,
Malad (West), Mumbai – 400 064**

Details of Audit Committee

Audit Committee

Sr. No.	Name of the Member	Chairman/ Member
1	Mr. Rajesh Desai	Chairman
2	Mr. Sudhir Menon	Member
3	Ms. Bhavna Thakur	Member
4	Dr. Parsotambhai Devsibhai Vaghela	Member

20) RIGHT TO AMENDMENT

The company holds the right to amend or modify the policy. The updated Vigil mechanism would be shared on company website.
