

JD ORGOCHEM LIMITED

WHISTLE BLOWER POLICY

PREFACE:

1. In accordance with the Section 177 (9) of the Companies Act, 2013 and Amended Clause 49 of the Listing agreement, every Listed Company shall establish a vigil mechanism for the Directors and Employees to report genuine concerns in such manner as may be prescribed. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

Under these circumstances, being a responsible corporate/ organisation, JD Orgochem Limited, (the Company) formulated a “Whistle Blower Policy” (the Policy) which enables all employees on the rolls of the Company to report about any instances of unethical behaviour, actual or suspected fraud or violation of the Company’s General Guidelines.

2. This policy is an internal document of the Company to provide employees of Company an avenue to lodge complaints in line with commitment of Company to the highest possible standards of openness, probity and accountability and to further provide necessary safeguards for protection of complainants from reprisals or victimisation for whistle blowing in good faith. The role of employees in pointing out violation of the guidelines is of vital importance.

POLICY OBJECTIVES:

3. A Whistle Blower (Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
4. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

DEFINITIONS:

5. The definitions of some of the key terms used in this Policy are given below:-
 - a) “Alleged Wrongful Conduct” shall mean violation of law, infringement of company’s ethical policies, mismanagement, and misappropriation of monies, corrupt practices, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
 - b) “Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013;
 - c) “Board” means the Board of Directors of the Company.
 - d) “Company” means JD Orgochem Limited and all its Branches/Offices/Zones.

- e) "Employee" means every employee whose name appears on rolls of the Company (whether working in India or abroad) including the functional Directors of the Company.
- f) "Investigators" means those persons authorized, appointed, consulted or approached by the Chairman & Managing Director (CMD) / Chairman of the Audit Committee (CAC).
- g) "Protected Disclosure" (PD) means a concern raised by an employee or group of employees of the Company, through any written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity on the part of employee of the Company. However, the Protected Disclosures should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- h) "Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- i) "Whistle Blower" means an employee or group of employees who make a Protected disclosure under this Policy and also referred in this policy as complainant.

SCOPE:

- 6. The Policy provides for taking cognizance of unethical behaviour actual or suspected fraud, violation of Company's general guidelines and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

COMPLAINT:

- 7. Whistle Blower making a disclosure under this policy is a complainant. He/she is not an investigator therefore should not act on their own in conducting any investigative activities nor do they have a right to participate in any investigative activities unless formally requested.
- 8. The whistle blower is generally not expected to substantiate the disclosure but is under obligation to demonstrate prima facie issue of the disclosure.
- 9. Anonymous or pseudonymous complaints will not be entertained whatsoever.

PROTECTION:

- 10. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further PD will be given to genuine Whistle Blowers and no unfair treatment will be meted out by virtue of his/her having reported a PD under this policy. The Company will take steps to minimize difficulties, reported by the Whistle Blower for making the PD. Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee (CAC) who shall investigate into the same and recommend suitable action.

11. The identity of the Whistle Blower shall be kept confidential to the extent possible and as permitted under law.
12. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

EXCEPTIONS:

- a) Any abuse of this protection by whistle blowers may result in disciplinary action.
- b) The whistle blower shall not make false or bogus allegations knowing it to be false or bogus, frivolous, malicious complaints or with a mala fide intention. PD of such category if subsequently found to be frivolous, baseless or reported otherwise than in good faith and disciplinary action may be initiated against him/her.
- c) However, this policy does not protect an employee from an adverse action taken independent of his disclosure or unethical and improper practice etc., unrelated to a disclosure made pursuant to this policy.

PROCEDURE:

13. All PDs concerning the employees at the level of C&MD and Functional Directors should be addressed to the Chairman of the Audit Committee (CAC). The investigation concerning them should be carried out by the Audit Committee if deemed fit. The contact details of the concerned authority are as under:

To,
The Chairman of the Audit Committee
JD Orgochem Limited,
Mumbai – 400 018

The PD covers shall be opened by the addressee only in person. Authorities concerned may evolve appropriate procedure for protection of confidentiality of the disclosure made by complainants over facsimile or e-mail.

14. PDs should be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in legible handwriting which shall bear the identity of the Whistle Blower. The PD shall be made in English or Hindi or in the regional language of the place of employment of the whistle blower. The complainant shall give his/her name and address and other contact details on a separate sheet attached to the complaint, so that the identity of the complaint is separable. The text of the PD should be carefully drafted so as not to give any details or clue as to the identity of the complainant.

However, the details of the PD made should be specific and verifiable. It should be sent in a closed and secured envelope super scribed as “Protected Disclosure under the Whistle Blower Policy”. If the envelope is not super scribed and closed as mentioned above it will not be possible for the authority to protect the complainant.

15. The PD should be forwarded under a covering letter. The Chairman of the Audit Committee (CAC) as the case may be, shall detach the covering letter bearing the identity of the whistle

blower and forward only the PD to the Investigators for investigation within 30 days from the date of its receipt.

16. The authority receiving the complaint will not issue any acknowledgment of the complaint and the complainants are advised neither to write the name/address of the complainant on the envelope (though sent through courier/post) in the interest of the complainant. The authority will not normally enter into any further correspondence in order to protect the interests of the complainant unless it is really required.
17. The Authority on receipt of the protected disclosure shall make a detailed written record of the PD and also may ascertain confidentially from the complainant whether he was the person who made the PD or not before referring the matter for the investigation.

The record will include:

- i) Facts of the matter;
- ii) Whether the same PD was raised previously by anyone, and if so, the outcome thereof;
- iii) Whether the same PD was raised previously on the same subject;
- iv) The financial/other loss which has been incurred/would have been incurred by the Company.
- v) Findings and action taken thereof.

INVESTIGATION:

18. All PDs reported under this policy will be recorded and thoroughly investigated. The Chairman of the Audit Committee (CAC) may investigate and may at his discretion consider involving any other officer of the Company for the purpose of the investigation.
19. The decision to conduct an investigation taken by the Chairman of the Audit Committee (CAC) is by itself not an accusation and is to be treated as a neutral fact finding process.
20. The identity of Whistle Blower(s) will be kept confidential to the extent possible, given the legitimate needs of law and the investigation.
21. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
22. Subject(s) shall have a duty to co-operate with the Chairman of the Audit Committee (CAC) or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
23. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witness shall not be influenced, coached, threatened or intimidated by the Subject(s).
24. Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrong doing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
25. Subject(s) have a right to be informed of the outcome of the investigation. If allegations are not substantiated, the subject should be consulted as to whether public disclosure of the

investigation results would be in the best interest of the Subject and the Company. However, interest of the Company will prevail over the other.

26. The investigation shall be completed normally within 90 (ninety days) of the receipt of the PD and is extendable by such period as the Audit Committee or CMD deems fit and as applicable.

INVESTIGATORS:

27. Investigators are required to conduct a process towards fact finding and analysis. Investigators must ensure impartiality, thoroughness and ethical behaviour. Investigators shall derive their authority and access rights from the Chairman of the Audit Committee (CAC) when acting within the course and scope of their investigation. During the investigation process if new facts come to the notice of investigating authority which is likely to amount to unethical behaviour, investigator may report it to the authority concerned for necessary action.
28. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of impartiality, objectivity, thoroughness, ethical behaviour.

DECISION:

29. If Chairman of the Audit Committee (CAC) conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee (CAC) shall recommend the CMD to take such disciplinary and corrective actions as deemed fit. It is clarified that any disciplinary or corrective action initiated against the subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

REPORTING:

30. The Chairman of the Audit Committee (CAC) shall submit a report to the CMD about all PD cases since the last report together with the results of investigations, if any, on quarterly basis. All such cases shall be reported to the Board annually.

ANNUAL AFFIRMATION:

31. The Company shall affirm that it has not denied access to any personnel to the Authorities concerned under this policy and that it has provided protection to the whistle blower from adverse personal action.
32. The affirmation shall form part of the Corporate Governance report as attached to the Annual report of the Company.

SECRECY / CONFIDENTIALITY:

33. The complainant, Nodal officer, Members of Audit committee, the Subject and everybody involved in the process shall:
 - a) Maintain confidentiality of all matters under this Policy.
 - b) Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

- c) Not keep the papers unattended anywhere at any time.
- d) Keep the electronic mails / files under password.

COMMUNICATION OF THE POLICY:

- 34. For effective implementation of the Policy it will be displayed on the notice boards and as well as the website of the Company.

RETENTION OF RECORDS/DOCUMENTS:

- 35. All PDs documented along with the results of investigations relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

AMENDMENTS TO THE POLICY:

- 36. The Company reserves its right to amend or modify this policy in whole or in part; at any time without assigning any reasons and will be binding on the employees.
