

VIGIL MECHANISM (WHISTLE BLOWER POLICY)

NITTA GELATIN INDIA LIMITED

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WHISTLE BLOWER POLICY

1. Preface

- 1.1 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting high standards of professionalism, honesty, integrity and ethical behaviour.
- 1.2 The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects Directors, Employees and its Stakeholders wishing to raise a concern about serious irregularities within the Company.
- 1.3 Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) mandates that a listed entity shall formulate a vigil mechanism/ Whistle Blower Policy for Directors and employees to report genuine concerns. The vigil mechanism shall provide for adequate safeguards against victimization of Director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
- 1.4 Section 177(9) of the Companies Act, 2013 mandates that “every listed company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for Directors and Employees to report genuine concerns in such manner as prescribed.”
- 1.5 The policy neither releases Directors and Employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2. Policy

- 2.1 This Policy is for the Directors and the Employees as defined hereinafter and for other Stakeholders.
- 2.2 The Policy has been drawn up so that the Directors and Employees can be confident about raising a concern.

3. Definitions

- 3.1 “Director” means a Director on the Board of the Company whether whole-time or otherwise.
- 3.2 “Disciplinary Action” means any action that can be taken on the completion, or during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 3.3 “Employee” means every employee of the Company (including casual and temporary worker).

- 3.4 “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- 3.5 “Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 3.6 “Whistle Blower” is someone who makes a Protected Disclosure under this Policy.
- 3.7 “Whistle Officer” means the Chief Risk Officer of the Company who will be conducting detailed investigation.

4. The Guiding Principles

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- 4.1.1 Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- 4.1.2 Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- 4.1.3 Ensure complete confidentiality.
- 4.1.4 Not attempt to conceal evidence of the Protected Disclosure;
- 4.1.5 Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- 4.1.6 Provide an opportunity of being heard to the persons involved especially to the Subject;

5. Coverage of Policy

- 5.1 The Policy covers malpractices and events which have taken place/suspected to take place involving:
 1. Abuse of authority
 2. Breach of contract
 3. Negligence causing substantial and specific danger to public health and safety
 4. Manipulation of Company data/records
 5. Financial irregularities, including fraud, or suspected fraud
 6. Criminal offence
 7. Pilferation of confidential/propriety information
 8. Deliberate violation of law/regulation
 9. Wastage/misappropriation of company funds/assets

10. Breach of employee Code of Conduct/Ethics Policy or Rules
11. Any other unethical, biased, favoured, imprudent event
12. Any instances coming under the definition of Insider Trading within the meaning of the Act, Regulation and corresponding policy.

5.2 Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

6. Disqualifications

- 6.1 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- 6.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a *malafide* intention.
- 6.3 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *malafide*, **frivolous** or *malicious* shall be liable to be prosecuted under Company's Code of Conduct.

7. Manner in which concern can be raised

- 7.1 Employees, Directors and Stakeholders can make Protected Disclosure to Chief Risk Officer at the email id- chiefriskofficer@nitta-gelatin.co.in, as soon as possible but not later than 30 consecutive days after becoming aware of the same. In case of urgency, whistle blowers may speak directly with the Chief Risk Officer, disclosing their name and contact details and providing full details of their complaint. In the alternative, whistle blowers can address the complaint to the address in a sealed cover as detailed below:-

The Chief Risk Officer
Nitta Gelatin India Limited
Nitta Center, SBT Avenue
Panampilly Nagar
Ernakulam- 682036

- 7.2 In exceptional circumstances when the complaint is not addressed the way it is intended or where the complaint is against the Chief Risk Officer, himself, the whistle blowers can address the complaint to the Chairperson of the Audit Committee of the Company in a sealed cover at the following address:

The Chairperson
Audit Committee
Nitta Gelatin India Limited
Nitta Center, SBT Avenue
Panampilly Nagar
Ernakulam- 682036

- 7.3 Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.
- 7.4 If initial enquiries by the Chief Risk Officer indicate that the concern has no basis, or it is not a matter to be investigated under this Policy, it may be dismissed at this stage and the decision is documented.
- 7.5 The Chief Risk Officer/Whistle Officer shall:
- (i) Make a detailed written record of the Protected Disclosure. The record will include:
 - a. Facts of the matter
 - b. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c. Whether any Protected Disclosure was raised previously against the same Subject;
 - d. The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
 - e. Findings of Chief Risk Officer /Whistle Officer/Committee;
 - f. The recommendations of the Chief Risk Officer /Whistle Officer/Committee on disciplinary/other action (s).
 - (ii) The Whistle Officer shall submit the report to the Audit Committee within 15 days of receipt of complaint, unless more time required under exceptional circumstances.
- 7.6 On submission of report, the Whistle Officer shall discuss the matter with the top management/ Audit Committee which shall either:
- i. In case the Protected Disclosure is proved, accept the findings of the Whistle Officer and take such Disciplinary Action as it may think fit and take preventive measures to avoid reoccurrence of the matter;
 - ii. In case the Protected Disclosure is not proved, drop the matter;
 - iii. Depending upon the seriousness of the matter, the top management / Audit Committee may even refer the matter to the Board of Directors with proposed disciplinary action/counter measures. The Board of Directors, if they think fit, may further refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.

8. Protection

- 8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior 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 Protected

Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

8.2 The identity of the Whistle Blower shall be kept confidential.

8.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

9. Secrecy/Confidentiality

- a. The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall maintain complete confidentiality/ secrecy of the matter.
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

10. Reporting

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

11. Amendment

The Audit Committee shall from time to time review the functioning of the Whistle Blower mechanism. The Board of Directors of the Company has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.