

WHISTLE BLOWER POLICY- A VIGIL MECHANISM

Preface

The Company (ORGANIC INDIA PVT. LTD.) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees, customers and/or third-party intermediaries wishing to raise a concern about serious irregularities within the Company and provide for adequate safeguards against victimization of persons who use this vigil mechanism. The policy neither releases employees, customers and/or third-party intermediaries from their duty of confidentiality during their work, nor is it a route for taking up a grievance about a personal situation.

Employees, Directors, customers, and/or third-party intermediaries such as agents and consultants may use the procedures set out in this Whistle Blower Policy (the “Policy”) to submit confidential and/or anonymous complaints. This Policy allows for disclosure by employees, Directors, customers and/or third-party intermediaries of such matters internally, without fear of reprisal, discrimination or adverse employment consequences, and permits the Company to address such disclosures or complaints by taking appropriate action, including but not limited to, disciplining or terminating the employment and/or services of those responsible. The Company will not tolerate any retaliation against any employee, Director, customer and/or third-party intermediary for reporting in good faith any inquiry or concern.

Definitions

“**Whistle blower**” is defined as any Personnel who has or had access to data, events or information about an actual, suspected or anticipated Reportable Matter within or by the organization, and, makes or attempts to make a deliberate, voluntary and protected disclosure or complaint of organizational malpractice.

“**Reportable Matters**” means Questionable Accounting or Auditing Matters, and/or any other Company matters involving abuse of authority, fraud, bribery, corruption, employee misconduct, illegality, health & safety issues, wastage/misappropriation of company funds/assets, criminal offence, manipulation of company data, deliberate violation of law and any other unethical, biased, favoured, imprudent event or conduct.

“Questionable Accounting or Auditing Matters” include, without limitation, the following: Misrepresentation or false statement to or by a supervisor/executive regarding a matter contained in the financial records, financial reports, audit reports, inventory reports, store accounting reports of the Company; or deviation from full and fair reporting of the Company’s financial condition. **“Personnel”** means any employee, director, officer, customer, contractor and/or third-party intermediary engaged to conduct business on behalf of the Company, such as agents and consultants.

“Director” means all the past and present Directors of the Company.

“Employee” means every employee of the Company and of the Subsidiaries and Associates (whether working in India or abroad).

“Disciplinary Action” means any action that can be taken on the completion of /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.

“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.

“Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during an investigation.

“Whistle Blower” is someone who makes a Protected Disclosure under this Policy.

“Investigators” means Ombudsperson or Ethics Committee or in exceptional cases, the Nominated Director or any other person authorized, appointed, consulted or approached by Ombudsperson or Ethics Committee or the Nominated Director.

“Nominated Director” means a Director nominated by the Board of Directors of the Company to oversee the Vigil Mechanism as per the provisions of Section 177 (9) and (10) of the Companies Act, 2013 and rules made thereunder and is responsible for supervising the development and implementation of this Policy, including the work of the Ombudsperson and Ethics Committee.

“Ethics Committee” means a Committee of persons who are appointed by the Nominated Director to conduct detailed investigation.

“Ombudsperson” will be one or two identified persons for receiving complaints from all the persons covered under the definition of Personnel under this Policy and ensuring appropriate action. In the first instance, the Board shall appoint this Ombudsperson. The Group Managing Director (GMD) of the Company shall have the authority to change the Ombudsperson from time to time.

Reporting Responsibility

Personnel will often be the first to realize instances of impropriety and the facts relating to any wrongdoing. All Personnel have an obligation to report any of the Reportable Matters, of which they are or become aware of, to the Company. However, due to various reasons which include indifference to the issue, fear of reprisal or plain non-clarity on the issue, such instances may go unreported. This Policy is intended to encourage and enable to raise serious concerns within the Company prior to seeking resolution outside the Company.

The Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing. This Policy ensures that Personnel are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Reportable Matters nor should it be used to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. Further, this Policy is not intended to cover career related or other personal grievances.

The Whistle blower's role is that of a reporting party. Whistle blowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

False Complaints

While this Policy is intended to protect genuine Whistle blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues Personnel who makes complaints with mala fide intentions and which are subsequently found to be false will be subject to strict disciplinary action.

Manner in which concern can be raised

Personnel can make Protected Disclosure as soon as possible but not later than 30 consecutive days after becoming aware of the Reportable Matter by contacting at +91-8400999643 or Email: whistleblower@organicindia.com . They may address their complaints to Board of Directors at Unit-2, GF, M-6 Uppal Plaza, District Centre, Jasola, New Delhi – 110 025. In exceptional cases, the Employees and Directors can make Protected Disclosure as soon as possible but not later than 30 consecutive days after becoming aware of the Reportable Matter by contacting the Nominated Director Mrs. Elizabeth Nanda at elizabethnanda@gmail.com .

Whistle Blower must put his/her name to allegations. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigated or pursued under this Policy, it may be dismissed at this stage and the decision is documented.

Where initial enquiries indicate that further investigation is necessary, this will be carried either by the Ombudsperson alone, or by Ethics Committee. 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 would be made.

To the extent possible, the complaint or disclosure must include the following:

- The employee, and/or outside party or parties involved;
- The location where it happened (division, office);
- When did it happen: a date or a period;
- Type of concern (what happened)

Investigations

All protected disclosures reported under this policy will be thoroughly investigated by the Investigators who will investigate/oversee the investigations.

If any member of the Ethics Committee or Ombudsperson(s) has a conflict of interest in any given case, then he/she shall recuse himself/herself and the Nominated Director shall deal with the matter.

If Nominated Director has a conflict of interest in any given case, then he/she shall recuse himself/herself and the Board of Directors or any other person authorized by it shall deal with the matter.

All information disclosed during the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Reportable Matters to appropriate external regulatory authorities. All Personnel have a duty to cooperate in the investigation of complaints reported as mentioned hereinabove. Depending on the nature of the complaint, any concerned Personnel, at the outset of formal investigations, may be informed of the allegations against him/her and provided an opportunity to reply to such allegations.

Personnel shall be subject to strict disciplinary action up to and including immediate dismissal, if they fail to cooperate in an investigation, or deliberately provide false information during an investigation. If, at

the conclusion of its investigation, the Company determines that a violation has occurred, or the allegations are substantiated, the Company will take effective remedial action commensurate with the severity of the offence. This may include disciplinary action against the concerned Personnel. The Company may also take reasonable and necessary measures to prevent any further violations which may have resulted in a complaint being made.

In some situations, the Company may be under a legal obligation to refer matters to appropriate external regulatory authorities.

The Investigators shall make a detailed written record of the Protected Disclosure. The record will include:

- Facts of the matter
- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- Whether any Protected Disclosure was raised previously against the same Subject;
- The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
- Findings of Investigators;
- If Investigation is being conducted by the Ethics Committee/Ombudsperson, then a final report shall be submitted to the Nominated Director within 7 days of completion of investigation.

On submission of report, the Nominated Director shall discuss the matter with Ombudsperson/Ethics Committee and shall either:

- in case the Protected Disclosure is proved: accept the findings of the report and direct Ombudsperson /Ethics Committee to take such necessary action. This may include reference to the Disciplinary Committee for taking preventive and corrective actions that would ensure no future reoccurrence of the matter
- in case the Protected Disclosure is not proved: close the matter
- In exceptional cases, the Nominated Director may have the responsibility for coordinating the investigation of any serious Protected Disclosures concerning the alleged violation of laws or regulations that apply to the Company and may forward the findings of the investigation to the Board for further action.

The Nominated Director shall submit an Annual Report to the Board of Directors about all the protected disclosures referred either directly to him or through Ethics Committee or Ombudspersons together with the results of investigations, if any.

In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, she/he can make a direct appeal to the Board of Directors.

Protection

No unfair treatment will be meted out to a Whistle Blower by his/her having reported a Protected Disclosure under this Policy. 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.

If any Personnel who makes a disclosure or complaint in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, should bring the matter to the Ombudsperson's attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

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

Secrecy/Confidentiality

The Whistle Blower, the Subject, the Ethics Committee and everyone involved in the process shall:

- Maintain complete confidentiality/ secrecy of the matter
- Not discuss the matter in any informal/social gatherings/ meetings
- Discuss only to the extent or with the persons required for completing the process and investigations
- Not keep the papers unattended anywhere at any time
- 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.

Reward

Should the Whistle Blower's pro-activeness result in financial saving to the company then as a token of appreciation he/she would be rewarded with 10% of the amount saved or Rs 5,000/- (five thousand) whichever is higher

Amendment

The Company has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

Document Retention

The Company shall maintain documentation of all complaints or reports subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company

documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of six (6) years from the date of receipt of the complaint. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above.
