

FERMENTA BIOTECH LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

(With effect from October 17, 2019, name of the Company has been changed from DIL Limited to Fermenta Biotech Limited. Reprinted with new name after October 17, 2019.)



VIGIL MECHANISM / WHISTLE BLOWER POLICY – FERMENTA BIOTECH LIMITED

1. Introduction:

- a. Fermenta Biotech Limited ("FBL / Company") strives to conduct its affairs in a fair and transparent manner by adopting high standards of professionalism, transparency, integrity and ethical behaviour.
- b. FBL has formulated the Code of Conduct (Code) which lays down the principles and standards that govern the actions of the Company and all its employees.
- c. Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of the newly Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all listed companies are required to establish a Vigil Mechanism or Whistle Blower Policy for Directors and employees to report instances of unethical acts, actual or suspected fraud or violation of FBL's Code or other similar genuine concerns or grievances.
- d. Accordingly, this revised Vigil Mechanism / Whistle Blower Policy (in substitution of the existing Vigil Mechanism / Whistle Blower Policy) ("Vigil Mechanism") has been formulated with a view to provide a mechanism for Directors and Employees of FBL to approach the Audit Committee of the Board of Directors of FBL or any member of such Audit Committee.
- e. The Vigil Mechanism does not release the employees from their duty of confidentiality and FBL's Code in the course of their employment.
- f. The Vigil Mechanism should not be used as a platform for addressing personal grievances.

2. Aims and Scope:

This Vigil Mechanism aims to provide a platform for the Whistle Blower to raise concerns on serious matters regarding ethical values, probity and integrity or any violation of FBL's Code, including the operations of FBL.

3. Definitions:

The definitions of some of the key terms used in this Vigil Mechanism are given below:

- a. "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 (corresponding to Section 292 A of the Companies Act, 1956) read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. "Code" means FBL's Code of Conduct as provided under Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Employee Handbook.
- c. "Director" means any Director on the Board of Directors of the Company.
- d. "Employee" means every employee of the Company.
- e. "Investigator/s" mean person/s authorised, appointed, consulted or approached by the Audit Committee in the process of the investigation of any Protected Disclosure who may / may not be the employees of FBL, members of the Audit Committee and includes the auditors of FBL.
- f. "Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- g. "Protected Disclosure" means any communication made in good faith by the Whistle Blower that discloses or demonstrates information that may evidence unethical or improper activity.

- h. "Subject/s" 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" is a Director or an employee making a Protected Disclosure under this Vigil Mechanism.

4. Procedure:

- a. All Protected Disclosures should be addressed to the Audit Committee, preferably to the Chairman of the Audit Committee. Details of the Chairman of the Audit Committee are displayed on the website of FBL (www.fermentabiotech.com). The contact details are: c/o Company Secretary / Compliance Officer, Fermenta Biotech Limited, A-1501, Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (W) – 400 610. Fax: (022) 6798 0889; email: srikant.sharma@fermentabiotech.com
- b. Protected Disclosures should preferably be reported in writing to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in the regional language of such place where the Whistle Blower is employed. The Protected Disclosure should be forwarded under a covering letter which shall preferably bear the identity of the Whistle Blower. The Chairman of the Audit Committee can initiate an investigation independently at his own discretion.
- c. The Chairman of the Audit Committee shall, without disclosing the identity of the Whistle Blower, discuss the Protected Disclosure with Members of the Audit Committee and if deemed fit, forward the Protected Disclosure to the Investigator for due investigation.
- d. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

5. Investigation:

- a. All Protected Disclosures reported under this Vigil Mechanism will be thoroughly investigated by the Investigator.
- b. Protected Disclosures involving or relating to the Investigator which in the opinion of the Audit Committee may hamper the independence of the Investigator in conducting the investigation, if necessary, can be investigated by the Audit Committee.
- c. The identity of a Subject/s will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- d. Subject/s will normally be informed of the allegations at the outset of a formal investigation and shall have opportunities for providing their inputs during the investigation.
- e. Subject/s shall have a duty to diligently co-operate with the Investigator / Audit Committee during investigation in order to conclude the investigation in a proper and meaningful manner. However, co-operation does not mean merely accepting the guilt.
- f. Subject/s has a right to consult with person(s) of their choice, other than the Investigator and/or members of the Audit Committee and/or the Whistle Blower. Subject/s shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- g. Subject/s has a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject/s.
- h. 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 wrongdoing

against a Subject/s shall be considered as maintainable unless there is sufficient and proper evidence in support of the allegation.

- i. The investigation shall be completed within 90 days of the receipt of the Protected Disclosure, unless otherwise decided by the Audit Committee.

6. Reporting:

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

7. Decision:

If an investigation, including a preliminary report if any, leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall direct the management of the Company to take such disciplinary or corrective action against the delinquent as it may deem fit.

8. Protection / Disqualification:

- a. It will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment from the management of FBL. The identity of the Whistle Blower will be kept confidential to the extent possible. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Investigator / Audit Committee (e.g. during investigations carried out by the Investigator / Audit Committee). Any other Employee assisting in the said investigation will also be protected to the same extent as the Whistle Blower.
- b. However, protection under this Vigil Mechanism 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 mala fide intention. The Whistle Blowers making such mala fide / frivolous / baseless / malicious Protected Disclosures for more than one occasion will be disqualified from reporting

further Protected Disclosures under this Vigil Mechanism. The Company in such case(s) shall have the right to take appropriate disciplinary action against the Whistle Blower, on the recommendations of the Audit Committee, as may deem fit.

9. Retention of documents:

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

10. Amendment:

FBL reserves its right to amend or modify this Vigil Mechanism in whole or in part, from time to time, with the approval of the Board of Directors of the Company.

For FERMENTA BIOTECH LIMITED


SANJAY BUCH
CHAIRMAN



