

KANORIA CHEMICALS & INDUSTRIES LIMITED

WHISTLE BLOWER POLICY

1. BACKGROUND

- 1.1. In the Companies Act, 2013 under Section 177 every listed Company or such class or classes of companies, as may be prescribed shall establish a vigil mechanism for the directors, employees and other stakeholders 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.
- 1.2. Regulation 4(2)(d)(iv) read with Regulation 22(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), inter alia, also provides for mandatory requirement for all listed companies to establish a vigil mechanism for its Directors, employees and any other stakeholder to report concerns about unethical behavior, actual or suspected, fraud or violation of the Company's codes of conduct.
- 1.3. Being a listed company, Kanoria Chemicals & Industries Limited ("the Company") has established a Vigil Mechanism and formulated this Whistle Blower Policy, effective 17th May, 2014.
- 1.4. The Board of Directors of the Company at its Meeting held on 21st May 2025 amended the Vigil Mechanism Policy (Whistle Blower Policy) in order to make it in line with the changes in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. POLICY OBJECTIVES

- 2.1. The Whistle Blower Policy (Vigil Mechanism) of the Company provides a channel to the Directors, employees and other stakeholders to report to the management, the concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policies of the Company. The mechanism provides for the manner of reporting, safeguards against victimization of person who uses such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.
- 2.2. This neither releases Directors and the 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.
- 2.3. This Policy is also framed for providing the procedure for initiating inquiry, investigation and disposal of cases pertaining to any leak or suspected leak of UPSI under SEBI (PIT) Regulations, 2015.

3. SCOPE OF THE POLICY

- 3.1. This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, codes, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers.

4. DEFINITIONS

- 4.1. "**Alleged wrongful conduct**" shall mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, leak of unpublished price sensitive information, substantial and specific danger to public health and safety or abuse of authority or violation of Company's code of conduct".
- 4.2. "**Audit Committee**" means the Audit Committee constituted by the Board of Directors of the Company.

- 4.3. **"Board"** means the Board of Directors of the Company.
- 4.4. **"Codes"** means Codes of Conduct for Directors and Employees of the Company and other Codes/ Policies as framed from time to time by the Company.
- 4.5. **"Company"** means Kanoria Chemicals & Industries Limited.
- 4.6. **"Compliance Officer"** shall derive the meaning as provided in the Company's Code of prohibition of Insider Trading by Designated Persons.
- 4.7. **"Directors" mean** all the present Directors of the Company.
- 4.8. **"Employees"** mean all the present employees of the Company.
- 4.9. **"Nodal Officer"** means an officer of the Company appointed as such by the Board to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the whistle blower the result thereof.
- 4.10. **"Protected Disclosure"** means a concern raised by Director(s) or an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the scope of the Policy with respect to 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.
- 4.11. **"Subject"** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 4.12. **"Unpublished Price Sensitive Information"** or "UPSI" shall derive the meaning as provided under Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of the Company;
- 4.13. **"Whistle Blower"** means Director(s) or an employee or group of employees of the Company who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- 5.1. Protected Disclosures should be reported in writing by the complainant as soon as possible after the whistle blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in Hindi.
- 5.2. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower Policy". If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the nodal officer will not issue any acknowledgement to the complainant and the complainants are advised neither to write the name / address of the complainant on the envelope nor to enter into any further correspondence with the Nodal Officer / Audit Committee. In case any further clarification is required, the Nodal Officer will get in touch with the complainant.
- 5.3. Anonymous / Pseudonymous disclosure shall not be entertained by the Nodal Officer.
- 5.4. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Nodal Officer/ Managing Director/ Chairman of the Audit Committee shall detach the covering letter bearing the identity of the whistle blower and process only the Protected Disclosure.

- 5.5. If the Protected Disclosure pertains to leak/ suspected leak of UPSI, the same shall be intimated to the Compliance Officer and the Managing Director or the Chairman of the Audit Committee.
- 5.6. A Whistle Blower may detect a leak of UPSI/ Suspected Leak of UPSI by virtue of the following:
- pursuant to any information received from any person including another Whistle Blower;
 - pursuant to receipt of any UPSI from an outside source (eg. Social media);
 - pursuant to sabotage of systems storing details of UPSI or phishing e-mail attack, planted or unauthorized USB drive in the systems storing UPSI.
- 5.7. All Protected Disclosures should be addressed to the Nodal Officer of the Company. The contact details of the Nodal Officer is as under: -

Name and Address of the Nodal Officer	Smt. Pratibha Jaiswal, Nodal Officer, Kanoria Chemicals & Industries Limited "KCI Plaza", 6 th Floor, 23C, Ashutosh Chowdhury Avenue, Kolkata – 700019
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- 5.6. Protected Disclosure against the Nodal Officer should be addressed to the Managing Director of the Company and the Protected Disclosure against the Managing Director of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the Managing Director and the Chairman of the Audit Committee are as under:

Name and Address of the Managing Director	Shri R. V. Kanoria, Managing Director, Kanoria Chemicals & Industries Limited "Indraprakash", 11 th Floor, 21, Barakhamba Road, New Delhi – 110001
Name and address of the Chairman of the Audit Committee	Smt. Meeta Makhan, A-15/28, First Floor, Vasant Vihar, New Delhi – 110 057

- 5.7. On receipt of the protected disclosure, the Nodal Officer / Managing Director / Chairman of the Audit Committee shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:
- Brief facts;
 - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - Whether the same Protected Disclosure was raised previously on the same subject;
 - Details of actions taken by the Nodal Officer/ Managing Director for processing the complaint.
 - Findings of the Audit Committee;
 - The recommendations of the Audit Committee / other action(s).
- 5.8 The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

6. INVESTIGATION

- 6.1. All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer(s) of the Company for the purpose of investigation.
- 6.2. The decision to conduct an investigation taken by Audit Committee itself is not an accusation and is to be treated as a neutral fact finding process.
- 6.3. 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.
- 6.4. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard to the extent that such cooperation will not compromise self incrimination protections available under the applicable laws.
- 6.5. 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).
- 6.6. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 6.7. Subject(s) have a right to be informed of the outcome of the investigations.
- 6.8. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee may deem fit and as applicable.

7. DECISION AND REPORTING

- 7.1. Audit Committee along with its recommendations will report its findings to the Managing Director through the nodal officer within 15 days of receipt of report for further action as deemed fit. In case prima facie case exists against the subject, then the Managing Director shall take appropriate action in this regard or shall close the matter, for which he shall record the reasons. Copy of above decision shall be addressed to the Audit Committee, the Nodal Officer, the complainant and the subject.
- 7.2. In case the subject is a nodal officer of the Company, the protected disclosure shall be addressed to the Managing Director who, after examining the protected disclosure shall forward the matter to the Audit Committee. The Audit Committee after providing an opportunity to the subject to explain his position and after completion of investigation shall submit a report along with its recommendation to the Managing Director. After considering the report and recommendation as aforesaid, Managing Director shall take appropriate action in this regard or shall close the matter, for which he shall record the reasons. Copy of the above decision shall be addressed to the Audit Committee, the complainant and the subject.
- 7.3. In case the subject is the Managing Director of the Company, the protected disclosure shall be addressed to the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the Protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure and take appropriate action.
- 7.4. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- 7.5. A complainant who makes false allegations of unethical & improper practices or about wrongful conduct of the subject to the nodal officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

- 7.6. For cases pertaining to leak of UPSI, once the allegations are fully substantiated, the Audit Committee shall determine the action to be taken against the guilty viz. wage- freeze, suspension from employment, ineligibility for future participation in employee stock option plans, recovery, claw back etc. Further, the Compliance Officer shall inform about the violation of the Regulations and action taken by the Company to SEBI.

8. SECRECY / CONFIDENTIALITY

The complainant, Nodal Officer, Managing Director, Members of the Audit committee, the Subject and everybody involved in the process shall:

- Maintain confidentiality of all matters under this Policy.
- Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- Not keep the papers unattended anywhere at any time
- Keep the electronic mails / files under password.

9. PROTECTION

- 9.1. 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 Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice 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 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.
- 9.2. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 9.3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other officer or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistleblower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.
- 9.4. Any other person or employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 9.5. Provided however that the complainant before making a complaint shall have reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith and assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to appropriate disciplinary action. This policy does not protect a Director or an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

10. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

- 10.1. The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

11. COMMUNICATION

- 11.1. A Whistleblower Policy cannot be effective unless it is properly communicated to Directors and employees. They shall be informed of the same by publishing in notice board or other suitable means and also posting on the website of the Company.

12. RETENTION OF DOCUMENTS

- 12.1. All Protected disclosures documented along with the results of Investigation relating thereto, shall be retained by the Nodal Officer for a period of 5 (five) years or such other period as specified by any other law in force, whichever is longer.

13. ADMINISTRATION AND REVIEW OF THE POLICY

- 13.1. The Managing Director shall be responsible for the administration, interpretation, application and review of this policy. The Managing Director shall also be empowered to bring about necessary changes to this Policy, if required, with the concurrence of the Audit Committee.

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Date: 21st May 2025

Sd/-
R. V. Kanoria
Chairman & Managing Director