

Whistleblower Policy

1. Purpose

Atul is committed to conducting its business by adopting the highest standards of professionalism and integrity, and ensuring an environment where it is safe for its employees and directors to report their concerns about any unethical conduct or irregularities (actual or suspected) within the Company.

The purpose of the Whistleblower Policy is to provide an avenue and a framework to the employees and directors to report in good faith their genuine concerns about any unethical conduct or irregularities (actual or suspected) within the Company. It aims to promote responsible and secure Whistleblowing.

2. Scope

There are existing procedures in place to enable the employees to lodge a grievance relating to their own employment. The Whistleblower Policy is intended to cover the concerns that fall outside the scope of other procedures related to unethical conduct or irregularities (actual or suspected) within the Company.

A Whistleblower can, under the Whistleblower Policy, report misappropriation in procurement and (or) sales, undue awarding of contracts, false invoicing, embezzlement of Company assets, breach of internal compliance requirements or any other breach related to misappropriation or fraud.

3. Role of the Whistleblower

The role of the Whistleblower will be limited to reporting reliable information with appropriate and adequate evidence to substantiate the concern(s). He (she) is not expected to act as an investigator or a finder of facts nor will he (she) determine the appropriate corrective or remedial actions that may be warranted.

The Whistleblower will not act on his (her) own in conducting any investigative activities nor will he (she) have a right to participate in any investigative activities other than as requested by the Whistleblower Committee or the Audit Committee which will appropriately deal with the Protected Disclosure(s).

The interaction between the Whistleblower Committee or the Audit Committee or the body considering the concern(s) and the Whistleblower will depend on the nature of the concern(s) raised and the clarity of information provided. If necessary, further information may be sought from the Whistleblower.

4. Address for reporting and communication

a) Protected Disclosure(s) concerning employees upto General Managers (grade 7) may be made to the Whistle Officer at whistleofficer_clo@atul.co.in whereas those concerning other employees (grade 8 and above) and directors may be made to the Whistle Officer at whistleofficer_cfo@atul.co.in.

b) Alternatively, Protected Disclosure(s) can be sent to the Chief Compliance Officer, Atul Ltd, Atul 396 020, Gujarat, India (concerning employees upto grade 7) and the Chief Financial Officer, Atul Ltd, Atul 396 020, Gujarat, India (concerning employees in grade 8 and above) and directors.

Under exceptional circumstances, the Whistleblower may have direct access to the Chairperson of the Audit Committee and he (she) may contact the Whistle Officer for the purpose.

5. Confidentiality

The Whistleblower, the Subject, members of the Whistleblower and Audit Committees and every other internal or external stakeholder involved in the process will maintain strict confidentiality and discuss the matter only in appropriate forums.

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6. Assessment and investigation

- a) Upon the receipt of a Complaint, an initial enquiry will be made to determine whether an investigation is appropriate and, if so, what form it ought to take.
- b) Some Complaints which do not satisfy the 'materiality criteria' may be resolved by an agreed action without the need for investigation.
- c) While clear and specific Complaints will be promptly and discretely investigated, those which are vague or unsubstantiated may not be acted upon.
- d) The Whistleblower will be updated from time to time on the progress made in the matter concerning his (her) Complaint. 5. Except to the extent required by law, details pertaining to the Complaints and identity of the Whistleblower will be kept confidential.
- e) A summary of all Complaints filed or disposed of may be presented to the Audit Committee every quarter.

7. Safeguards and precautions

- a) The Company will ensure that the Whistleblowers raising genuine concerns are accorded protection from any kind of unfair treatment. However, in case a Whistleblower is already the subject of any disciplinary action, those procedures will not be halted as a result of his (her) Whistleblowing.
- b) Protection under the Whistleblower Policy will not mean protection from disciplinary action arising out of bogus or false allegations knowingly made by the Whistleblower. In case of a frivolous Complaint, the Company will take suitable action against the miscreant.

8. Definitions

- a) **Whistleblowing:** An act of informing or reporting the right authorities about any unethical conduct or irregularities (actual or suspected) in the Company
- b) **Whistleblower:** Any individual who reports unethical conduct or irregularities (actual or suspected) in the Company
- c) **Protected disclosure(s):** Any communication in relation to unethical conduct or irregularities (actual or suspected) in the Company
- d) **Whistleblower Committee:** A committee appointed by the Board or Audit Committee for investigating the matter
- e) **Whistle Officer:** An individual appointed by the Board or Audit Committee to coordinate on their behalf
- f) **Subject:** Any individual who is alleged to be involved in unethical conduct or irregularities (actual or suspected) against whom a Complaint is admitted
- g) **Chief Compliance Officer:** The Company Secretary is also the Chief Compliance Officer.

9. Amendments

The Whistleblower Policy may, from time to time, be modified as deemed fit by the Audit Committee and (or) the Board.