

Name of Document	Whistle-Blower Policy
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Company	Pratibha Syntex Limited
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WHISTLE-BLOWER POLICY

Objective

The whistleblower policy lays down guidelines for reporting of protected disclosures by employees, directors and other stakeholders, relating to violation of Pratibha code of conduct.

Applicability

The policy is applicable to all persons working at all levels and grades, including directors, Senior managers, officers, other employees, (whether permanent fixed term or temporary) Consultants, contractors, trainee, interns, second and staff, casual workers and age agency, staff agents, or any other person associated with our company and such other persons, including those acting on behalf of our company.

Policy Statement

Pratibha Syntex Limited (company) believe that all its business will be conducted as responsible corporate citizens following the applicable legal framework in spirit and by letter of the law (i.e in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity, and ethical behavior). The company encourages its directors and employees to provide feedback and speak out/ report with any suggestions or concerns about the conduct of business.

The vigil mechanism as envisaged in the companies act 2013 and prescribed in the company's role is implemented through this Whistle-blower policy. It provides a mechanism for all stakeholders, including directors and employees to report their genuine concerns regarding actual or potential violations to Pratibha's Code of conduct or any other corrupt or illegal conduct. The policy provides adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the audit committee. The role of employees, directors,

and stakeholders in pointing out such violations of the Code cannot be undermined. There is a provision under the Code requiring employees as well as stakeholders to report violations, which states:

"Raising Concerns"

We encourage our employees, customers, suppliers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of our Code, policies or law. We also encourage reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles. Avenues available for raising concerns or queries or reporting cases could include:

- immediate line manager or the Human Resources department of our Company
- designated ethics officials of our Company (ethics@pratibhasyntex.com)
- the 'confidential reporting' third party ethics helpline (if available)
- any other reporting channel set out in our Company's 'Whistle-blower' policy.

We do not tolerate any form of retaliation against anyone reporting legitimate concerns. Anyone involved in targeting such a person will be subject to disciplinary action. If you suspect that you or someone you know has been subjected to retaliation for raising a concern or for reporting a case, we encourage you to promptly contact your line manager, the Company's Ethics Counsellor, the Human Resources department, the CEO & MD or the office of the group's Chief Ethics Officer."

Procedure/ Channels for making Protected Disclosure

a) The Whistle-blower can make a Protected Disclosure by using any of the following channels for reporting:

- i) Any Senior Management of the Company
- ii) Need to have dedicated helpline service to attend the complaints (third party service : either a web portal or toll free number)
- iii) Chairperson of the Audit Committee (to share email address or residence address)

Disqualifications

- i) 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.
- ii) 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 mala fide intention.
- iii) Whistle Blowers, , who have been found to be making multiple Protected Disclosures which are mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting.
- iv) Brining to light personal matters regarding another person, which are in no way connected to the organization.
- v) Complaints made without the following mandatory information.
 - a) Name, designation, and location of the Subject(s)
 - b) Detailed description of the incident
 - c) Location and time/duration of the incident
 - d) Specific evidences or source of evidences
 - e) Frivolous complaints

Protection

- i) No unfair treatment would be meted out to a Whistleblower(s) by virtue of their having reported a Protected Disclosure under this Policy.
- ii) Any other Director or Employee assisting in the said investigation shall also be protected to the same extent as the Whistle-blower(s).
- iii) The identity of the Whistle-blower(s) shall be kept confidential unless otherwise required by law, in which case the Whistle-blower(s) would be informed accordingly.
- iv) While it would be ensured that Whistle-blower(s) are accorded complete protection from any kind of unfair treatment, any abuse of this protection would warrant disciplinary action.
- v) Protection under this Policy would not mean protection from disciplinary action arising out of involvement of the complainant in any misconduct or false or bogus allegations made by a Whistle-blower(s) knowing it to be false or bogus or with a mala fide intention.

Details about the scope and working of this policy can be found in the Guidelines under Whistle blower Policy.

Guidelines under the Whistle-blower Policy

Definitions:

- 1) "Corrupt or Illegal" conduct means:
 - Accounting or auditing irregularities, misrepresentations, fraud, theft, bribery, and other corrupt business practices
 - Significant environmental, safety, or product quality issues
 - Illegal discrimination or harassment
 - Actual or potential conflicts of interest
 - Non-adherence to the Guidance on any national, regional, tribal, state, or municipal legal requirements that apply to the Company or to our job.
- 2) "Audit Committee" means the committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013.
- 3) "Codes" means the two separate Codes of Conduct viz. one for directors and the other for employees.
- 4) "Corporate Governance Council" means a committee responsible for steering all activities related to governance in the Company. This would include reviewing and amending the Corporate Governance Policies to make them responsive to changing times.
- 5) "Director" means a director appointed to the Board of the Company.
- 6) "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.
- 7) "Employee" means every employee of the Company (whether working in India or abroad), including the Directors in the whole-time employment of the Company.
- 8) "Frivolous Complaint" means any complaint which is registered or attempted to be registered under this Policy with no evidence or on hearsay basis or with mala fide intentions against the Subject, arising out of false or bogus allegations.
- 9) "Investigators" means those persons authorized, appointed, consulted, or approached by the Ethics & Governance Committee, including the Auditors of the Company, to investigate the Protected Disclosure.



- 10) "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behaviour, actual or suspected fraud or violation of the Company's Codes or Corporate Governance Policies or any improper activity. A Protected Disclosure can be made with respect to any of the matters stated as Corrupt or Illegal conduct.
- 11) "Subject" means a person against, or in relation to whom, a Protected Disclosure has been made or evidence gathered during the course of investigation.
- 12) "Whistle-blower" means a director, employee, vendor, supplier, or any other stakeholder making a Protected Disclosure under this Policy.

Investigation

- i) A preliminary review will be performed for all Protected Disclosure(s) reported under this Policy. Based on the findings of the preliminary review, the decision for thorough investigation will be taken by the Ethics & Governance Committee.
- ii) If the Protected Disclosure is reported to the Chairman of the Audit Committee, he/she may or may not consult with the Chairman of the Company. The Chairman of the Audit Committee may consider appointing an external agency or the Statutory/Internal Auditor of the Company to investigate the matter, as he/she may deem fit. The Protected Disclosure can also be shared with the Ethics & Governance Committee for necessary action, depending on the severity of the Protected Disclosure. The Chairman of the Audit Committee may also ask any employee of the company to carry out the investigation. In case of a Conflict-of-Interest vis a vis a member of the Ethics & Governance Committee, the Chairman of the Audit Committee could exclude the conflicted member and ask the Ethics & Governance Committee / any of the above suggested individuals to investigate the matter.
- iii) The Ethics & Governance Committee may at their discretion, consider involving any internal or external Investigators for the purpose of investigation, depending upon the circumstances or severity of the Protected Disclosure.
- iv) The decision to conduct an investigation taken by the Ethics & Governance Committee / Chairperson of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle-blower that an improper or unethical act was committed.
- v) The identity of a Subject and the Whistle-blower would be kept confidential to facilitate effective conduct of the investigation.
- vi) Subjects will normally be informed of the allegations of a formal investigation and have opportunities for providing their inputs during the investigation.
- vii) Subjects shall have a duty to co-operate with the Ethics & Governance Committee/ Chairperson of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- viii) Subjects have a responsibility not to interfere in the investigation. Evidence shall not be withheld, destroyed, or tampered with and witnesses shall not be influenced, coached, threatened, or intimidated by the Subjects.
- ix) Subjects would be given the opportunity to respond to material findings of an investigation report. No representative of the Whistle-blower, whether legal or otherwise would be permitted to attend the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- x) Subjects and whistle-blowers have a right to be informed about the outcome of the investigation if the allegation is proved.

Investigators

1. Investigators are required to conduct investigation as fact-finding process. Investigators shall derive their authority and access rights from the Ethics & Governance Committee when acting within the course and scope of their investigation.
2. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.

Protection

1. No unfair treatment would be meted out to a Whistle-blower(s) 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 the Whistle-blower(s). Complete protection would, therefore, be given to the Whistle-blower(s) against any unfair practice like retaliation, threat or intimidation of termination or suspension of service, transfer, demotion, refusal of promotion etc., including any direct or indirect use of authority to obstruct the Whistle-blower's right to continue to perform his duties or functions including making further Protected Disclosure. Subsequently, the Company would take steps to minimize difficulties, which the Whistle-blower(s) may experience as a result of making the Protected Disclosure. The Whistle-blower will be provided protection during the course of investigation and protection will not be extended if the allegation is proved to be false or frivolous.
2. A Whistle blower may report any violation of the above clause to the Chairperson of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
3. The identity of the Whistle-blower shall be kept confidential to the extent possible and permitted under law. Whistle-blower are cautioned that their identity may become known for reasons outside the control of the Ethics & Governance Committee / Chairperson of the Audit Committee (e.g. during investigations carried out by Investigators).
4. Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistle-blower.

Decision

If an investigation leads the Ethics & Governance Committee to conclude that an illegal or unethical behaviour, fraud or violation of the Company's Codes or Corporate Governance Policies or any improper activity has taken place or has been committed, the Ethics & Governance Committee shall recommend to the Management of the Company on the disciplinary or corrective action that needs to be taken. The disciplinary action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy will be implemented by the Management of the company.

Reporting

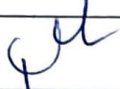

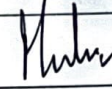

A report with number of complaints received under this Policy and their outcome shall be placed by the Ethics & Governance Committee before the Corporate Governance Council after which it will be placed before the Audit Committee on a quarterly basis or on a case-to-case basis.

Retention of document

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

Amendment

The company reserves its right to amend or modify this policy in whole or in part at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the directors, employees and stakeholders unless the same is notified to the directors & employees in writing and display it on the website in case of stakeholders.

Reviewer	Prepared by	Checked by	Reviewed #1 by	Reviewed #2 by
Signatory				
Designation of Signatory	DGM - HR	Vice President - L&D & IR	Vice President - HR& ESG	JMD