



AMINES & PLASTICIZERS LIMITED

WHISTLEBLOWER POLICY

I. PREFACE :

The Company has adopted the Fair Practice Code which lays the Standard & principles governing the conduct of the Company and its Employees. This Whistleblower policy has been formulated with a view to give the Employees of the Company at all the levels a fair access to report against any activity which has or may in future violate the Fair Practice Code laid by the Company or any other legal, regulatory requirements, incorrect or any misrepresentation in statements and reports made by any department in the Company. This Policy gives a direct reporting of any such Activity to the Audit Committee.

II. OBJECTIVE:

The Company has always tried to achieve highest standards of ethical, moral and legal conduct of business operations. This Whistle Blower Policy has been formulated with an objective of providing the employees of the Company a platform to express their concerns for any act which is unethical or violates principles and standards laid down by the Company. This Policy encourages employees to raise concerns of any such violations without any fear of any kind of unfair Treatment.

III. POLICY:

The Policy is also aimed to safeguard all Whistleblowers for making protected disclosures in good faith. The Whistleblower policy intends to cover such concerns that could have grave impact on the operations and performance of the business of the Company. The policy neither releases employees from their duty of confidentiality in the course of their work nor is it a route for taking up a grievance about a personal situation.

IV. DEFINITIONS

- "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.
- Adverse Personnel Action



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An employment-related act or decision or a failure to take appropriate action by managerial personnel which may affect the employee's employment, including but not limited to compensation, increment, promotion, job location, job profile, immunities, leaves and training or other privileges.

- "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. Protected Disclosures should be factual and not speculative in nature.
- "Employee" means every employee of the Company
- "Company" means Amines & Plasticizers Limited
- "Good Faith": An employee shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- "Policy or This Policy" means, "Whistle Blower Policy."
- Unethical and Improper Practices means Unethical and improper practices shall mean –
 - a) An act which does not conform to approved standard of social and professional behavior;
 - b) An act which leads to unethical business practices;
 - c) Improper or unethical conduct;
 - d) Breach of etiquette or morally offensive behavior etc
- Whistle Blower means an employee of the Company who discloses in good faith any unethical & improper practices or alleged wrongful conduct to the Head of Department or in case it involves Managerial Personnel to the Managing Director and in exceptional cases to the Audit Committee in writing.

- Managerial Personnel means shall include Director, all Executives at the level of Manager and above, who has authority to make or materially influence significant personnel decisions.

V. INTERPRETATION:

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 1956 / the Companies Act 2013 and/or SEBI Act and/or any other SEBI Regulation(s) as amended from time to time.

VI. SCOPE:

- This Policy is an extension of the Company's Code of Conduct. The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts,



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nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

- Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee, as the case may be.

VII. ELIGIBILITY:

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

VIII. MANAGEMENT ACTION ON FALSE DISCLOSURES:

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure of intimation by him and for legitimate reasons or cause under Company rules and policies

IX. ACCESS TO REPORTS AND DOCUMENTS:

All reports and records associated with "Disclosures" are considered confidential information and access will be restricted to the Whistle Blower and Audit Committee and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

X. RETENTION OF DOCUMENTS:

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 07 years.

XI. REPORTS:

A half yearly status report on the total number of complaints, if any received during the period, with summary of the findings of the Audit Committee and the corrective actions taken will be sent to the CMD of the Company.

XII. COMPANY'S POWERS:

The Company is entitled to amend, suspend or rescind this policy at any time. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules



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and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance

XIII. PROCEDURES:

Any employee who observes any unethical & improper practices or alleged wrongful conduct shall make a disclosure to the Head of Department or in case it involves Managerial Personnel to the Managing Director and in exceptional cases to the Audit Committee as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same. The Departmental Head shall immediately forward Whistle Blower Report to the Managing

Director of the Company. The Managing Director may inquire in respect of the Whistle Blower Report and after preliminary inquiry, if required, shall report the same to the Audit Committee. Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, Audit Committee, if the circumstances so suggest, may appoint a senior executive or a committee of managerial personnel to investigate into the matter and prescribe the scope and time limit therefore. Audit Committee shall have right to outline detailed procedure for an investigation. Where the Audit Committee has designated a senior executive or a committee of managerial personnel for investigation, they shall mandatorily adhere to scope and procedure outlined by Audit Committee for investigation.

The Audit Committee or officer or committee of managerial personnel, as the case may be, shall have right to call for any information/document and examination of any employee of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.

A report shall be prepared after completion of investigation and the Audit Committee shall consider the same. After considering the report, the Audit Committee shall determine the cause of alleged Adverse Personnel action and may order for remedies

which may inter-alia include :

- a) Order for an injunction to restrain continuous violation of this policy;
- b) Reinstatement of the employee to the same position or to an equivalent position;
- c) Order for compensation for lost wages, remuneration or any other benefits, etc.

The decision of Audit Committee shall be final and binding. If and when the Audit Committee is satisfied that the alleged unethical & improper practice or wrongful conduct existed or is in existence, then the Audit Committee may –

- a) recommend to Board to reprimand, take disciplinary action, impose penalty / punishment order recovery when any alleged unethical & improper practice or wrongful conduct of any employee is proved.



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b) recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical & improper practice or wrongful conduct

XIV. NOTIFICATION:

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. Every departmental head shall submit a certificate duly signed by him to the Compliance Officer that this policy was notified to each employees of his department. The new employees shall be informed about the policy by the Personnel department and statement in this regard should be periodically submitted to the Compliance Officer. This policy as amended from time to time shall be made available at the Web site of the Company.

XV. ANNUAL AFFIRMATION:

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to whistle blower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.