



WHISTLE BLOWER POLICY

(Pursuant to Regulation 4 (2)(d)(iv) & Regulation 22 of SEBI (LODR) Regulations, 2015 & section 177(9) of the Companies Act, 2013)



WHISTLE BLOWERS POLICY

(Amended by the Board of Directors at their meeting held on 08th May, 2017)

1. PURPOSE

As a public company, Mangalam Drugs & Organics Limited is committed to the integrity of its financial information which is relied upon by its shareholders, the financial markets and other stakeholders. In compliance with applicable law and in accordance with requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Principles of good corporate governance, the Audit Committee of the Company is committed to adopting procedures to receive and address any concern or complaint regarding questionable accounting or auditing matters, internal accounting controls, disclosure matters, reporting of fraudulent financial information to our shareholders, any government entity or the financial markets, or any other company matters involving fraud, employee misconduct, illegality or health and safety and environmental issues which cannot be resolved through normal management channels.

Employees of the Company, customers, and/or third-party intermediaries such as agents and consultants may use the procedures set out in this Whistle blower Policy (the “Policy”) to submit confidential and/or anonymous complaints. This Policy allows for disclosure by employees, customers and/or third-party intermediaries of such matters internally, without fear of reprisal, discrimination or adverse employment consequences, and also permits the Company to address such disclosures or complaints by taking appropriate action, including but not limited to, disciplining or terminating the employment and/or services of those responsible. The Company will not tolerate any retaliation against any employee, customer and/or third party intermediary for reporting in good faith any inquiry or concern.

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees, customers and /or third-party intermediaries wishing to raise a concern about serious irregularities within the Company. The Policy neither releases employees, customers and/or third-party intermediaries from their duty confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2. DEFINITIONS

- a. “Whistleblower” is defined as any Personnel (defined below) who has or had access to data, events or information about an actual, suspected or anticipated Reportable Matter within or by the organization, and, whether anonymously or not, makes or attempts to make a deliberate, voluntary and protected disclosure or complaint of organizational malpractice.
- b. “Reportable Matters” means Questionable Accounting or Auditing Matters (defined below), and/or any other Company matters involving abuse of authority, breach of company's Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, health & safety, environmental issues, wastage/misappropriation of company funds/assets and any other unethical conduct.
- c. “Questionable Accounting or Auditing Matters” include, without limitation, the following:
 - fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
 - fraud or deliberate error in the recording and maintaining of financial records of the Company;



- deficiencies in or non-compliance with the Company's internal accounting controls;
 - misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
 - Deviation from full and fair reporting of the Company's financial condition.
- d. "Personnel" means any employee, director, officer, customer, contractor and/or third-party intermediary engaged to conduct business on behalf of the Company, such as agents and consultants.
- e. "Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Companies Act 1956 and Companies Act 2013 read with Regulation 18 of the SEBI (LODR) Regulations 2015.

3. REPORTING RESPONSIBLY

Personnel will often be the first to realize instances of impropriety and the facts relating to misstatements in the Company's financial statements and other wrongdoing. All Personnel have an obligation to report any of the Reportable Matters, of which they are or become aware of, to the Company. However, due to various reasons which include indifference to the issue, fear of reprisal or plain non-clarity on the issue, such instances may go unreported. This Policy is intended to encourage and enable Personnel to raise serious concerns within the Company prior to seeking resolution outside the Company.

The Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing. This Policy ensures that Personnel are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Reportable Matters nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. Further, this Policy is not intended to cover career related or other personal grievances.

The Whistleblower's role is that of a reporting party. Whistleblowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

4. FALSE COMPLAINTS

While this Policy is intended to protect genuine Whistleblowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. Personnel who makes complaints with mala fide intentions and which are subsequently found to be false will be subject to strict disciplinary action.

5. REPORTING MECHANISMS

Personnel should raise Reportable Matters with someone who is in a position to address them appropriately. In most cases, a Personnel's supervisor, manager or point of contact is in the best position to address an area of concern. Supervisors, managers or points of contact to whom





reportable Matters are raised are required to report the same immediately to the Compliance Officer of the Company or Chairman of the Audit Committee.

Notwithstanding the aforesaid, Personnel can lodge a complaint in one of the following ways:

A complaint may be made anonymously. If a complaint is made anonymously, however, the complainant must be detailed in their description of the complaint and must provide the basis of making the assertion therein.

- by contacting the Chairman of the Audit Committee, Mr. Subhash Khattar, email: contactus@mangalamdrugs.com , Phone: 022 22616200 ; or
- by contacting the Compliance Officer, any member of the Audit Committee or anyone in management whom the Whistleblower is comfortable approaching. The Audit Committee members' names and addresses are posted on the Company's Inter- and Intra-Net; or
- by sending a complaint letter in a sealed envelope marked "Private and Confidential" to the Compliance Officer.

Although a Whistleblower is not required to furnish any more information than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint, particularly an anonymous complaint, which does not contain all the critical information such as the specific charge. The complaint or disclosure must therefore provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation. To the extent possible, the complaint or disclosure must include the following:

1. The employee, and/or outside party or parties involved;
2. The sector of the Company where it happened (division, office);
3. When did it happen: a date or a period of time;
4. Type of concern (what happened);
 - a) Financial reporting;
 - b) Legal matter;
 - c) Management action;
 - d) Employee misconduct; and/or
 - e) Health & safety and environmental issues.
5. Submit proof or identify where proof can be found, if possible;
6. Who to contact for more information, if possible; and/or
7. Prior efforts to address the problem, if any.

6. INVESTIGATIONS

Upon receipt of a complaint, the Compliance Officer will make an assessment thereof and place an appropriate complaint before the Audit Committee. The Audit Committee shall address all concerns or complaints regarding Reportable Matters which are placed before them, and ensure resolution of the same.

The Compliance Officer may, in consultation with the Audit Committee, either direct the complaint to the organization/department best placed to address it (while maintaining oversight authority for the investigation), or lead the investigation in person to ensure prompt and appropriate investigation and resolution.



All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Reportable Matters to appropriate external regulatory authorities. All Personnel have a duty to cooperate in the investigation of complaints reported as mentioned hereinabove.

Depending on the nature of the complaint, any concerned Personnel, at the outset of formal investigations, may be informed of the allegations against him /her and provided an opportunity to reply to such allegations.

Personnel shall be subject to strict disciplinary action up to and including immediate dismissal, if they fail to cooperate in an investigation, or deliberately provide false information during an investigation. If, at the conclusion of its investigation, the Company determines that a violation has occurred or the allegations are substantiated, the Company will take effective remedial action commensurate with the severity of the offence.

This may include disciplinary action against the concerned Personnel. The Company may also take reasonable and necessary measures to prevent any further violations which may have resulted in a complaint being made. In some situations, the Company may be under a legal obligation to refer matters to appropriate external regulatory authorities.

7. MONITORING

Company shall monitor and review the functioning of its Vigil Mechanism through Audit Committee.

FREQUENTLY ASKED QUESTIONS (FAQs)

What is the “Whistleblower Policy”?

This Whistleblower Policy has been put in place to encourage the reporting of concerns on any questionable accounting or auditing matters, any other company matters involving fraud, bribery, corruption, employee misconduct, illegality or health and safety and environmental issues, including, without limitation, the following: fraud or deliberate errors in the preparation, evaluation, review or audit of any financial statement of the Company;

- fraud or deliberate error in the recording and maintaining of financial records of the Company
- deficiencies in or non-compliance with the Company’s internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant, regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from full and fair reporting of the Company’s financial condition.

How can these concerns be expressed?

An employee or third party engaged by the Company can report any of the issues covered under this Policy to his/her supervisor, manager or point of contact. Complaints can also be directed to Compliance Officer or directly to the Audit Committee of Mangalam Drugs & Organics Limited.

An email can be sent to ***investor@mangalamdrugs.com*** or by sending a letter to the Compliance Officer in an envelope marked as “Private and Confidential”.



Does this Policy protect Complainants?

Yes, the Policy provides protection to employees and third parties engaged by the Company from reprisal, discrimination or any other adverse employment consequences as a result of their reporting any concerns specified under this Policy.

Which concerns are not covered under this Policy?

- frivolous and bogus complaints;
- business and financial decisions taken by the Company that do not
- involve wrongdoing or illegality;
- any matter already addressed pursuant to disciplinary or other
- procedures of the Company;
- career related or other personal grievances.

Can anonymous complaints be sent?

Yes. The Whistleblower has the option of sending anonymous complaints if for any reason he/she wishes to be unidentified. However, for any action to be initiated on such complaints they have to be detailed in their description and provide the basis of making the assertion therein.

Who investigates these concerns?

While the Audit Committee is ultimately responsible for ensuring that all concerns or complaints falling within the scope of this Policy are addressed, the Compliance Officer is primarily responsible for investigation and/or coordination with relevant investigators of all complaints.

What are the options available when an employee or third party engaged by the Company feels discriminated as result of disclosure under this Policy?

The employee or third party engaged by the Company should promptly report the facts related to any discrimination, retaliation or harassment for having made a report under this Policy to his/her supervisor, manager or point of contact, or the Compliance Officer. If, for any reason, he/she does not feel comfortable discussing the matter with these persons, he/she should bring the matter to the attention of the Audit Committee.
