



## **VINATI ORGANICS LIMITED**

### **WHISTLE BLOWER POLICY**

#### **Introduction:**

Whistle Blower Policy is introduced and applicable to all permanent employees and directors of Vinati Organics Ltd (VOL) across all three locations; corporate office – Mumbai and both the plants Lote and Mahad. Whistle-Blower (WB) means an Employee or Director making a Disclosure under this Policy.

#### **Objective:**

VOL believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour, in consonance with VOL Principles of Conduct and Action. Any actual or potential violation of these Principles and the Code of Conduct for Employees would be a matter of serious concern for the Company.

#### **Scope:**

Employees have a role and responsibility in pointing out such violations. This policy is formulated to provide a secure environment and to encourage employees of VOL to report unethical, unlawful or improper practices, acts or activities in the Company to prohibit managerial personnel from taking any adverse personnel action against those employees who report such practices in good faith. The policy also covers reporting of violations of insider trading laws and facilitates the SEBI Informant Mechanism under the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended in 2024), including provisions for anonymity, protection from retaliation, and eligibility for monetary rewards.

#### **Adverse Personnel Action:**

An employment-related act or decision (relating to, but not limited to, compensation, promotion, job location, job profile, leave or other privileges) or a failure to take appropriate action by a manager, which may affect the employee negatively.

The Company strictly prohibits retaliation against Whistle-Blowers, including informants under the SEBI Informant Mechanism, and will take disciplinary action against any such violations.

### **Good Faith:**

An employee shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of the alleged wrongful conduct. Good faith shall be deemed lacking when the employee does not have personal knowledge of or a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the alleged wrongful conduct is malicious, false or frivolous.

### **Policy:**

Every employee of the Company is expected to promptly report to the management any actual or possible violation of VOL Principles of Conduct and Action, The Code of Conduct for Employees or any other unlawful or unethical or improper practice or act or activity concerning the Company.

Anonymous reporting is encouraged, particularly for sensitive matters like insider trading, to ensure confidentiality and protection.

The unlawful or unethical or improper practice or act or activity (hereinafter referred to as an "alleged wrongful conduct") may include, but is not limited to, any of the following:

- A violation of any law
- Misuse or misappropriation of the Company's assets
- Gross waste of or misuse or misappropriation of the Company's funds
- A substantial and specific danger to health and safety
- An abuse of authority

No manager, director, department head, or any other employee with authority to make or materially influence significant personnel decisions shall take or recommend an adverse personnel action against an employee in knowing retaliation for a disclosure of information, made in good faith, about an alleged wrongful conduct.

### **SEBI Informant Mechanism:**

Under Chapter IV-A of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended by the Second Amendment Regulations, 2024), Whistle-Blowers (Informants) reporting insider trading violations directly to SEBI may be eligible for monetary rewards. Key details include:

- Eligibility: Informants providing original information leading to SEBI enforcement action where disgorgement or penalties exceed INR 50 lakh.
- Monetary Reward: 10% to 30% of the monetary penalty or disgorgement amount collected by SEBI (whichever is higher), capped at INR 10 crore per informant.
- Anonymity: SEBI will protect the identity of informants; the Company will not disclose it except as required by law.
- Protection: No retaliation; the Company will cooperate with SEBI and ensure safeguards against victimization.
- Reporting Process: Informants may report to SEBI via its designated portal (sebi.gov.in) or hotline, in addition to internal channels.

The Company will provide guidance on this process upon request without compromising confidentiality. The Company does not provide internal monetary incentives but fully supports SEBI's mechanism to encourage ethical reporting.

**Designated Committees:**

The Whistleblower Committee shall comprise of the following managerial and independent personnel as follows:

Ms. Vinati Saraf Mutreja, Managing Director and CEO.

Ms. Viral Saraf Mittal, Whole Time Director

Mr. J C Laddha, Independent Director

Further, the Audit Committee will review all investigations quarterly and ensure compliance with SEBI regulations.

**Roles, Rights and Responsibilities of Whistle-Blowers:**

- Whistle-Blowers provide initial information based on a reasonable belief that an alleged wrongful conduct has occurred. The motivation of a whistle-blower is irrelevant to the consideration of the validity of the allegations. However, the intentional filing of a false report, whether orally or in writing is itself considered an improper activity, which the Designated Committee has the right to act upon.
- Whistle-Blowers shall refrain from obtaining evidence for which they do not have a right of access. Such improper access may itself be considered an improper activity.
- Whistle-Blowers have a responsibility to be candid with the members of the Designated Committee or others to whom they make a report of alleged improper activities and shall set forth all known information regarding any reported allegations.
- Anonymous whistle-blowers must provide sufficient corroborating evidence to justify the commencement of an investigation. An investigation of unspecified wrongdoing or broad allegations would not be undertaken without verifiable evidence. Because investigators are unable to interview anonymous whistleblowers, it may be more difficult to evaluate the credibility of the allegations and, therefore, less likely to cause an investigation to be initiated.
- Whistle-Blowers are “reporting parties,” not investigators. They are not to act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the investigating authority.
- The identity of the whistle-blower will not be disclosed except where required under the law or for the purpose of the investigation. Should, however, the whistle-blower self-discloses his or her identity, there will no longer be an obligation not to disclose the whistle-blower’s identity.

- A whistle-blower's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the allegations or an ensuing investigation or any other misconduct or wrong doing.
- This policy may not be used as a defense by an employee against whom an adverse personnel action has been taken for legitimate reasons or cause under Company rules and policies. It shall not be a violation of this policy to take adverse personnel action against an employee, whose conduct or performance warrants that action, separate and apart from that employee making a disclosure.

### **Disqualification:**

- 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.
- 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.
- Whistle-Blowers, who make any Disclosures, which have been subsequently found to be mala fide or malicious or whistle-blowers who makes three or more Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Disclosures under this Policy. This will be considered as an improper activity which the Designated Committee members have the right to act upon.

### **Procedures:**

#### **A. For Making a Disclosure**

- Any employee who observes or has knowledge of an alleged wrongful conduct shall make a disclosure to any of the members of the Delegation WB Committee or the Company WB Committee as soon as possible. While it is encouraged to report within 60 calendar days of becoming aware, disclosures made thereafter will also be considered based on the gravity of the matter. The disclosure may be made in writing (email/paper). In exceptional cases, the complainant shall have direct access to the Chairperson of the Audit Committee.
- For concerns related to insider trading, the Whistle-Blower may also report directly to SEBI under its Informant Mechanism. Dedicated anonymous channels include: Email ([shares@vinatiorganics.com](mailto:shares@vinatiorganics.com)).
- The Committee to which the disclosure has been made shall appropriately and expeditiously investigate all whistle-blower reports received. In this regard, the Committee, if the circumstances so suggest, may appoint a senior officer or a committee of managerial personnel to investigate into the matter.
- The Committee shall have the right to outline a detailed procedure for an investigation.

## **B. For Filing a Complaint by Whistle-Blower**

- No later than 30 days after a current or former employee is notified or becomes aware of an adverse personnel action, he or she may protest the action by filing a written Whistle-Blower complaint with any member of the Delegation WB Committee or the Company WB Committee if the employee believes the action was based on his or her prior disclosure of alleged wrongful conduct. The Committee on receipt of a Whistle-Blower complaint shall appoint a senior officer or a committee of managerial personnel to review the complaint.
- Within 45 days of the complaint, the Senior Officer or committee will submit a report to the Delegation or Company WB Committee. After considering the report, the Committee shall determine the future course of action and may order remedial action.

### **Notification:**

H.R. Dept is required to notify and communicate the existence and contents of this policy to their employees. Further, the HR may conduct the Annual training on this policy, including the SEBI Informant Mechanism for all employees and directors.

### **Amendment:**

The Company reserves it's right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

This Policy has been reviewed and updated as on January 31, 2026.

**SD/-**  
**Vinati Saraf Mutreja**  
**Managing Director & CEO**

**SD/-**  
**Reena Wadkar**  
**HR Department**

**Date: January 31, 2026**

**Place: Mumbai**