



# VIDYA HERBS PRIVATE LIMITED

## WHISTLE BLOWER POLICY

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## 1. INTRODUCTION

As per Section 177 of the Companies Act, 2013 the following classes of Companies are required to establish a “Vigil Mechanism”/“Whistle Blower Policy” for the directors and employees to report genuine concerns or grievances about unethical behaviours, actual or suspected fraud or violation of Company Code of conduct or ethics policy.

- Every listed company.
- Every other company which accepts deposits from the public.
- Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50.00 (Fifty) Crores.

Accordingly, this Whistle Blower Policy (“Policy”) has been formulated to provide a mechanism to all stakeholders of the Company to report any violation of the Code of Conduct and/or laws applicable to the Company.

## 2. OBJECTIVES

- enable Directors, Employees and other stakeholders to voice concerns responsibly and effectively.
- provides a channel to employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud etc.
- provides for adequate safeguard against victimization of employees.
- maintain a safe and transparent working environment across Company and its operations.

## 3. SCOPE AND APPLICABILITY

This Policy applies to Board Members, employees, contractors, suppliers of the Company. All Employees and Directors of the Company who are associated with the company can raise concerns regarding malpractices and events which may negatively impact the company such as:

- Inaccuracy in maintaining the Company’s books of account and financial records.
- Financial misappropriation and fraud.
- Procurement fraud.
- Conflict of interest.
- False expense reimbursements.
- Misuse of company assets & resources.
- Inappropriate sharing of company sensitive information.
- Corruption & bribery.
- Insider trading.
- Unfair trade practices & anti-competitive behavior.
- Non-adherence to safety guidelines.
- Sexual harassment.
- Child Labor.
- Discrimination in any form.
- Violation of human rights.

#### 4. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below.

- a) **"Policy"** means, "Whistle blower Policy."
- b) **"Board"** means the Board of Directors of the Company.
- c) **"Director"** means a member of the Board of Directors of the Company.
- d) **"Employee"** means all the present employees and Directors of the Company (whether working in India or abroad).
- e) **"Improper activity"** means any concerns about unethical behavior, actual or suspected fraud.
- f) **"Protected Disclosure"** means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- g) **"Whistle Blower"** is a director or employee who makes a Protected Disclosure under this Policy.
- h) **"Audit Committee"** as the company does not have an audit committee as on date, Mrs. Veena Shyamprasad, director the company was nominated to play the role of Audit committee and as vigilance officer.

#### 5. ELIGIBILITY

All Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy.

#### 6. MANNER OF SENDING PROTECTED DISCLOSURE BY WHISTLE BLOWER

All Protected Disclosures should be reported in writing by the Whistle Blower/s as soon as possible after the Whistle Blower/s becomes aware of the same and should either be typed or written in a legible handwriting in English.

All Protected Disclosures along with relevant supporting documents should be addressed to the Vigilance Officer.

**The contact details of the Vigilance Officer are as under:**

Name and Address:

**Veena Shyamprasad**

Wholetime Director

Vidya Herbs Pvt. Ltd.

N-3-3, 24th Main, J P Nagar 1<sup>st</sup> Phase, Bangalore 560078

Email: [veenashyam@vidyaherbs.com](mailto:veenashyam@vidyaherbs.com)

The Protected Disclosure should be addressed to the Vigilance Officer of the Company and submitted in a closed and secured envelope and should be super scribed as **"Protected disclosure under the Vigil Mechanism Policy"**. Alternatively, the same can also be sent through email. If the complaint is not super scribed and closed as mentioned

above, it will not be possible for the Vigilance Officer of the Company to protect the Whistle Blower/s and the protected disclosure will be dealt with as if a normal disclosure.

In order to protect identity of the Whistle Blower/s, the Vigilance Officer of the Company will not issue any acknowledgement to the Whistle blower/s and they are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Vigilance Officer of the Company. The Vigilance Officer of the Company shall assure that in case any further clarification is required he will get in touch with the Whistle Blower/s.

The Company shall not entertain anonymous/ pseudonymous disclosures.

On receipt of the protected disclosure the Vigilance Officer shall make a record of the Protected Disclosure and also ascertain from the Whistle Blower/s whether he was the person who made the protected disclosure or not. The record will include:

- Brief facts;
- Whether the same Protected Disclosure was raised previously by anyone, and if so the outcome thereof;
- Details of actions taken by Vigilance Officer of the Company for processing the complaint.

The Vigilance Officer of the Company, if deems fit, may call for further information or particulars from the Whistle Blower/s.

## **7. INVESTIGATION**

All Protected Disclosures reported under this Policy will be considered by the Vigilance Officer. The Vigilance Officer may at its discretion consider involving any investigations for the purpose of Investigation.

The decision to conduct an investigation taken into a Protected Disclosure by itself is not an acceptance of the accusation by the vigilance officer and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not support accusation.

Unless there are compelling reasons not to do so, Whistle Blower/s will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against the Whistle Blower/s shall be considered as maintainable unless there is good evidence in support of the allegation.

The Whistle Blower/s shall have a duty to cooperate with the Vigilance Officer during investigation to the extent that such cooperation sought does not merely require them to admit guilt.

The Vigilance Officer shall normally complete the investigation within 90 days of the receipt of protected disclosure.

## **8. DECISION MAKING AND REPORTING**

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Board of Directors of the Company shall take such disciplinary or corrective actions as it may deem fit.

Any disciplinary or corrective action initiated against the alleged Person as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

## **9. NATURE OF DISCLOSURE AND PROTECTION THERE FROM**

While the Management is determined to give appropriate protection to the genuine Whistle Blower/s, the employees, at the same time are advised to refrain from using this facility for furthering their own personal interest with a malafide intention or to make protected disclosure which are subsequently found to be frivolous, baseless, malicious or reported otherwise than in good faith. In that event, the employees will make themselves liable for appropriate disciplinary action as per the relevant service rules / Standing Order of the Company.

No unfair treatment will be meted out to a Whistle Blower/s by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimisation of Whistle Blower/s shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower/s may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower/s shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower/s.

## **10. CONFIDENTIALITY**

The Whistle Blower/s, Vigilance Officer, the alleged person and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

## **11. DISQUALIFICATIONS**

While it will be ensured that genuine Whistle Blower/s 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/s knowing it to be false or bogus or with a mala fide intention.

Whistle Blower/s, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

## **12. COMMUNICATION**

Directors and Employees shall be informed of the Policy through by email and the website of the Company. Further, for the communication to the external stakeholders, the Policy shall also be hosted on the Company website [info@vidya herbs.com](mailto:info@vidya herbs.com)

## **13. 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 period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

## **14. AMENDMENT**

Any subsequent amendment/modification in the applicable laws in this regard shall automatically apply. Any change/amendments to this policy, other than due to the change in the law as above, shall be approved by the Managing Director.

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