



kaveri seed company limited

WHISTLE BLOWER POLICY

PREFACE :

The Company believes in the conduct of the affairs its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has adopted the Code of Conduct which lays down the principles and standards that should govern the actions of the company and its employees. Any actual or potential violation of the code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

Under Section 177 of the Companies Act, 2013, requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, between listed companies and the Stock Exchanges, *inter alia*, provides for all listed companies to establish a mechanism called 'Whistle Blower Policy' for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's policies and code of conduct. Accordingly, this Whistleblower Policy ("the Policy") has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the Ethics Counselor / Chairman of the Audit Committee of the Company.

DEFINITIONS:

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

a. **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.

b. **“Employee”** means every employee of the Company including the directors in the employment of the Company.

c. **“Code”** means the Kaveri Code of Conduct.

d. **“Investigators”** means those persons authorized, appointed, consulted or approached by the Vigilance Officer or the Chief Executive Officer and includes and includes the auditors of the Company and the police.

e. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

f. **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

g. **“Whistleblower”** means an employee or director making a Protected Disclosure under this Policy.

Eligibility:

All employees and directors of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the company.

OBJECTIVE

This policy seeks the support of Kaveri employees to report Significant deviations from key management policies and report any non-compliance and wrong Practices, e.g, unethical behavior, fraud, violation of law, inappropriate behavior /conduct etc.

POLICY

The Vigil Mechanism / Whistle Blower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of Kaveri Seed. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman/ Chairman of the Audit Committee in exceptional cases.

The policy neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, demanding and /or accepting gratification, obtaining a valuable thing without or inadequate consideration from a person with whom he have or may have official dealings, obtaining for self or any other person pecuniary benefits by corrupt or illegal means or abusing his position and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

The employees of the Company are eligible to make Protected Disclosures under the Policy. An employee can avail of the channel provided by this Policy for raising an issue covered under this Policy. The Policy generally covers malpractices and events which have taken place/suspected to take place involving:

- Abuse of authority

- Breach of contract

- Negligence causing substantial and specific danger to public health and safety
- Manipulation of Company's data/records
- Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports.
- Any unlawful act whether Criminal/ Civil
- Pilferage of confidential/propriety information
- Deliberate violation of law/regulation
- Wastage/misappropriation of Company's funds/assets.
- Breach of Company Policy or improper practice of the Company's policies or procedures, failure to implement or comply with any approved Company Policy.
- Willful negligence of assigned duties that could result in damage/loss to the Company Policy should not be used in place of the Company's grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

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. A Personnel who makes complaints with mala fide intentions and which are subsequently found to be false will be subject to strict disciplinary action.
