

Whistle Blower Policy

1.1 Preface and objective

ELANTAS Beck India (EBIL) believes working in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Code of Conduct designed by ALTANA AG (ALTANA Code) is applicable to all its employees and employees of its group companies world over. As an ALTANA Group affiliate, though EBIL is bound by the ALTANA Code, EBIL has designed its own Code of Conduct in line with ALTANA Code (EBIL Code), which lays down the principles and standards that govern the actions of the officials. Any actual or potential violation/deviation of these codes, howsoever insignificant or perceived as such, would be a matter of serious concern for the company. The role of the employees in pointing out such violations of the code cannot be undermined.

Provision under the Code requiring employees to report violations, which states:

“An employee/Covered Official, who becomes aware of any existing or potential violation of this Code, is required to notify the chairman of the Company’s Audit Committee promptly. Failure to do so is itself a violation of this Code. To encourage reporting of violations, the Company will not retaliate, or permit retaliation, for reports made in good faith”.

The Whistle Blower Policy is an extension of the “Code of Conduct” adopted by the Company to provide a secure & confidential channel of communication for its employees, supervisors, managers, senior management, directors, vendors or customers to disclose any improper practices that are taking place anywhere in the Company enabling corrective action.

The policy addresses the following relevant issues:

- Process of disclosing any improper practice taking place in the Company
- Mechanism for processing of such disclosures & consequent action
- Protection made available to the whistle blower/s

Accordingly, this Whistle Blower Policy ("the Policy") has been formulated to provide a mechanism for employees of the Company to approach the Chairman of the Audit Committee of the Company.

This Policy is in line with ALTANA’s Whistler blower Policy. ALTANA’s Whistle blower Policy is applicable to all its employees and its Group Company employees. Similarly, the Policy is also in consonance with the provisions of the Companies Act, 2013.

1.2 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.

- “ALTANA Code” means Code of Conduct implemented by ALTANA AG which is applicable to all its employees and employees of its group companies, world over.
- "EBIL Code" means the EBIL Code of Conduct.
- "Employee" means every employee of the Company (whether working in India or abroad), including the Executive/Whole Time Directors of the Company.
- Ethics Counselor means HR Head of the company
- Ethics Officer means Managing Director of the company

- "Investigators" mean those authorized, appointed, consulted or approached by the Ethics Counselor/Audit Committee member and include EBIL auditors and the Police.
- "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

Following types of Disclosures may not be treated as 'Protected' and EBIL or the ALTANA Management, as the case may be, will at their sole discretion decide whether to act on them:

- Verbal Disclosures
 - Disclosures though in writing but are vague, unclear and ambiguous in nature, not supported by any facts, figures or reasons
 - Disclosures not in legible handwriting
 - Disclosures in languages other than English, Hindi or regional language of the place of employment of the Whistle Blower
 - Anonymous Disclosures or Disclosures hiding the real identity i.e. made in fake name/s
- "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.
 - "Whistle Blower" means an Employee/Customer/Vendor making a Protected Disclosure under this Policy.

For better readability, the masculine form has been chosen throughout. This refers, of course, generally to both female and male persons.

1.3 Scope

- This Policy is an extension of the EBIL Code and the ALTANA Code. 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, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- Whistle Blowers should not 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 Ethics Counselor or the Investigators.
- Protected Disclosure will be appropriately dealt with by the Audit committee.

1.4 Eligibility

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

1.5 Disqualifications

- 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, when found making frivolous, baseless, malicious Protected Disclosures with mala fide intentions or otherwise than in good faith, will be disqualified from reporting further

Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Company/Audit Committee reserves its right to take/recommend appropriate action.

1.6 Procedure

- All Protected Disclosures should be addressed to the Ethics Officer (Managing Director) of the Company. The contact details of the Ethics Officer of the company are as under:
- Mr. Ravindra Kumar,
ELANTAS Beck India Limited,
147, Mumbai-Pune Road, Pimpri,
Pune - 411018
Tel: 020-30610601, Mobile - 96737 89902
Fax: 020-30610793
Email: Ravindra.Kumar@altana.com
- Protected Disclosures should be in writing to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.
- The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. Ethics Officer of the company shall detach the covering letter and discuss the Protected Disclosure with Members of the Audit Committee and forward the Protected Disclosure to the Ethics Counselor of the Company for investigation.
- Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

The Whistle Blower must disclose his identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures are not be entertained by the Audit Committee. Also, if required, the Whistle Blower will make himself available for any discussion relating to the Protected Disclosure and help the process of investigation.

- If the Disclosure is directly addressed to ALTANA, the ALTANA management will decide in the first place how to deal with this and whether the Disclosure can be regarded as 'Protected' under the definition provided herein. It will also involve the Audit Committee Chairman. After ascertaining, ALTANA management may direct them to the Ethics Officer for further action, unless the same involves the Ethics Officer himself. In that case the 'Protected Disclosure' will be forwarded to the Chairman of the Audit Committee, directly.

ALTANA reserves the right to ask for the report on investigation in such cases.

1.7 Investigation

- All Protected Disclosures reported under this Policy will be thoroughly investigated by the Ethics Counselor of the Company who will conduct the investigations under the authorization of the Audit Committee. The Ethics Counselor may, in consultation with the Ethics Officer, if necessary decide to refer the disclosure or essential part of it to the Legal Head of the Company and seek necessary advice.
- Protected Disclosures involving or relating to the Ethics Counselor which in the opinion of the Audit Committee may hamper the independence of the Ethics Counselor in conducting the investigation will be investigated by the Audit Committee itself.

- The Ethics Counselor / Audit Committee may at its discretion, consider involving any other Investigators for the purpose of investigation.
- The decision to conduct an investigation taken by the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- Subjects...
 - will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
 - shall have a duty to co-operate with the Ethics Counselor / Audit Committee or any of the Investigators during investigation to the extent that such co-operation sought, does not merely require them to admit guilt.
 - have a right to consult with a person or persons of their choice, other than the Ethics Counselor / Investigators and/or members of the Audit Committee and/or the Whistle Blower.
 - shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
 - have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
 - will be given the opportunity to respond to material findings contained in an investigation report unless there are compelling reasons not to do so. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
 - have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

1.8 Protection

- No unfair treatment will be meted out to a Whistle Blower by virtue of his having reported a Protected Disclosure under this Policy. EBIL, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, physical harm, social isolation or the like, including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Ethics Counselor /Audit Committee (e.g. during investigations carried out by Investigators).
- Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

1.9 Investigators

- Investigators are required for fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee during the course and scope of their investigation.
- Technical and other resources may be drawn upon, as necessary to augment the investigation. All Investigators shall be independent and unbiased. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- Investigations will be launched only after a preliminary review which establishes that:
 - the alleged act constitutes an improper or unethical activity or conduct, and
 - the allegation is supported by information specific enough to be investigated,
 - matters that do not meet this criteria may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

1.10 Decision

If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall direct the management/Ethics Officer of the Company to take such disciplinary or corrective action as the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject 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.

1.11 Reporting

The Ethics Counselor shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him since the last report together with the results of investigations, if any.

1.12 Retention of documents

All Protected Disclosures along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

1.13 Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing.