

KAMDHENU VENTURES LIMITED

**WHISTLE BLOWER POLICY
AND
VIGIL MECHANISM**

INTRODUCTION

Kamdhenu Ventures Limited (“the Company”) is committed to comply with all the applicable laws, particularly ensuring that the business is conducted with integrity and that the Company’s financial information is accurate, correct, consistent and complete.

1. Section 177(9) of the Companies Act, 2013 (Act) provides for the establishment of the Vigil and Whistle Blowing Mechanism in the specified companies, for employees and Directors to report to the Management genuine concerns and instances of unethical behaviour, actual or suspected, fraud or violation, in turn to be monitored by the Audit Committee.

Accordingly, this Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees and Directors of the Company to approach the Chairman of the Audit Committee of the Company to report unethical behaviour, actual or suspected, fraud or violation and matters specified in this Policy.

2. The Policy protects employees, Directors as well as Anonymous Whistle Blowers wishing to raise a concern about serious irregularities within the Company.
3. The Policy neither releases employees and Directors from their duty of confidentiality in the course of discharging their duties, nor is it a route for taking up a personal grievance.

DEFINITIONS

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

- (i) **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

- (ii) **“Director”** means a person appointed as the Director on the Board of Directors of the Company
- (iii) **“Disciplinary Action”** means any action that can be taken on the completion of/during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from the official duties or any such action as is deemed to be fit considering the gravity of the matter
- (iv) **“Employee”** means every employee of the Company, including the persons engaged on contract
- (v) **“Investigator”** mean those persons authorised, appointed, consulted or approached by the Chairman of the Audit Committee and includes the Statutory and/or Internal Auditors of the Company and the Police
- (vi) **“Ombudsman”** Chairman of the Audit Committee shall be Ombudsman for the purpose of receiving all the complaints under this Policy and ensuring appropriate action.
- (vii) **“Policy”** means this Whistle-blower Policy and Vigil Mechanism
- (viii) **“Protected Disclosure”** means any written or anonymous communication (including email) made in good faith that discloses or demonstrates information that may evidence unethical or improper activity
- (ix) **“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
- (x) **“Whistle Blower”** means an Employee, a Director and/or any Anonymous Whistle Blower making a Protected Disclosure under this Policy

SCOPE

Policy sets out the procedure to be followed when making a disclosure. 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’s rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activities on account of which the interest of the Company is affected.

However the mechanism does not release the employees from their duty of confidentiality in the course of their work and nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

1. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
2. Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
3. Ensure complete confidentiality;
4. Not attempt to conceal evidence of the Protected Disclosure;
5. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
6. Provide an opportunity

ELIGIBILITY

All Employees and Directors of the Company are eligible to make disclosures under the mechanism in relation to matters concerning the Company.

PROCEDURE

Where any director or employee finds or observes any of Improper Activities then he must within a period of 45 days of occurrence of event or on the date on which he comes to know, their complaint/ grievance report in writing.

The Whistle-Blower shall address the Complaints/ Grievances to the Chairman of the Audit Committee.

The Audit Committee on the receipt of disclosure of any of above frauds or events shall make a record of the disclosure Complaint. Audit Committee shall also carry out initial investigation either itself or at its discretion by involving any other official of the Company or an outside agency as it may deem fit.

The decision to undertake the investigation by the Audit Committee shall not by itself be regarded as the acceptance of the accusation.

Any member of the Audit Committee or such other officer involved in the investigation, having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.

The Audit Committee may call for such further information from the Complainant as it deems fit.

The Audit Committee shall carry out detailed investigation if the reported disclosure is found to be correct.

The Employee against whom disclosure has been reported shall

- a. Co-operate with Vigilance Officer or any person appointed in this regard.
- b. Have a right to consult any person of his choice other than members of Audit Committee and / or Complainant.
- c. Not to interfere in investigations conducted by Vigilance Officer or Audit Committee.
- d. Not withhold, tamper or destroy any of evidences.
- e. Unless otherwise restricted, be given an opportunity to respond to material findings.
- f. Not threaten, influence or intimidate Whistle-Blower or any of witnesses.
- g. Have a right to know the outcomes of investigation.

Barring exceptional situations, the Investigations shall be completed within a period of 60 days.

SECURITY AND CONFIDENTIALITY

The Vigilance Officer or Audit Committee as well as Whistle-Blower shall:

- a. Maintain confidentiality of all matters under this Policy.
- b. Discuss only to the extent or with those persons as required under this Policy for completing the process of investigation.
- c. Not keep the documents unattended anywhere at any time.
- d. Keep the electronic mails/files under password and under safe custody.

PROTECTION OF WHISTLE-BLOWERS

1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to the Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, 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 Disclosures. 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.
2. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend a suitable action to the Management.
3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

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 minimum period of five years or such period as may be prescribed under applicable laws.

DISCLOSURE

This Policy shall be hosted on the Company's website.

REVIEW / AMENDMENT

The Chairman and/or Managing Director is authorized to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall be in consonance with the provisions of the Companies Act, 2013 and rules made thereunder and the Listing Regulations and amendment thereto as notified by the Securities and Exchange Board of India and/or Stock Exchanges, from time to time. In case any provision(s) of this Policy is contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations ("Statutory Provisions"), the Statutory Provisions shall prevail.

Further, amendments in the Statutory Provisions shall be applicable even if not incorporated in this Policy.