

WHISTLEBLOWER POLICY



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AQUAPHARM CHEMICAL LIMITED

Whistleblower Policy

1. PREAMBLE:

This Policy is designed for the RPSG Group and all the component entities of The Group. All the entities Under the RPSG group will be guided by this Policy. The group entities may incorporate any additional requirements wherever necessary along with this Policy. The term “Company” can be interchangeably used for The RPSG Group and its component entities. Accordingly, the reference of the employee of the Company in this Policy shall also mean/include the employees of the RPSG Group and any of its component entities.

2. INTRODUCTION:

The Company is committed to the highest possible standards of transparency, integrity, and accountability. In line with this commitment, this Policy aims at providing an avenue to its Directors, Employees, Agents, Consultants, Vendors, and Business Partners to disclose instances of wrongdoing in the workplace. The object of this Whistle Blower Policy is to have individuals disclose instances of wrongdoing and protect such individuals in the event of a disclosure.

Section 177 of the Companies Act, 2013 mandates that every listed company and the Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees, shall establish a vigil mechanism for Directors and Employees to report their genuine concerns about the Company’s functioning. This vigil mechanism should provide adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. Further, details of establishment of such mechanism should be disclosed by the Company on its website and in Board’s Report.

Clause 49 of the Listing Agreement executed with the Stock Exchanges also requires all listed companies to establish with effect from 1 October, 2014 a “Whistle Blower Policy” (“Policy”) for Directors, Employees and other stakeholders to report instances of unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics Policy. This clause also states that this mechanism should also provide for adequate safeguards against victimisation of Director(s) / Employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

Accordingly, this Whistle Blower Policy has been formulated with a view to provide a vigil mechanism for the above purpose.

3. AIM AND OBJECTIVE OF THE POLICY:

The Company is keen on demonstrating the right values and ethical, moral and legal business practices in every field of activity within the scope of its work. The objective of this Policy is to provide a vigil mechanism and framework to promote responsible whistle blowing and ensure effective remedial action and also protect the interest of the whistle blower as guided by legal principles.

This Policy is intended to:

- a) Encourage and enable Directors, Employees, Agents, Consultants, Vendors and Business Partners to raise issues or concerns, which are either unacceptable or patently against the stated objectives, law or ethics, within The Company.
- b) Ensure that Directors, Employees, Agents, Consultants, Vendors and Business Partners can raise issues or concerns without fear of victimisation, subsequent discrimination or disadvantage thereof.
- c) Reassure the whistle blower(s) that they will be protected from possible reprisals or victimisation if they have made disclosure/s in good faith.
- d) Ensure that where any wrongdoing by The Company or any of its Directors, Employees, Agents, Consultants, Vendors, or Business Partners is identified and reported to The Company under this Policy, it will be dealt with expeditiously and thoroughly investigated and remedied. The Company will further examine the means of ensuring how such wrongdoing can be prevented in future and will take corrective action accordingly.

4. WHO IS A WHISTLE BLOWER:

A whistle blower is a person who exposes misconduct, unethical behaviour, actual or suspected fraud, violation of Company's Code of Conduct or Ethics Policy, wrongdoing, alleged dishonest, irregular or illegal activity occurring in the organisation.

5. WHAT IS WRONGDOING / IRREGULAR ACTIVITY:

Wrongdoing / irregular activity involves any improper, unlawful, illegal/unethical behaviour and can include:

- a) Maladministration or mismanagement
- b) Actual or suspected fraud or corruption
- c) Miscarriage of justice
- d) Breach/violation of any organisational policies or Code of Conduct or Ethics Policy
- e) Breach of any statutory code of practice
- f) Unprofessional standards of practice or unethical behaviour which are considered or found to be not in accordance with the recognised and established standards of practice or behaviour
- g) Abuse of power or the use of organisation's powers and authority for any unauthorised or ulterior purpose
- h) Unfair discrimination in the course of the organisation's employment or provision of its services
- i) Criminal offences
- j) Health and safety breach
- k) Failure to comply with a legal obligation
- l) Environmental damage
- m) Leakage of unpublished price sensitive information
- n) Matters related to corruption and bribery
- o) Deliberate or intentional non-compliance of the applicable laws
- p) Incorrect financial reporting or accounting irregularities
- q) Misappropriation of Company's funds

This list is not definitive but intended to give an indication of the kind of conduct that might be considered as wrongdoing.

6. WHOM IS THIS POLICY APPLICABLE TO:

This Policy is applicable to all people associated with the Company, as well as its subsidiaries, joint ventures, affiliates etc., Directors, Employees, Agents, Consultants, Vendors, and Business Partners.

7. SAFEGUARD:

- a) Confidentiality: All concerns of the whistle blower will be treated in confidence and every effort will be made to maintain the anonymity of the informant, subject to the need to conduct proper investigations and take any consequential steps including compliance to any legal and statutory laws of that land and rules as applicable to the statutory provisions of Whistle blowing Act. The authenticity of the information will be confirmed and there will be no reprisal for reporting the information in good faith.
- b) Victimization or harassment: Harassment or victimization of whistle blowers for reporting good faith concerns under this Policy will not be tolerated. Complete protection shall be given to the good-faith whistle blower for his or her act of disclosing wrongdoing. Self-reporting of one's wrongdoing does not immune the whistle blower. However, it may be taken into consideration as a mitigating factor when deciding any disciplinary action.
- c) Anonymous allegations: This Policy encourages persons reporting any allegations under this Policy to provide their details (name, location, in the case of employees, employee id, etc.) for the reason that appropriate follow-up questions and investigation may not be possible in case of anonymous allegations.
- d) Bad faith allegations: The Policy should not be used for making bad faith allegations. Actions will be taken against a complainant making bad faith allegation or repeated frivolous complaints.
- e) Actions for frivolous complaints: In event of any frivolous complaints or repeated frivolous complaints, the Whistle Blower Committee ("WBC") shall take strict action against the concerned person.
- f) Reward and Recognition: The WBC may recommend reward and/or recognise the whistle blower for reporting and placing true and correct facts before it.

8. RAISING A CONCERN:

As a first step, Directors, Employees, Agents, Consultants, Vendors and Business Partners are urged to visit the Whistle Blower Policy and assess whether their concerns fall under the ambit of the Whistle Blower Policy. Once the same is determined, the whistle blower must approach the WBC through any of the modes as described herein.

Concerns may be raised by email or in writing using the following format:

- a) The background and history of the concern (giving relevant dates);
- b) The reason why the whistle blower is particularly concerned about the situation;
- c) The extent to which the whistle blower has personally witnessed or experienced the problem (providing documented evidence, if any, where possible).

Please note:

- (i) A complaint or concern should be raised in writing. A concern raised verbally shall not be entertained unless the law of the land in a particular geography permits it. However, a verbal concern, if permitted, shall be noted in writing for the WBC's records and necessary action.
- (ii) The complaint 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.

9. HOW TO RAISE A CONCERN UNDER THE WHISTLE BLOWING POLICY:

- A. A concern/issue can be raised by emailing/legible handwriting to the Whistle Blower Committee (WBC) consisting of:
- a. Chairman of Audit Committee - Chairman WBC
 - b. Head, Human Resources - Member and Convenor
 - c. Group Head, Internal Audit - Member
 - d. Any Other person which the Committee nominates from time to time
- B. Protected Disclosures should preferably 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 concern/issue can be raised to a email id damle.jayesh@aquapharm.net alternatively, employees can raise concern using a client reporting line, wherever available. Details of such reporting lines are displayed in respective offices.

The concern/issue should be forwarded under a covering letter which shall bear the identity of the Whistle Blower with his/her designation, place of posting, residential address and contact phone number. The covering letter will be detached before the concern/issue is forwarded to the investigation team. The complaint can also be made to the members of the Audit Committee jointly or individually.

In case there is concern/issue against any of the WBC member or in exceptional cases, it may also be reported to the Chairman of WBC.

The Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures are not be entertained by the Audit Committee.

10. PROCEDURE TO HANDLE ISSUES / CONCERNS REPORTED TO THE WHISTLE BLOWER COMMITTEE:

Please note: In the context of the Whistle Blower Policy, all the complaints/issues raised shall reach the WBC.

a) Acknowledgement:

Save in relation to concerns which are received on an anonymous basis, on receiving a complaint/information under this Whistle Blower Policy, an acknowledgement shall be sent by the WBC to the whistle blower within three (3) working days.

b) Initial inquiry:

All the information/complaints shall first be subjected to initial inquiry by the WBC to determine if the complaint is actually a whistle blowing complaint or is of any other nature. The WBC Convener shall have its discretion to move the wrongly reported cases to an appropriate forum within The Company as per the Policy governing the said reported issue., For e.g. complaints categorised as grievances shall be handled as per the Grievance Management Policy.

c) Incident Handling:

The incidents and escalations reported and classified under whistle blower ambit will be handled as per the following matrix:

Incident Level	1.	2.	3.	4.
Management Level to be Advised Immediately	Chairman, WBC and WBC executives	Board, WBC and WBC executives	Internal WBC and WBC executives	Internal WBC
Potential Financial Impact	Substantial Financial Loss	Significant Financial Loss	Moderate Financial Loss	Small Financial Loss
Potential Physical / Technical Impact	Substantial Loss	Serious Loss	Moderate Loss	Minor Loss
Possible Personnel Impact	Termination of Employment and/or Legal Action	Possible Termination of Employment and/or Legal Action	Strong Disciplinary Action	Negative Remark in Dossier
Operations Disrupted	Operation Severely Jeopardised	Significantly Affecting Operations and Process	Process Affected Slightly	Minimal Disruption
Confidentiality Compromised	Confidential Information Released–Unlimited, Uncontained	Confidential Information Released–Limited, Uncontained	Confidential Information Released but Contained	Restricted Information Released

- d) Investigation: If it is established that an investigation is required to be conducted, the following steps shall follow:
- a) WBC shall bestow/delegate certain powers to the investigation team (where so appointed) as may be deemed necessary to carry out a fair investigation and confer such ancillary powers as may be required to facilitate such investigation. The said investigation team shall be formed independently for each matter/issue by the WBC.
 - b) During the course of investigation, depending on the nature of the issue, degree of severity and clarity of information provided in the complaint, if required, the investigation team may get in touch with the whistle blower to seek further information.
 - c) On completion of investigation in terms of fact finding and analysis, the investigation team shall submit a report to the WBC with the recommendations on the actions to be taken.
 - d) The said inquiry shall be held in discreet, and no reports/minutes shall be circulated to any party or person outside the WBC members, the Audit Committee and others on a need-to know basis but shall be kept confidential.
 - e) The identity of the person against whom a concern has been raised and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
 - f) The WBC shall maintain its internal process of reporting the cases and investigation reports to the Audit committee.
 - g) The entire investigation process shall be completed in a time bound manner and any delays shall be escalated to ensure adequate steps are being taken to complete the investigation process.

Please note: The estimated time frame for the investigation team to submit the case report with their findings, analysis and recommendations is approximately thirty (30) working days from the day of the WBC receiving the complaint/information from the whistle blower. In limited circumstance, this time frame may need to be extended.

On making an application/request to the WBC by the investigating team, the WBC may extend the time period of submitting the report by fifteen (15) working days based on the facts and circumstances of the case. Such grants of extension in time shall be sanctioned on case-to-case basis not more than three (3) times in each case.

Investigation Subject shall:

- Provide full co-operation to the investigation team.
- Be informed of the outcome of the investigation.
- Accept the decision of the authorised person.
- Maintain strict confidentiality.

11. DECISION ON INVESTIGATION AND ACTIONS TO BE TAKEN:

After the investigation team submits its report to the WBC, the WBC, in consultation with other stakeholders like senior management of the location etc. (wherever applicable) shall take a decision on the actions to be taken against all or any person found at fault of being involved in any whistle blowing activity, depending on the severity and sensitivity of the case. The actions to be taken may include one or more of the following actions and may take any order:

- Issue of a verbal or written warning
- Transfer to another location, centre or process
- Suspension or termination of engagement/employment
- Such other action/s as WBC deem appropriate

The WBC shall record the actions taken in writing. All documentation related to the whistle blowing shall be maintained by the WBC.

- a) Actions for frivolous complaints:
In event of any frivolous complaints or repeated frivolous complaints, the WBC shall take strict action against the concerned person.
- b) Reward and recognition:
The WBC may recommend reward and/or recognise the whistle blower for reporting and placing true and correct facts before it.
- c) Maintenance of adequate documentation and information to the whistle blower:
The Company shall maintain adequate and auditable documentation of all the concerns received, minutes of the deliberations and investigation working papers, post the investigation for seven (7) years. The convener of the WBC shall be the custodian for the documentation. The whistle blower shall be informed on actioning on the received complaint.

Please note: The estimated time frame for the WBC to take a decision on the recommendations of the investigation team and to take appropriate actions is, approximately, seven (7) working days from the day the case report is submitted to the WBC.

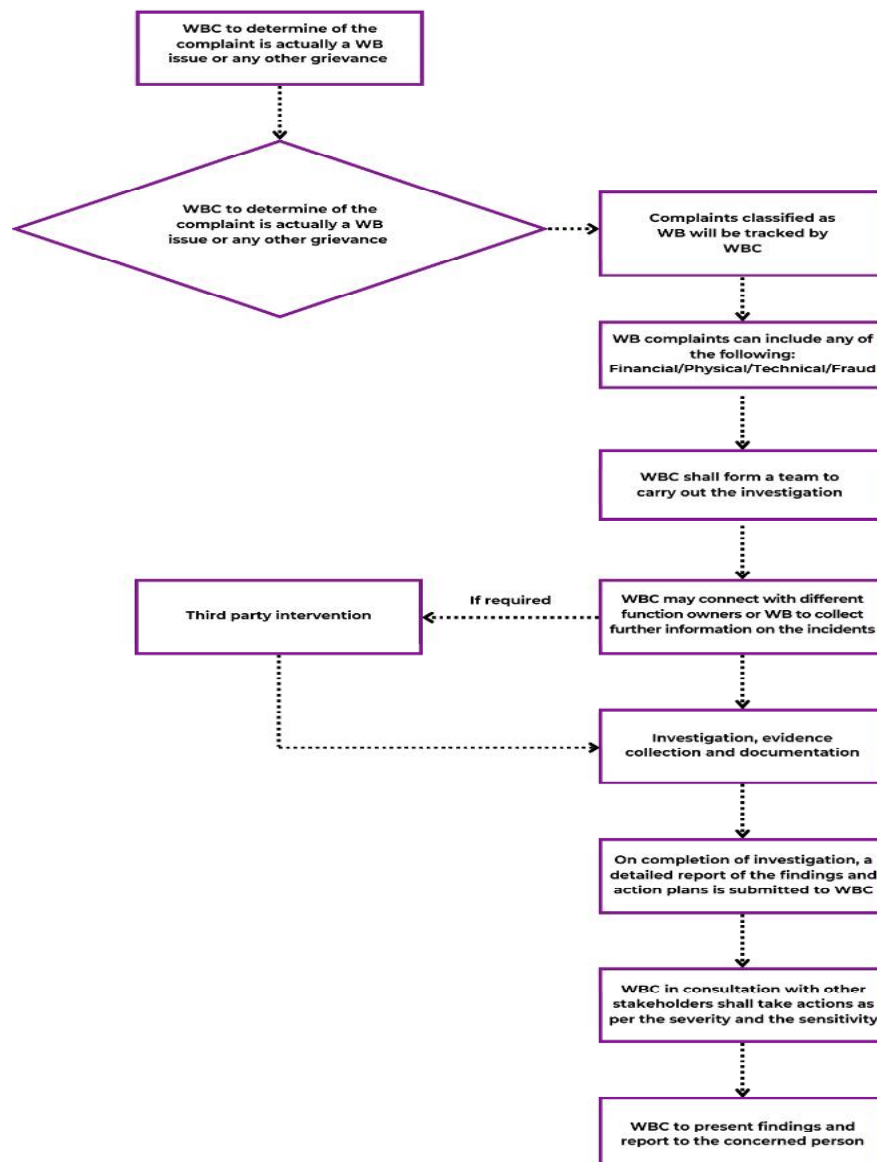
12. IMPLEMENTATION AND MONITORING OF THE POLICY:

The implementation of this Policy will include:

- Directors and Employees:

All current and future directors and employees shall be notified formally of this Policy. All new directors and employees will be informed of the Policy at the time of joining and existing directors and employees shall be informed of the Policy by email.

- Agents, Consultants, Vendors and Business Partners: New vendors/contractors shall be informed of the Policy at the time of signing a contract. Existing vendors / contractors shall be informed by issue of a separate communication if not done till date.
- Monitoring of the Policy: The WBC, on a quarterly basis, shall furnish details of all whistle blowing cases reported along with the details of investigation conducted and the actions taken, if any, to the Audit Committee.
- Retention of documents: All issues/concerns raised to the WBC in writing or documented otherwise, along with investigation report and document on actions taken so far, shall be retained by The Company for a minimum period of seven (7) years from the date of raising of concern/issue, as an internal management.



13. AUTHORISED PERSON CONTACT DETAILS:

Authorised Person:	Mr. Jayesh Damle
Address:	9 th and 10 th Floor, Amar Synergy, 12B, Sadhu Vaswani Road, Pune - 411 001 Maharashtra, India
Phone:	+91-20-66090092
E-mail:	damle.jayesh@aquapharm.net

14. CUSTODIAN: Company Secretary & Compliance Officer

This is an internal policy of the company. It can be amended / modified / withdrawn / suspended at the sole discretion of the Management without any notice, whatsoever. The policy is intended to be a guideline for various aspects pertaining to Human Resource Management of the organisation. Any change in the policy will be with effect from the date given in the policy without any retrospective effect.

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