

WHISTLE BLOWER POLICY

1. Preface

This policy has been formulated with a view:

To provide a vigil mechanism for Directors and employees of the Company and other persons dealing with the Company to report to the Audit Committee; their concerns relating to the Company, any instance of unethical behaviour, actual or suspected fraud or violation of the Company's Ethics Policy and

To safeguard the confidentiality and interest of such employees / other persons dealing with the Company against victimization, who notice and report any unethical or improper practices.

To appropriately communicate the existence of such mechanism within the organization and to outsiders.

This policy shall be further governed by the provisions of the Companies Act, 2013, the rules framed thereunder and any other law governing the matter.

2. Definitions

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

a) **"Alleged Person"** means a person purportedly involved in the unethical practice and against whom or in relation to whom a Reported Disclosure has been made or evidence gathered during the course of an investigation.

b) **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 292A of the Companies Act, 1956 or Section 177 of the Companies Act, 2013 and read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c) **"Compliance Officer"** means Company Secretary of the Company.

d) **"Director"** means every person appointed as Director of the Company in accordance with the provisions of the Companies Act, 1956 or Companies Act, 2013.

e) **"Employee"** means every employee of the Company (whether working in India or abroad).

f) **"Investigators"** means committee of officials as may be decided by the Audit Committee to carry out investigation in the Reported Disclosure.

g) **"Person dealing with the Company"** means vendors, customers, contractual service providers, contractors, agency staff or any other outside parties / non-employees dealing with the Company, whether directly or indirectly.

g) **“Reported Disclosure”** means any communication made in good faith that demonstrates information that may evidence any instance of unethical or improper behaviour / practice (not necessarily a violation of Law), actual or suspected fraud or violation of the Company’s Ethics Policy (“the unethical practice”).

Examples of unethical practice:

- Criminal offences (corporate fraud, corruption, bribery or theft), which has been or is likely to be committed.
- Unethical business conduct and serious irregularities, regulatory or financial.
- Conflict of business interests.
- Misuse of Company Assets, Authority, Funds etc.
- Willful suppression of facts or Mis-statement in any Company’s records.
- Falsification of transactions/documents.
- Miscarriage of justice or any willful discrimination by the Management.
- Actions taken or proposed to be taken by the Management or acts of omissions by Management which will endanger safety of any employee/person.
- Misuse of authority which may adversely affect the interest of the Company.
- Leak or suspected leak of the Unpublished Price Sensitive Information as defined in the SEBI (Prevention of Insider Trading) Regulations, 2015 (“UPSI”).
- Any other form of improper action or conduct concerning the Company

h) **“Whistle Blower”** means a Director, an Employee and / or any other person dealing with the Company and making a Reported Disclosure under this Policy.

3. Scope

All the Directors and Employees of the Company and other persons dealing with the Company are eligible to make Reported Disclosures under the Policy. The Reported Disclosures may be in relation to matters concerning the Company and those dealing with the Company.

4. Policy

The Company is committed to openness, transparency and accountability in all its affairs to achieve highest standards of Governance.

The Policy reinforces the Company’s approach by providing a forum to the Directors, Employees and other persons dealing with the Company to voice their concerns about suspected or actual unethical or improper practice.

5. Disqualifications

While it would be ensured that the identity of genuine Whistle Blowers are protected and they are not subject to any kind of unfair treatment, any misuse of such protection would warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action against false or bogus allegations made by a Whistle Blower, knowing it to be false or bogus, or any reported disclosures made with a mala fide intention.

Whistle Blowers, who make three or more Reported Disclosures, which have been subsequently found to be malafide, frivolous, malicious, or reported otherwise than in good faith, will be disqualified from making further Reported Disclosures under this Policy.

6. Procedure

All Reported Disclosures should be addressed to the Compliance Officer - Mr. Niraj Mankad, Vice President – Legal & Secretarial. It should be addressed through email or in writing as to ensure a clear understanding of the issues raised and not be speculative.

Postal Address:

Mr. Niraj Mankad,
Compliance Officer
Navin Fluorine International Limited
2ndSunteck Centre, 37/40 Subhash Road,
Vile Parle (East)
Mumbai – 400057

Or

Electronic Mail (E-mail):
whistleblow@nfil.in

The Reported Disclosure shall include:

- The name of the employee & department for internal whistle blower and name of the complainant, his/her Company name& address for external whistle blower.
- The nature and facts of the Reported disclosure;
- The impact / effect either monetary or otherwise on the Company, if possible.

The Compliance Officer will present all the Reported Disclosures including involving complaints against Officers up to the level of Senior Manager to Managing Director and Dy. General Manager and above to the Audit Committee. The Managing Director or the Audit Committee, as the case may be, shall consider factors like gravity of the alleged unethical practice and its impact and accordingly appoint Investigators to further investigate.

Appropriate care would be taken to keep the identity of the Whistle Blower, confidential.

The process of investigation shall be kept confidential to the extent possible given the legitimate needs of law and the investigation. The person/s alleged to be involved in the unethical practice, shall co-operate with the Investigators during investigation. Such person/s shall have a reasonable opportunity of being heard.

No evidence shall be withheld, destroyed or tampered with, and witnesses shall not be

influenced, coached, threatened or intimidated, by any employee/person.

The Investigators shall complete the investigation within 45 (forty-five) days or within such period as granted by the Audit Committee. Investigators shall submit the report to the Chairman of the Audit Committee.

Decision on the report would be taken by the Committee within 30 (thirty) days from the date of receiving Investigators Report. The Whistle Blower may appear directly before the Audit Committee in exceptional circumstances.

The decision would be communicated to the Whistle Blower and the alleged persons by the Compliance Officer.

If the Whistle Blower or the alleged employee is not satisfied with the decision communicated, then upon request, they shall be given opportunity for personal appearance and re-hearing before the Chairperson of the Audit Committee.

Audit Committee shall recommend suitable action and may advise the concerned Department Head to take suitable corrective measures to avoid recurrence of such Reported Disclosure.

The Audit Committee shall decide on whether the outcome of an investigation shall be made public, keeping in view the best interest of the Company.

The Compliance Officer shall assist in all respects to the Audit Committee and the Investigators, for smooth completion of the investigation process under the policy.

7. Procedure to investigate matters relating to leakage or suspected leakage of UPSI:

Notwithstanding what is contained in Clause 6 hereinabove, all matters pertaining to investigation relating to leakage or suspected leakage of UPSI shall be dealt with as per the Company's Policy for Inquiry in Leakage of UPSI.

8. Protection

No unfair treatment shall be given to a Whistle Blower by virtue of his/her having made a Reported disclosure under this Policy. The Company shall ensure that any kind of discrimination, harassment, victimization or any other unfair employment practice is not adopted against Whistle Blowers.

No action would be taken to obstruct the Whistle Blower's right to continue to perform his/her duties including making further Reported Disclosures.

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 Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).

Any other Director / employee / person assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.