

WHISTLE BLOWER POLICY

I. Preamble and Introduction:

Noveltech Feeds Private Limited and its subsidiaries/affiliates (collectively referred to as “**Company**”) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

The Company is committed to developing a culture where it is safe for all employees to raise any concern about any poor or unacceptable practice and any event of misconduct. The Companies Act, 2013 requires our Company to have a Whistle Blower policy and to establish a vigil mechanism for members of the Board of Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy. The mechanism should also provide for adequate safeguards against victimization of director(s)/ employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. Should you have any question regarding this policy, please contact the Vigilance Officer or the CHRO.

This Whistleblower Policy (**WB Policy**) applies to all employees, directors, officers, agents, representatives, and other associated persons of the Company (which includes but are not limited to consultants, advisors and temporary employees) (collectively referred to as “**Company Personnel**”), who are expected to familiarize themselves with the policy and to act in accordance therewith at all times.

II. Whistle Blower Policy – Objective:

The purpose of this Policy is to provide a framework to promote responsible and secure environment for people to warn the senior leadership about any wrong doing they notice during the working hours or any unethical practices they notice. Alerting the appropriate senior management is called whistle blowing. The Company expects all Company Personnel to act in accordance with all applicable laws, regulations, and Company policies, and to observe the highest standards of business and personal ethics in conducting their duties and responsibilities. The Company therefore expects and requires any Company Personnel who has the knowledge of, or reason to suspect, any violation of law or the Company’s policies to report such concerns.



NOVELTECH FEEDS PRIVATE LIMITED

Regd.Off.: Trendz Hub, H.No 1-89/A/8, Plot No. 8
3rd & 4th Floors, Gafoornagar, Madhapur,
Hyderabad, Telangana – 500081
CIN: U74999MH2018PTC306457
GST No.:27AAFNCN9791F1ZY
E-mail: info@noveltech.in

It is the Company's policy that, if the report of known or suspected violations is made honestly and in good faith, no adverse employment related action will be taken against such Company Personnel in retaliation for reporting a violation or suspected violation as referred in this WB Policy. They can come forward without fear of any reprisal or negative consequences and report their concerns to the senior management.

The Policy ensures that all Company Personnel have free access to appropriate management levels for bringing up any actual or potential issue/s which has/ have violated or potentially violate our policies or the local laws/ industry code of conduct. The Company Personnel shall use this policy in the appropriate way to follow our values and protect the reputation of the Company.

All concerns raised by Company Personnel shall be treated with strict confidence. Any vendor or subcontractor, supplier, service provider or any person (**Third Party**) can also raise any concern which is directly and indirectly related to the Company.

III. Definitions:

1. **“Disciplinary Action”** means any action that can be taken on the completion of/ during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties, termination of employment or contract, or any such action as is deemed to be fit considering the gravity of the matter.
2. **“Complaint”** means a written communication of a concern made in good faith, which discloses or demonstrates information that may contain reasonable suspicion of, or evidence on, an unlawful, unethical or improper activity under the scope of this WB Policy. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
3. **“Vigilance Officer”** is a person nominated by the Audit Committee to receive any Complaint from any Whistle Blower, maintaining records thereof, placing the same before the Audit Committee for its disposal and fulfilling other roles and responsibilities as the Audit Committee may designate from time to time.
4. **“Whistle Blower”** or **“Complainant”** for the purpose of this WB Policy, is any Company Personnel or a Third Party who raises a complaint by providing information about any activity in relation to the Company (whether by any Company Personnel, Third Party, or otherwise) that is illegal, illicit, unsafe, a violation of Company policies, fraud, or abusive in nature.

IV. Reporting:

A. Principle of reporting

If any Company Personnel or Third Party believes or has reason to believe that any activity in relation to the Company that is illegal, illicit, unsafe, a violation of Company policies, fraud, or abusive in nature has been or is about to be committed, he or she should immediately inform the Vigilance Officer of his or her concerns. Any Company Personnel or Third Party, who has any concerns relating to actual or potential illegal or unethical practices in any part of our company such as finance, accounting, procurement, manufacturing, sales operations, Human Resources, internal controls, free competition or the fight against corruption, should report to his/her concerned authority under this policy. When in doubt whether an activity or behavior is a violation or not, please seek guidance from your Human Resource contact person or your immediate supervisor.

B. Categories of complaints to be reported

Company Personnel or Third Parties are free to report, without fear of retaliation, any concerns or issues, violations of applicable law or Company policies, or any inappropriate act or conduct, whether actual, potential, or suspected, as outlined in the list below. This list is not exhaustive. However, the list below is intended to provide a sample of the areas of concern or types of misconduct that should be reported under this WB Policy:

- Violation of the Company's Anti-Bribery and Anti-Corruption Policy
- Disclosure of Confidential Information and intellectual property and use of customers' personal information
- Privacy breach
- Fraud or questionable or improper accounting/financial reporting
- Corruption and improper transactions
- Misappropriation of funds/ resources of the Company
- Taking or giving bribes
- Breach of Audit Regulation or any provisions relating to maintenance of true and accurate books and records
- Improper promotion and improper sales practices
- Conflicts of Interest
- Environmental Health and Safety issues

- Insider Trading
- Anti-competitive behavior
- Theft, misuse of Company's assets
- Retaliatory action as mentioned in this policy
- Any other illegal, unethical, biased and imprudent practices
- Serious breach of any of Company policy

This policy does not apply to personal work-related grievances, unless the complaint is about your victimisation as a Whistle Blower. Examples of personal work-related grievances include disclosures regarding inter-personal conflicts with other Company Personnel, complaints related to equal employment matters, discrimination, harassment, sexual or otherwise, transfer and promotion decisions, decisions regarding the terms and conditions of employment, decisions regarding suspension and termination of employment and disciplinary decisions.

These issues can be raised with HR team in the normal course, a representative of which is available at hr@noveltech.in.

If you are uncertain whether something is within scope of this policy, you should seek advice from the Human Resources team or the Vigilance Officer available at hr@noveltech.in and compliance@noveltech.in.

C. Channels for reporting

Members of the Board of Directors or members of the Disciplinary Committee (as defined hereinafter) can report directly, in writing, to the Chairman of the Audit Committee.

If Company Personnel or Third Party has a concern regarding an actual, potential or suspected violation or anything which is inconsistent with applicable laws, he/she can promptly raise a complaint either to the Vigilance Officer at compliance@noveltech.in or to the Chairman of the Audit Committee, through the Company Secretary and Vigilance Officer available at compliance@noveltech.in

All HR related complaints received should be sent to the CHRO/ Head of HR for action, who is available at hr@noveltech.in.

While the policy encourages fearless reporting of any fraud or unethical practices, there is a fine balance between a malicious complaint and a genuine concern. In case, where concern is raised with deliberate and/or ill motive to tarnish the reputation of employee/s and department/s of the Company,

the Whistleblower raising such concern is liable to disciplinary action in accordance with the Company's policies.

V. Investigation and Disciplinary Action:

Responsibility:

- a) The Vigilance Officer is responsible for effective implementation of the WB Policy. He will take effective steps to respond to any concern which has been reported.
- b) The Vigilance Officer shall work under the direct supervision and guidance of Chairman of Audit Committee.

Procedure:

- a) Upon receipt of the Complaint, the details of the Complaint shall be recorded immediately. The Vigilance Officer in consultation with the Disciplinary Committee (*defined below*) will carry out a preliminary enquiry to clarify facts and understand the circumstances or investigation of the Complaint.
- b) In consultation with the Disciplinary Committee (*defined below*), and depending on the seriousness of the Complaint and the credibility of the same, the Vigilance Officer may decide to: (i) carry out a further detailed investigation; or (ii) recommend corrective actions or, (iii) forward it to the Audit Committee.
- c) Upon determination by the Vigilance Officer and the Disciplinary Committee that a detailed investigation needs to be conducted in a free and an impartial manner, the Vigilance Officer shall approach the Audit Committee for internal approvals. The Audit Committee may direct such investigation to be conducted, if necessary, by an independent external agency (**Investigating Agency**).
- d) If the Complaint is with respect to integrity, ethics and compliance, such Complaint shall be enquired into and investigated by the Vigilance Officer .
- e) If the subject matter of the Complaint is of such nature that it could impact the Company's financial reporting, the integrity of management, the external audit process or could have potential media or reputational impact, the Vigilance Officer shall immediately bring it to the attention of the Chairman of Audit Committee, for his directions and recommendations.
- f) If the Complaint is with respect to sexual harassment, it will be forwarded to the Internal Complaints Committee ("**ICC**") of the respective Company. The ICC will investigate the alleged sexual harassment issue in accordance with the provisions of applicable anti- sexual harassment laws and policies.

- g) Based on the report of the Investigating Authority or upon his own findings, the Vigilance Officer will recommend disciplinary action in consultation with the Disciplinary Committee or Managing Director/Chief Executive Officer as required.
- h) All disciplinary action recommended will be in accordance with applicable laws and Company policies.
- i) Company Personnel are expected and required to cooperate fully with Vigilance Officer /Disciplinary Committee and provide truthful information to the best of their knowledge or belief. Any person who fails to cooperate with the investigation or intentionally lies to or misleads the Vigilance Officer/Disciplinary Committee will be subject to disciplinary action up to and including possible employment termination.
- j) The Vigilance Officer /Disciplinary Committee shall conduct the enquiry and investigation in a free and fair manner without any bias and follow principles of natural justice during the enquiry and investigation of the Complaint. The Vigilance Officer/Disciplinary Committee shall provide opportunity to show cause to the person against whom such a complaint has been reported, to provide reasonable justification or provide for explanation or evidence to defend him, to ensure a fair, unbiased and un-arbitrary investigation.

The composition of “**Disciplinary Committee**” will be shared to the employees via internal channels.

The “**Vigilance Officer**” presently is:

Mr. Krishna Kumar Bulusu
Company Secretary & Chief Compliance Officer
Email: compliance@noveltech.in

VI. Identity of the Complainant:

Members of the Board of Directors and Company Personnel are encouraged to report the incident by identifying themselves. Such identification helps the investigation process. In case the Complainant decides not to disclose his/her identity, an **anonymous** report can be submitted. It is the responsibility of each person to report an incident regardless of the choice of disclosing or not disclosing his/ her identity. The identity of the Complainant will be kept confidential if asked to do so and will be disclosed only if it becomes necessary for investigation purposes or in certain circumstances where it is legally required to be so disclosed.

**NOVELTECH FEEDS PRIVATE LIMITED**

Regd.Off.: Trendz Hub, H.No 1-89/A/8, Plot No. 8
3rd & 4th Floors, Gafoornagar, Madhapur,
Hyderabad, Telangana – 500081
CIN: U74999MH2018PTC306457
GST No.:27AAFNCN9791F1ZY
E-mail: info@noveltech.in

VII. No Retaliation:

The Company assures that there will be no retaliatory action against any person who has reported any incident of non-compliance in good faith, using any appropriate channel of communication as provided for in this policy.

VIII. Report to Audit Committee:

Where any Complaints are received from any Whistleblower, a report will be submitted to the Audit Committee by the Vigilance Officer on the number of Complaints received, action taken on the Complaints and results of investigations, if carried out.

IX. Retention of Documents:

All the documents in relation to concern received and gathered during investigations shall be kept by the Company for a period of five years.

X. Amendment:

The Company may amend / modify this policy in whole or part from time to time, with the approval of the Managing Director.

NOVELTECH