

ROSSARI BIOTECH LIMITED

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Opp. Mahindra Showroom, Vikhroli (West), Mumbai 400079
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VIGIL MECHANISM AND WHISTLE BLOWERS POLICY

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1. Introduction

- 1.1. This Whistleblower Policy (**Policy**) is formulated by Rossari Biotech Limited (“**Company**”) to provide a framework to promote responsible and secure whistleblowing within the Rossari Group. It provides guidance and a procedural framework to directors, employees, customers, vendors and/or third-party intermediaries wishing to raise a concern about irregularities and/or frauds and any other wrongful conduct within the Rossari Group without fear of reprisal, discrimination or adverse employment consequences.
- 1.2. This Policy is also intended to enable the Rossari Group to address such disclosures or complaints by taking appropriate action, including, but not limited to disciplinary action that could include terminating the employment and/or services of those responsible and also includes filing of legal case. The Group will not tolerate any retaliation against any employee, customer vendor and/or third-party intermediary for reporting in good faith, any enquiry or concern.

2. Applicability

This Policy applies to all the Employees, Directors and Stakeholders of the Rossari Group.

3. Definitions

“Directors”	means the Board of Directors of respective Rossari Group of Company(ies);
“Audit Committee”	means committee constituted/re-constituted by the Board of Directors of the respective company(ies), from time to time, under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, as amended from time to time;
“Employee”	shall mean all individuals on full-time or part-time employment with Rossari Group, with permanent, probationary, trainee, retainer, temporary or contractual appointment and also includes Directors;
“Protected Disclosure”	means any communication made in good faith by the whistleblower that discloses or demonstrates information that may indicate evidence towards unethical or improper activity;
“Reportable Matter” or “Alleged Misconduct”	means unethical behavior, actual or suspected fraud, violation of law, breach of Code of Conduct, Policies and Guidelines;
“Rossari”	means Rossari Biotech Limited/ the Company;
“Rossari Group/ Group”	means and include Rossari Biotech Limited and its holding, subsidiary, affiliate, associate, and group companies;
“Whistleblower”	means any Employee or Director or any Stakeholder of Rossari Group making a Protected Disclosure/Complaint under this Policy;

“Stakeholder(s)”

means and includes shareholders, vendors, suppliers, lenders, customers, business associates, or third-party intermediaries with whom Rossari Group has any financial or commercial dealings.

Any other term not defined herein shall have the same meaning as ascribed to it under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“**Listing Regulations**”) or any other relevant regulation/legislation applicable.

4. Coverage of Policy

- 4.1. A Whistleblower can complain about the following issues under this Policy. The list of issues classified under “Reportable Matter” or “Alleged Misconduct” is indicative and is not all inclusive.
- 4.2. Alleged misconduct may include, but is not limited to the following:
 - (a) Forgery, falsification or alteration of documents;
 - (b) Unauthorized alteration or manipulation of computer files /data;
 - (c) Fraudulent reporting, willful material misrepresentation;
 - (d) Misappropriation/misuse of Group’s resources;
 - (e) Improper use of authority for personal gains;
 - (f) Unauthorized Release of proprietary / confidential information;
 - (g) Financial irregularities, including fraud, or suspected fraud;
 - (h) Breach of contract;
 - (i) Theft of cash;
 - (j) Breach of Group’s Code of Conduct;
 - (k) Giving and / or accepting, bribes, expensive gifts, directly or indirectly from business connections including clients, patients, vendors/Suppliers and Contractors in contravention of Code of Conduct policy;
 - (l) Deliberate violation of law/regulation; and
 - (m) Any other unethical, biased, favored, imprudent action.

5. Protection for Whistleblowers

- 5.1. If a Whistleblower raises concern under this policy, he/she will not be under any risk of suffering any form of retaliation. Rossari Group is committed to protecting the whistleblower from any form of retaliation or adverse action due to disclosure by them. Whistleblower will not be under risk of losing his/her job or suffer loss in manner like transfer, demotion, refusal of promotion.
- 5.2. The identity of the Whistleblower shall be kept confidential.
- 5.3. Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower.
- 5.4. The protection is given, provided that:
 - (a) The disclosure is made in the good faith;
 - (b) Whistleblower believes that information and allegations contained in it are substantially true; and
 - (c) Whistleblower is not acting for personal gain.

6. False Complaints

While this Policy is intended to bring out misconduct happening in the Group and also to protect genuine Whistleblowers from any unfair treatment, however, any Whistleblower, who made complaints with mala fide intentions and which is finally found to be false will be subject to strict disciplinary / legal action.

7. Reporting Mechanism

- 7.1. Whistleblowers may raise “Reportable Matter” or “Alleged Misconduct” within 30 (thirty) days after becoming aware of the same to the Audit Committee.
- 7.2. The “Reportable Matter” or Alleged Misconduct” is reported in detail to Audit Committee and in exceptional cases, Whistleblowers have a right to make a Protected Disclosure directly to the Chairman of the Audit Committee by writing a letter marked as Private and Confidential and addressed to the Chairman of the Audit committee.
- 7.3. Whistleblowers are encouraged to provide full information along with his name and contact details, so that Audit Committee can evaluate the merits of the complaint and initiate appropriate investigation / action on the complaint.

8. Responsibility of the Audit Committee

- 8.1. The Audit Committee shall be responsible to act on the incident in an unbiased manner.
- 8.2. The Audit Committee shall take necessary actions to maintain confidentiality within the organization on issues reported.
- 8.3. The Audit Committee shall identify impartial team of investigators for conducting investigation. The Audit Committee can also appoint any outside agency for seeking assistance, if needed.
- 8.4. The Audit Committee shall, subject to the prior concurrence of the Chairman of the Audit Committee, be responsible for recommending disciplinary action against the subject if investigation found to be true as raised by whistleblower.

9. Process of Inquiry / Investigation

- 9.1. The Audit Committee shall meet and discuss every “Reportable Matter” or “Alleged Misconduct” within 7 (seven) days of receipt of said complaint and shall make an assessment or decide on enquiries or investigations to be made at the preliminary stage for validating and assessing the alleged misconduct / reportable matter. Where initial inquiries indicate that further investigation is necessary, it shall constitute an investigation team to do the same.
- 9.2. All matters reported to Audit Committee will be accessed on merit.
- 9.3. The Audit Committee may obtain inputs from other relevant sources and review the evidence wherever necessary. While doing so Audit Committee shall maintain the secrecy on the Whistleblower and immediate witness, if any, and will also ensure that there will be no retaliation on him/her.

- 9.4. The Audit Committee shall within 45 (forty-five) days of receipt of “Reportable Matter” or “Alleged Misconduct” forwards the Complaint of the Whistleblower to the Chairperson of the Audit Committee along with its recommendation.
- 9.5. All Protected Disclosures in writing or otherwise, the documents pertaining to the disclosures made by a Whistleblower, along with the results of the investigation relating thereto, evidences submitted and proceedings carried thereon, shall be retained by the respective Rossari Group entity for the minimum period of retention as per the applicable retention policy or such other period as may be specified by any other law in force, whichever is higher.

10. Disclosures

- 10.1. The Policy shall be disclosed in the Board’s Report & shall also display on the website of respective Group company(ies) if any.
- 10.2. An annual report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.
- 10.3. Corporate Governance Report of the company shall disclose about such Policy, as applicable & affirm that no personnel have been denied access to the Audit Committee.

11. Confidentiality

Rossari Group, through this Policy, gives assurance to every Whistleblower that complete confidentiality will be ensured in respect of the disclosures made and investigations thereon. For this purpose, the Whistleblower is therefore requested to make it clear at the time of making any disclosures that the disclosures are being made under this Policy.

12. Policy Review and Amendments

The Board reserves the power to review and amend this Policy from time to time. All provisions of this Policy would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.



WHERE TO RAISE THE CONCERN :

For Rossari Biotech Limited

**To the Audit Committee
(c/o of Company Secretary)**

Rossari Biotech Limited

Rossari House, Golden Oak, LBS Marg,
Surya Nagar, Opp. Mahindra Showroom,
Vikhroli (West), Mumbai - 400079.
Email to : vigil@rossari.com

To the Chairperson of the Audit Committee

Mr. Aseem Dhru

Chairman – Audit Committee

Rossari House, Golden Oak, LBS Marg,
Surya Nagar, Opp. Mahindra Showroom,
Vikhroli (West), Mumbai - 400079.
Email to : AuditCommittee@rossari.com

For Unitop Chemicals Private Limited

To the Audit Committee

Unitop Chemicals Private Limited

Rossari House, Golden Oak, LBS Marg,
Surya Nagar, Opp. Mahindra Showroom,
Vikhroli (West), Mumbai - 400079.
Email to : vigil@rossari.com

To the Chairperson of the Audit Committee

Mr. Gurudas Aras

Chairman – Audit Committee

Rossari House, Golden Oak, LBS Marg,
Surya Nagar, Opp. Mahindra Showroom,
Vikhroli (West), Mumbai - 400079.
Email to : AuditCommittee@rossari.com

For Tristar Intermediates Private Limited

To the Whistle Blower Committee

Whistle Blower Committee

Tristar Intermediates Private Limited

Rossari House, Golden Oak, LBS Marg, Surya Nagar, Opp.
Mahindra Showroom, Vikhroli (West), Mumbai 400079
Email to : vigil@rossari.com

To the Designated Officer

Mr. Gurudas Aras

Independent Director

Rossari House, Golden Oak, LBS Marg, Surya Nagar, Opp.
Mahindra Showroom, Vikhroli (West), Mumbai 400079
Email to : AuditCommittee@rossari.com

Whistle Blower Committee

Name of the Member

Details

Mr. Gurudas Aras

Chairperson

Mr. Edward Menezes

Member

Mr. Sunil Chari

Member

For Romakk Chemicals Private Limited

To the Audit Committee	Romakk Chemicals Private Limited Rossari House, Golden Oak, LBS Marg, Surya Nagar, Opp. Mahindra Showroom, Vikhroli (West), Mumbai 400079 Email to : vigil@rossarimail.com
To the Chairperson of the Audit Committee	Mr. Gurudas Aras Chairman – Audit Committee Rossari House, Golden Oak, LBS Marg, Surya Nagar, Opp. Mahindra Showroom, Vikhroli (West), Mumbai 400079 Email to : AuditCommittee@rossari.com

Note: For Rossari Group Companies if not specifically provided above complaint can be raised to Rossari Biotech Limited.
