**Vigil Mechanism Policy for Natures Basket Limited**

The possibility of malpractices occurring in an organization’s operations can never be ruled out and ignorance of this possibility demonstrates poor corporate governance with potentially disastrous consequences. The existence of malpractices in an organization can be known only when a person having knowledge of the same reports it to the appropriate authorities. Such a person is known as a whistleblower. However, fear of retaliation and ignorance of where to report malpractices usually discourage a potential whistleblower from reporting the malpractice. Therefore, one of the cornerstones of good corporate governance is the existence of a mechanism to investigate complaints of malpractices with fairness and protect whistleblowers against any retaliatory action, provided that the complaints made by them are justified and made in good faith. This Vigil Mechanism Policy is applicable to all employees and/ or Directors of the Company. The purpose is to allow you to raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing your superior.

**OVERVIEW**

**Definitions**

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

1. **“Audit Committee”** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.
2. **“Employee”** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
3. **“Director”** means every Director of the Company, past or present.
4. **“Complaint”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
5. **“Subject”** means a person against or in relation to whom a Complaint has been made or evidence gathered during the course of an investigation.
6. **“Whistleblower”** means an Employee or director making a Complaint making a Complaint in good faith.
7. **Objectives**

The Vigil Mechanism Policy allows you to raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing your superior. You will be protected against any adverse action and/ or discrimination as a result of such a reporting, provided it is justified and made in good faith.

1. **Applicability**

The Vigil Mechanism Policy is applicable to all employees and/ or Directors of the Company.

1. **Effective Date**

 This policy shall be effective from 1 April, 2015

1. **Issues Governed By this Policy**

Under this policy, you may raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing your superior.

1. **Safeguarding Your Interests**

You will be protected against any adverse action and/ or discrimination as a result of a reporting under this policy, provided it is justified and made in good faith. The issues raised could include:

* Reporting in good faith, your belief that there is waste of organization funds
* Reporting in good faith the violation or suspected violation of a law, rule or regulation
* Participating in or giving information in an investigation, hearing, court proceeding, legislative or other inquiry, or other administrative review
* Objecting or refusing to carry out a directive that you believe in good faith, may violate a law, rule or regulation.

The organization is forbidden from taking any adverse action against you for exercising your rights as listed above. Adverse action is defined as:

* Discharging you
* Threatening you
* Discriminating against your employment
1. **Procedure**
2. If you have a complaint about any fraud or violation of a law, rule or regulation or unacceptable, improper or unethical practice, you may raise this with your superior, the Whistleblowing Officer or the Audit Committee.
3. **Whistleblowing Officer**

Mr. V. Swaminathan has been appointed the ‘Whistleblowing Officer’

He can be contacted at:

Postal Address: Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai – 400079, Maharashtra, India

Telephone Number: 91-022-25194403/ 91-9819825526

Email Address: ve.swaminathan@godrejinds.com

He shall be responsible for the following functions:

1. To receive and record any complaints under this policy.
2. To ensure confidentiality of any “Whistle Blowing” complainant who requests that their complaint be treated in confidence.
3. To prepare a report of any whistle blowing complaint and send the report promptly to the Audit Committee Members. A copy of the report shall be simultaneously sent to the Managing Director and Executive Director for investigation. The Managing Director/Executive Director after investigation shall place a report to the Audit Committee for discussion and decision. The Audit Committee Members shall then discuss the same and take necessary action.
4. The Whistle Blowing Officer shall communicate the Audit Committee’s decision to the complainant for his information.
5. **Audit Committee**

You are also free to communicate your complaints directly to the members of the Audit Committee, without involving the Whistleblowing Officer.

Audit Committee Members:

*The names of the Audit Committee Members are as under:*

1. Ms. Tanya A. Dubash, Chairperson (Director)

 Postal Address: Hasman Bunglow,

 89B Bhulabhai Desai Road,

 Mumbai - 400026

 Telephone Number: 9820088000

 Email Address: ta.dubash@godrejinds.com

2. Mr. Arumugam Mahendran, member (Independent Director)

 Postal Address: 5 Bayview Apartments,

 Worli Seaface, Mumbai -400018

 Telephone Number: 9820009108

 Email Address: am@mahendranholdings.com

3. Mr. Sandeep Kumar Barasia, member (Independent Director)

 Postal Address: C77 Panchsheel enclave, New Delhi 110017

 Telephone Number: 9871080475

 Email Address: sandeepbarasia@gmail.com

1. Complaints should preferably be reported in writing so as 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 Whistleblower.
2. Complaints 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 and the urgency of a preliminary investigative procedure.
3. The Whistleblower must disclose his/her identity in the covering letter forwarding such Complaints. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblowers.
4. **Protection**
5. No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Complaint under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers 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 Whistleblower’s right to continue to perform his/her duties/functions including making further Complaint. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Complaint. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.
6. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law.
7. Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.
8. **Decision**

If an investigation leads to conclude that an improper or unethical act has been committed, the management of the Company shall take such disciplinary or corrective action as they deem fit.

1. **Amendment**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and directors unless the same is notified to the Employees and directors in writing.