

DHAMPUR SUGAR MILLS LIMITED

WHISTLE BLOWER POLICY

Purpose

The 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 concerns about any poor or unacceptable practice and any event of misconduct.

Section 177 of the Companies Act, 2013 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, require for all listed companies to establish a mechanism called Vigil mechanism/ Whistle Blower Policy for Employees and Directors.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company.

The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

Definitions

“Audit Committee” means the Audit Committee of the Company as per Section 177 of the Companies Act 2013 read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Code” means the DSML Code of Conduct.

“Disciplinary Action” means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“Employee” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

“Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“Whistle Blower” is someone who makes a Protected Disclosure under this Policy.

Reportable Matters

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud, bribery
6. Criminal offence
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation and illegality
9. Wastage/misappropriation of company funds/assets
10. Breach of Code of Conduct or Rules

Manner in which concern can be raised

All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee for investigation. Further, all Protected Disclosures concerning the Director, Compliance Officer and employees at the level of General Manager and above should also be addressed to Chairman of the Audit Committee for investigation. Protected Disclosures concerning other employees should be addressed to the Compliance Officer.

The contact details of the Chairman of Audit Committee are as under: -

Mr. M.P Mehrotra, Chairman
C – 561, Defence Colony
New Delhi – 110024

The Contact details of the Compliance Officer are as under:

Mrs. Aparna Goel
6th Floor, Max House,
Okhla Industrial Estate,
Phase III, New Delhi – 110020.

Whistle Blower must put his/her name to allegations. Concerns expressed anonymously will not be investigated.

To the extent possible, the Complaint or Protected Disclosure must include the following:

1. The name/details of employee, and /or outside party or parties involved;
2. The sector of the Company where it happened (division, office);
3. When did it happen: a date or a period of time;
4. Type of concern (what happened); a) Financial reporting; b) Legal matter; c) Management action; d) Employee misconduct; and/or e) Health & safety and environmental issues etc.
5. Submit proof or identify where proof can be found, if possible;
6. Who to contact for more information, if possible; and/or

Enquiry Mechanism

If initial enquiries by the Compliance Officer or Chairman of the Audit Committee, as the case may be indicate that the concern has no basis, or it is not a matter worth investigation pursued under this Policy, it may be dismissed at this stage and the decision has to be documented.

Where initial enquiries indicate that further investigation is necessary, this would be carried out by the Compliance Officer or Chairman of the Audit Committee, as the case may be. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt.

The Compliance Officer or Chairman of the Audit Committee, as the case may be shall:

- i) Make a detailed written record of the Protected Disclosure. The record will include:
 - a) Facts of the matter;
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c) The financial/ otherwise loss which has been incurred / would have been incurred,
 - d) Findings of Compliance Officer or Chairman of the Audit Committee, as the case may be;
- ii) In case the Protected Disclosure is proved take such Disciplinary Action as it may think fit and take preventive measures to avoid reoccurrence of the matter;
- iii) In case of matters of high concern, the Compliance Officer or Chairman of the Audit Committee, as the case may be may refer the matter to Audit Committee for taking such disciplinary/other actions as it may deem fit.
- iv) In case the Protected Disclosure is not proved, extinguish the matter;

Instances in case of Leak of Unpublished Price Sensitive Information (UPSI)

The Whistle Blower shall inform the Compliance Officer or Chairman of the Audit Committee, as the case may be, any instance of leak of unpublished price sensitive information (UPSI). The authority shall follow the procedure laid down under the Policy for procedure for inquiry in case of leak of UPSI.

Secrecy & Confidentiality

The Whistle Blower, Compliance Officer or Chairman of the Audit Committee, as the case may be and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password

Non-retaliation/Protection

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization, or any other unfair employment practice being

adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

The identity of the Whistle Blower shall be kept confidential.

Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

Document Retention

The Company shall maintain documentation of all complaints or reports subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of six (6) years from the date of receipt of the complaint.

Display

The Whistle Blower Policy shall be uploaded on the Company's website and intranet.

Amendment/Modification

The Company may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations.