

VIGIL MECHANISM & WHISTLEBLOWER POLICY

ARTICLE I TITLE:

This policy will be called the Vigil Mechanism & Whistleblower Policy (hereinafter referred to as the “Policy”).

ARTICLE II OBJECTIVE:

The prime objective of this Policy is to: (i) enable Employees and Directors to raise genuine concerns or instances of Misconduct (as defined below) in a prescribed manner and to set forth the governing principles and mechanism for handling such concerns or complaints; and (ii) provide necessary safeguards for the protection of employees from reprisals or victimization, for whistleblowing in good faith. Granules India Limited, including its subsidiaries and affiliate companies, (hereinafter referred to as “Granules” or the “Company”) are committed to the highest legal, moral and ethical standards in conducting its business. The Company has adopted a Code of Business Conduct (“COBC”), which lays down the principles and standards that should govern the actions of the Company, its employees and third parties.

ARTICLE III SCOPE:

This policy establishes a vigil mechanism for employees and Directors, in accordance with section 177 of the Companies Act 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 4(2)(d)(iv) and 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including all statutory modifications/amendments made thereof from time to time. This policy applies to all the Employees and Directors of the Company. This policy is not intended to address individual employee grievances or complaints relating to job performance and terms and conditions of employment, or individual third-party grievances relating to terms and conditions of contract, which will be addressed by the respective departments in line with existing policies.

ARTICLE IV DEFINITIONS:

- 4.1 “**Audit Committee**” means the Audit Committee of the Board constituted by the Board of Directors of the Company in accordance with provisions of section 177 of the Companies Act, 2013 and regulation 18 of the SEBI (Listing obligation and disclosure requirement), 2015.
- 4.2 “**Board**” means the Board of Directors of the Company.
- 4.3 “**Company**” or “**Granules**” has the meaning given to it in Article II.
- 4.4 “**Complainant**” is an employee or group of employees or Director(s) who make a Protected Disclosure under this Policy and are referred to in this policy as a complainant.
- 4.5 “**Disciplinary Action**” means any action that can be taken on completion of or during the investigation proceedings by the Audit Committee as it deems fit considering the gravity of the matter.
- 4.6 “**Employee**” means all the present employees (permanent and contract) and whole-time Directors of the Company (whether working in India or abroad).
- 4.7 “**Good Faith**” An Employee shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or

reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false, or frivolous.

- 4.8 **“Investigator(s)”** means those people(s) authorized, appointed, consulted, or approached by the Audit Committee in connection with investigating a Protected Disclosure.
- 4.9 **“Misconduct”** means an act or activity or practice which includes, but is not confined/restricted to, any of the following:
- (i) Breach of law;
 - (ii) Gifts, Bribery and Kickbacks;
 - (iii) Sales, Marketing and Promotional practices;
 - (iv) Antitrust and Unfair competition;
 - (v) Infringement of Company’s rules;
 - (vi) Unethical business practices;
 - (vii) Breach of etiquette or morally offensive behavior;
 - (viii) Serious improper conduct;
 - (ix) Sexual harassment
 - (x) Employee discrimination and inappropriate behavior (other than sexual harassment)
 - (xi) Abuse of power vested to the authority
 - (xii) Misuse / wrongful application/misappropriation of Company’s funds, assets, and other resources;
 - (xiii) Substantial and specific danger to the existence of the Company;
 - (xiv) Substantial and specific danger to public health, safety and environment;
 - (xv) Incorrect financial reporting;
 - (xvi) Violation of the COBC;
 - (xvii) Harmful to the corporate image of the Company;
 - (xviii) Any unlawful activity whether Criminal or Civil.
 - (xix) Breaches of copyright, patents, and licenses;
 - (xx) Pilferation of confidential / propriety information; and/or
 - (xxi) Instances of leak of unpublished price-sensitive information.
- 4.10 **“Ombudsperson”** is a person designated by the Audit Committee from time to time for overseeing and managing complaints received under this Policy.
- 4.11 **“Protected Disclosure”** means a concern raised by an Employee, a group of Employees or Directors of the Company, through a communication made in accordance with this Policy, in Good Faith, that discloses or demonstrates information that may evidence an actual or possible Misconduct.
- 4.12 **“Subject”** means a person against or about whom a Protected Disclosure is made, or evidence gathered during an investigation.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or SEBI Act /Regulation(s), as amended from time to time.

ARTICLE V PROCEDURE:

- 5.1 **Reporting.** The Protected Disclosure could be submitted in three ways:
- 5.1.1 at the below-mentioned address, in a closed and secured envelope and should be superscribed as “Protected Disclosure under the Whistleblower Policy”.
- To,
The Ombudsperson,
Granules India Limited,
Hyderabad, Telangana
- 5.1.2 by email with the subject “Protected Disclosure under the Whistleblower Policy” to the e-mail id exclusively designated for the purpose: ombudsperson@granulesindia.com; or
- 5.1.3 By phone, by calling +91 80194 79797.
- 5.2 **Anonymity.** The Complainant while reporting his/her concern, may choose to remain anonymous subject to applicable local laws. However, the Complainant is encouraged to identify themselves since that will help to acknowledge the receipt of the complaint and resolve the situation, especially if there is a need to follow up for additional information by the Ombudsperson. When the identity is disclosed, every reasonable effort will be made to keep the identity of the Complainant confidential.
- 5.3 **Complaint Forwarding.** If any person other than Ombudsperson receives a concern made by the Complainant, then the same must be forwarded to the Ombudsperson without fail. In such cases, appropriate care must be taken to ensure the confidentiality of the Complainant.
- 5.4 **Ex-Employees.** Past employees of the Company shall be eligible to raise concerns related to misconduct at any time following the date of their separation from the Company.
- 5.5 **Details Required from the Complainant.** Complainant shall provide the below-mentioned information while raising any Misconduct:
- (i) Nature of Misconduct;
 - (ii) Name of the person against whom the Misconduct is raised;
 - (iii) Location or business unit related to the Misconduct;
 - (iv) Details of the Misconduct;
 - (v) Period during which Misconduct occurred, including specific dates and times of the violation;
 - (vi) Necessary supporting evidence and/or proofs if available;
 - (vii) Contact details of the Complainant if not chosen to be anonymous.
- 5.6 **Complaint Requirement.** The Complaint should be factual and not speculative. It must contain as much relevant information as possible to allow for preliminary review and proper assessment. The Complainant is not required or expected to act as investigator or finder of facts themselves, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- 5.7 The Ombudsperson may call for further information or particulars from the Complainant.

ARTICLE VI INVESTIGATION:

- 6.1 Investigators. All Protected Disclosures under this Policy will be recorded and thoroughly investigated. The Ombudsperson may investigate internally, and may, at its discretion, consider involving any other Investigators, including any outside agency for the investigation. In case of investigations and decisions relating to Sexual harassment, the Ombudsperson shall forward the complaint to the Internal Complaints Committee (ICC) formed under the Prevention of Sexual Harassment Policy of the Company.
- 6.2 Forwarding to Audit Committee. In case the Subject is the Ombudsperson, the Chairman and Managing Director of the Company, after examining the Protected Disclosure, shall forward the Protected Disclosure to other members of the Audit Committee, if deemed fit. The Audit Committee members shall appropriately and expeditiously investigate the Protected Disclosure.
- 6.3 Fact-Finding. The decision of the Investigators to investigate by itself is not an accusation and is to be treated as a neutral fact-finding process.
- 6.4 Fair Investigation. The investigation shall be fair and objective and shall be undertaken by a person who has no conflict of interest with the Whistleblower or the suspected employee(s) or the Directors of the Company.
- 6.5 Purpose. The purpose of the investigation of a concern includes:
- 6.5.1 To determine if the specific allegations of misconduct are substantiated by the available oral and documentary evidences.
 - 6.5.2 To determine whether other misconduct may have occurred.
 - 6.5.3 To identify areas of potential risks to the Company as a result of misconduct.
 - 6.5.4 To identify areas of business operations that may require improvement as a result of misconduct.
- 6.6 Process of Investigation.
- 6.6.1 The Subject(s) will be informed, in writing of the allegations of the Misconduct, at the outset of a formal investigation and will have an opportunity to providing their inputs during the investigation.
 - 6.6.2 The Investigators will call upon the Subject and the Complainant separately, listen to, look at proof (if any), verify documents produced by the parties and allow the parties to produce witnesses. Both the parties during preliminary inquiry and investigation are given an opportunity of being heard.
 - 6.6.3 The Subject(s) shall have a duty to co-operate with the Ombudsperson and any of the Investigators. The Subject(s) shall have the right to consult with a person or persons of their choice, other than the Ombudsperson, Investigators and/or the Complainant subject to maintaining the confidentiality of the investigation.
 - 6.6.4 The Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed, or tampered with and witnesses shall not be influenced, coached, threatened, or intimidated by the Subject(s).
 - 6.6.5 Unless there are compelling reasons not to do so, Subject(s) will be allowed to respond to material findings contained in the investigation report. No allegation of wrongdoing

against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

6.6.6 The investigation shall be completed within 45 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit.

6.6.7 The Complainant and the Subject will receive an update on the outcome.

ARTICLE VII DECISION & REPORTING:

7.1 Authority. Ombudsperson and/or Investigator(s) are required to conduct a process towards fact-finding and analysis. Ombudsperson and/or Investigator(s) shall derive their authority from the Audit Committee when acting within the course and scope of their investigation. The Ombudsperson shall submit an investigation report to the Audit Committee.

7.2 Misconduct Being Proven. If, after the investigation in accordance with the Policy, the Subject is found to have engaged in the alleged Misconduct, penalties and/or Disciplinary Action(s) will be prescribed by the Audit Committee. The Chief Human Resources Officer shall ensure timely implementation of the Disciplinary Action by coordinating with the functional heads.

7.3 Misconduct Not Proven. If, after the investigation in accordance with the Policy, the Subject is not found to have engaged in any Misconduct, the report shall be kept confidential by the Ombudsperson.

7.4 Repeated Complaints. In case of repeated frivolous complaints being filed by the Complainant, the Audit Committee may take suitable action against the Complainant.

ARTICLE VIII NO RETALIATION:

The Company shall not tolerate any retaliation against any Employee who, in Good Faith, raises concerns of Misconduct or who assists in an investigation of suspected wrongdoing. However, appropriate disciplinary action may be initiated if an Employee, knowingly and/or with mala-fide intent, raises a false or misleading concern.

ARTICLE IX SECRECY & CONFIDENTIALITY:

The Complainant, the Subject(s), the Ombudsperson, the Investigator(s), members of the Audit Committee, and everyone involved in the process shall:

- (a) Maintain complete confidentiality and secrecy of the complaint and investigation.
- (b) Not discuss the matter in any informal, social gatherings and/or meetings.
- (c) Discuss only to the extent or with the persons required for completing the process and investigations.
- (d) Not keep the papers unattended anywhere at any time.
- (e) Keep the electronic mails and files under password.

ARTICLE X ACCESS TO THE CHAIRPERSON OF THE AUDIT COMMITTEE:

The Complainant shall have the right to access the Chairperson of the Audit Committee directly in exceptional cases and the Chairperson of the Audit Committee is authorized to prescribe suitable directions in this regard.

ARTICLE XI REPORTING OF STATUS OF THE COMPLAINTS

The Ombudsperson shall provide the status of the complaints received under this policy to the Audit Committee every quarter. The Audit Committee shall report the outcome of the complaints to the Board in the immediate meeting after the investigation concludes.

ARTICLE XII ANNUAL AFFIRMATION:

The Ombudsperson or the person authorised by the Ombudsperson from time to time shall annually affirm that the Company has not denied any personal access to the Audit Committee and that it has provided protection to the Complainant from adverse personal action, wherever applicable. The affirmation shall form part of the Corporate Governance Report as attached to the Annual Report of the Company.

ARTICLE XIII RETENTION OF DOCUMENTS:

All Complaints received in writing or documented along with the results of investigation relating thereto shall be retained by the Company's for a minimum period of eight (8) years.

ARTICLE XIV ADMINISTRATION AND REVIEW OF THIS POLICY:

The Audit Committee shall be responsible for the administration, interpretation, and application of this Policy. The Audit Committee shall review this policy at least once every three years and recommend amendments, from time to time as it may deem appropriate to the Board of Directors of the Company.

(This Policy was approved by the Board of Directors at its Meeting held on July 24, 2014, reviewed & modified on March 29, 2019, May 18, 2022 and January 24, 2025 and last reviewed & modified on November 13, 2025.)