



UPL LIMITED, (erstwhile
United Phosphorous
Limited) Regd. Office:
3-11, G.I.D.C., Vapi,
Dist Valsad 396 195



WHISTLEBLOWER POLICY

I. INTRODUCTION

Consistent with its principle of providing a workplace conducive to open discussions of business practices, UPL is fully committed to complying with all applicable laws that protect employees against unlawful discrimination or retaliation as a result of their disclosure or reporting of questionable or illegal acts by UPL or its agents. Accordingly, the Audit Committee of UPL's Board of Directors ("the Audit Committee") has established a set of procedures for the employees of UPL and its subsidiaries to submit (whether openly, confidentially, or anonymously) their concerns about questionable accounting or auditing matters and violations of legal or regulatory requirements including unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics policy and for the Audit Committee to receive and respond to such concerns. This written policy describes such procedures. This written policy also describes the procedures for the Audit Committee to receive and act on any such concerns that are raised by UPL employees, stockholders, or other interested parties.

II. Definitions:

1. **Audit Committee:** Audit Committee constituted by the Board of Directors of the Company in accordance with Section 292A of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.
2. **Code of conduct:** UPL's code of conduct applicable to Directors and senior management and the code of conduct applicable for all other employees.
3. **Employee:** Every employee of the company working in UPL Ltd and its Indian subsidiaries, including the Directors and the senior management in the employment of the company.

III. RESPONSIBILITIES OF AUDIT COMMITTEE

- A. The Audit Committee shall receive, retain, investigate, and act on complaints and concerns (collectively, the "Reports") of any director of UPL or employees of UPL or its subsidiaries, UPL's stockholders, and other interested parties regarding:
 1. Questionable accounting, internal accounting controls, and auditing matters (each an "accounting allegation"), including without limitation:

- a. Deficiencies in, or noncompliance with, UPL's internal accounting controls or accounting policies;
 - b. The circumvention or attempted circumvention of internal accounting controls;
 - c. Fraud or deliberate error in the preparation, evaluation, review, or audit of UPL's financial statements or in the recording and maintaining of UPL's financial records;
 - d. Any misrepresentation or false statement by a senior officer or accountant regarding a matter contained in UPL's financial statements, financial reports (including mention in a quarterly or annual reports filed with the Registrar of Companies and Stock Exchanges or any other authority or audit reports, or any other failure to provide a full or fair reporting of UPL's financial condition; or
 - e. Any other matter that would otherwise constitute a violation of UPL's accounting policies.
2. Non-compliance with legal and regulatory requirements (each a "Legal Allegation"), including without limitation, the rules and regulations promulgated by the Securities & Exchange Board of India and the Listing Agreement.
 3. Retaliation against any employee of UPL or its subsidiaries who, in good faith, makes a Report regarding an Accounting Allegation or a Legal Allegation (each a "Retaliatory Act").
 4. Any other matters as follows:
 1. Abuse of authority
 2. Matters related to operational areas
 3. Breach of UPL's code of conduct
- B. In the discretion of the Audit Committee, responsibilities of the Audit Committee created by these procedures may be delegated to the chairperson of the Audit Committee or to CEO or CFO of UPL.

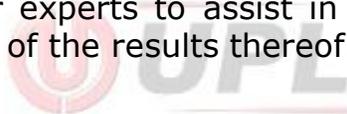
IV. PROCEDURES FOR EMPLOYEES MAKING COMPLAINTS



- A. In addition to any other avenue available, any director of UPL or employee of UPL or its subsidiaries may report openly, confidentially, any Accounting Allegation, Legal Allegation, or Retaliatory Act directly to the Chairman of the Audit Committee at whistleblower@uniphos.com .
- B. The Vigil Mechanism as envisaged in the Companies Act 2013 and the Rules prescribed is implemented through the Whistle Blower Policy to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee. In making a Report, individuals should exercise due care to ensure the accuracy of the information disclosed and should provide sufficient information to enable an investigation to be conducted.

V. PROCEDURES FOR HANDLING REPORTS

- A. Each Report made to whistleblower@uniphos.com shall be reviewed by the Audit Committee. The Audit Committee may, in its discretion, consult with any member of management who is not the subject of the allegation and who may have appropriate expertise to assist the Audit Committee. The Audit Committee shall decide whether the Audit Committee or management should investigate the Report, taking into account the considerations set forth in Section V below.
 - 1. If the Audit Committee decides that management should investigate the Report, the Audit Committee shall notify UPL's chief executive officer of that decision. Management shall thereafter promptly investigate the Report and shall report the results of its investigation to the Audit Committee. Unless the Audit Committee directs otherwise, management shall be free in its discretion to engage outside auditors, counsel, or other experts to assist in the investigation and in the analysis of the results thereof.
 - 2. If the Audit Committee decides that it should investigate the Report, the Audit Committee shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee shall be free in its discretion to engage outside auditors, counsel, or other experts to assist in the investigation and in the analysis of the results thereof.



- B. If the Audit Committee so directs, a summary of Reports received and/or investigated shall be provided to the full Board of Directors.

VI. CONSIDERATIONS RELATIVE TO WHETHER THE AUDIT COMMITTEE OR MANAGEMENT SHOULD INVESTIGATE A REPORT

In determining whether management or the Audit Committee should investigate a Report, the Audit Committee shall consider, among any other factors that are appropriate under the circumstances, the following:

- A. *Who is the alleged wrongdoer?* If an executive officer, senior financial officer, or other high management official of UPL is alleged to have engaged in wrongdoing that factor alone may be sufficient for Audit Committee to conduct the investigation.
- B. *How serious is the alleged wrongdoing?* The more serious the alleged wrongdoing, the more appropriate the Audit Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of UPL, that factor alone may be sufficient for Audit Committee to conduct the investigation.
- C. *How credible is the allegation of wrongdoing?* The more credible the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing credibility, the Audit Committee should consider all facts surrounding the allegation, including, but not to, whether similar allegations have been made in the press or by analysts.

VII. PROTECTION OF WHISTLEBLOWERS

- A. Consistent with UPL's policies, none of the Audit Committee or members of management shall discharge, demote, suspend, threaten, harass, or in any other manner discriminate or retaliate, or tolerate any discrimination or retaliation by any other person or group, directly or indirectly, against any employee of UPL or its subsidiaries who, in good faith, makes an accounting allegation or legal allegation, reports a retaliatory act, or otherwise assists the Audit Committee, management, or any other person or group (including any governmental, regulatory, or law enforcement body) in investigating a Report. Any such act of retaliation or discrimination shall be treated by UPL as a serious

violation of Company policy and could result in termination of employment with, or dismissal as a director of, UPL

B. The Audit Committee shall not:

1. disclose the identity of any employee of UPL or its subsidiaries who (a) makes an accounting allegation or legal allegation or reports a retaliatory act and (b) asks that his or her identity as the person who made such Report remain confidential, unless such disclosure is required by judicial or other legal processes; or
2. Make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a Report anonymously. C. If a person makes a Report in good faith and any facts alleged are not confirmed by subsequent investigation, no action will be taken against the reporting person.

VIII. GENERAL

1. The Audit Committee shall retain, for a period of three years or such further time as may be required for purposes of completion of investigation including complaints in courts, all records relating to (a) any accounting allegation or legal allegation or report of a retaliatory act and (b) the investigation of any such Report.
2. The Audit Committee shall periodically review the existence and functioning of the mechanism and ensure that the mechanism is appropriately communicated within the organization.
3. The above policy comes into effect from 1st May, 2014.

IX. 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 unless the same is notified to the Employees in writing.

