

PAJSON AGRO INDIA LIMITED



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**VIGIL MECHANISM /
WHISTLE BLOWER
POLICY
OF
PAJSON AGRO INDIA
LIMITED**

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1. Preface

Pajson Agro India Limited “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 behaviour. This Vigil Mechanism Policy (“the Policy”) has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the Board of the Company. The Company shall ensure protection to the whistleblower and any attempts to intimidate him/her would be treated as a violation of the Code”

The Company to establish a vigil mechanism by way of Whistle Blower Policy (“Policy”), for all the employees and Directors to report instances of unethical practices, illegal activities and/or actual or suspected fraud or violation of the policy. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the board of the company in appropriate cases. This policy is in compliance with Section 177 of the Companies Act, 2013.

2. Definitions

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

- a. **“Board of Directors”** means the means the collective body of the **directors of** the Company constituted in accordance with 2(10) of the Companies Act, 2013.
- b. **“Employee”** means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- c. **“Investigators”** mean those persons authorised, appointed, consulted or approached by the Company’s Board and includes the auditors of the Company and also may include police.
- d. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- e. **“Whistleblower”** means an individual, employee, director, channel partner, business associate or a customer of the Company making a Protected Disclosure under this Policy.
- f. **“Subject”** means person or persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

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- g **“Company’s Chief Ethics Officer”** mean any person nominated, appointed and authorized by the Company from time to time and approved by the Board.
- h **“The Board”** means the collective body of the Directors of the company.

3. Scope

The policy covers mal-practices and events which have taken place/ suspected to take place and involves the following:

- Abuse of authority
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety.
- Manipulation of company data/ records.
- Financial irregularities, including fraud or suspected fraud.
- Criminal offence
- Proliferation of confidential information
- Deliberate violation of law/ regulation
- Wastage/ misappropriation of company funds/ assets
- Breach of employee code of conduct or Rules

Through this policy, the Company seeks to provide a procedure for all the employees of the company to disclose any unethical and improper practice taking place in the Company for appropriate action and reporting.

4. Eligibility

All employees, directors, channel partner, business associate or a customer of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

5. Procedure

- a All Protected Disclosures concerning financial/accounting matters should be addressed to the Board of the Company for investigation.
- b In respect of all other Protected Disclosures, those concerning to Chief Ethics Officer and senior management should be addressed to the Board and those concerning other employees should be addressed to the Chief Ethics Officer of the Company.
- c The contact details of the Chairman of the Board and of the Chief Ethics officer of the Company is provided as under:

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Mr. Aayush Jain
Director
Pajson Agro India Limited
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Contact No.: 8800898833
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North West, Delhi 110088

Mr. Manikanta
Chief Ethics officer
Pajson Agro India Limited
Email: manikanta@pajsonagro.com
Contact No.: 7981068879
Address: 11/1,11/2,13/1,13/2, Janakiramapuram, Rolugunta ,
Vishakhapatnam-531114, Andhra Pradesh

- d. If a protected disclosure is received by any executive of the Company other than Board or the Company's Ethics Officer, the same should be forwarded to the Company's Chief Ethics Officer or the Board for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- e. Protected Disclosures 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.
- f. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Board / Chief Ethics Officer, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- g. Protected Disclosures 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.
- h. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure.

6. Disqualifications

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- a While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant action as appropriate.
- b Protection under this Policy would not mean protection from any action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a *mala fide* intention.
- c Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be *mala fide*, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the Board would reserve its right to take/recommend appropriate action.

7. Investigation

- a All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chief Ethics Officer / the Board who will investigate / oversee the investigations under the authorization of the Board. If any member of the Board has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Board should deal with the matter on hand.
- b The Chief Ethics Officer / the Board may at its discretion, consider involving any Investigators for the purpose of investigation.
- c The decision to conduct an investigation taken by the Chief Ethics Officer/ Chairman of the Board is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- d The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f Subjects shall have a duty to co-operate with the Chief Ethics Officer / the Board or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g Subjects have a right to consult with a person or persons of their choice, other than

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the Chief Ethics Officer / Investigators and/or Board members and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

- h. Subjects 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 Subjects.
- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

8. Protection

- a. No unfair treatment will be meted out to a Whistleblower 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 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 Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. 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.
- b. A Whistleblower may report any violation of the above clause to the Board, who shall investigate into the same and recommend suitable action to the management.
- c. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may

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become known for reasons outside the control of the Chief Ethics Officer / Chairman of the Board (e.g. during investigations carried out by Investigators).

- d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

9. Investigators

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Chief Ethics Officer / the Board when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct, and
 - ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

10. Decision

If an investigation leads the Chief Ethics Officer / the Board to conclude that an improper or unethical act has been committed, the Chief Ethics Officer / the Board shall recommend to the management of the Company to take such disciplinary or corrective action as the Chief Ethics Officer / the Board deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

11. Reporting

The Chief Ethics Officer shall submit a report to the Board on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

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12. Retention of documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of eight years.