

## WHISTLE BLOWER POLICY CUM VIGIL MECHANISM

### PREAMBLE

This Policy is formulated to provide opportunity to Director(s) and employee(s) to access in good faith to report genuine concerns to the Audit Committee (including Chairperson of Audit Committee in appropriate or exceptional cases) in case they observe unethical and improper practices or any other wrongful conduct in the Company by any person and to prohibit managerial personnel or any other employee/ group of employees from taking any adverse personnel action against those Director(s)/ employee(s) as per the requirement of Section 177 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “LODR Regulations”).

### APPLICABILITY

The Vigil Mechanism Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. This Policy applies to all Directors and employees of the Company.

### OBJECTIVES

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or Policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

The Policy neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

### DEFINITIONS

**Audit Committee:** The Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and read with Regulation 22 of the LODR Regulations.



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**Disciplinary Action:** 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.

**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 on 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.

**Employee:** Every employee of the Company (whether working in India or abroad) including whole-time directors of the Company.

**Protected Disclosure:** A written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity. 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.

**Subject:** A person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

**Whistle Blower:** A Director or employee who makes a Protected Disclosure under this Policy and also referred in this Policy as complainant.

**Vigilance officer:** An officer who is/ are nominated/ appointed to conduct detailed investigation of the disclosure received from the whistleblower and recommend disciplinary action. Currently, the Chairperson of the Audit Committee is appointed as Vigilance officer. Further, it shall be the function of the Audit Committee to implement and monitor the Whistle-blower mechanism.

### SCOPE

The Policy is an extension of the Code of Conduct of the Company and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

- Abuse of authority
- Breach of contract



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- Intentional Financial irregularities, including fraud, or suspected fraud or any other activity against the interest and benefit of the Company
- Deliberate violation of any laws or regulations of the Company, State and Nation
- Gross or wilful negligence causing substantial and specific danger to health, safety and environment of the Company or its surrounding
- Manipulation of Company data/records
- Gross Wastage/misappropriation of Company funds/assets/material or product of the Company
- Inappropriate sharing of Company sensitive information
- Corruption & bribery
- Child labour
- Any unlawful act whether Criminal/ Civil
- Moral Turpitude issues

The Whistleblower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Vigilance officers.

Protected Disclosure will be appropriately dealt with by the Vigilance Officers, as the case may be.

### ELIGIBILITY

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

### DISQUALIFICATIONS

Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

Disclosures expressed anonymously will ordinarily NOT be investigated. Whistleblowers must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified.

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action.



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Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to serious disciplinary action and shall be prosecuted.

When the complainant is not able to provide specific information that covers at least some of the following points:

- Location of incident
- Timing of incident
- Personnel involved
- Specific evidence
- Frequency of issues
- Video clip, if any,

such complaints shall not be considered as genuine.

Whistleblowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide* or malicious or Whistleblowers who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

### PROCEDURE

- a. All protected Disclosures should be reported in writing and in duplicate by the Whistleblower as soon as possible after the Whistleblower becomes aware of the same 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.
- b. The protected disclosure should be submitted in a closed and secured envelope and should be super scribed as “**Protected disclosure under the Vigil Mechanism/ Whistle Blower Policy**”. Alternatively, the same can also be sent through email with the subject “**Protected disclosure under the Vigil Mechanism/ Whistle Blower Policy**”
- c. All Protected Disclosures should be addressed to the Vigilance officers of the Company for investigation.



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- d. The contact details of the Vigilance officer is as under:
- Name and Address –** Mr. Chandrashekhar S. Trivedi  
**Chairperson - Audit Committee**  
**Adarsh Plant Protect Ltd.,**  
604, GIDC, Vitthal Udyognagar-388 121,  
Anand, Gujarat.  
**Email -** cs@adarshplant.com
- e. In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name/ address on the envelope nor enter into any further correspondence with the Vigilance Officer.
- f. Any disclosure shall not be entertained by the Vigilance Officer if it is without disclosing name of Whistle blower or on name of any other person.
- g. On receipt of the Protected Disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure and ensures the confidentiality of the disclosure.

### INVESTIGATION

- i. All Protected Disclosures under this Policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/ herself or by involving any other Officer of the Company/ Committee constituted for the same/ an outside agency, if needed, before referring the matter to the Audit Committee of the Company.
- ii. The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/ or Committee and/ or an outside agency for the purpose of investigation.
- iii. The investigation by itself would not tantamount to 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.
- iv. The identity of a Subject and the Whistleblower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.



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- v. 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.
- vi. Subjects shall have a duty to co-operate with the Designated Whistle Officers 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.
- vii. 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.
- viii. 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.
- ix. Subjects have a right to be informed of the outcome of the investigation.
- x. The investigation shall be completed normally within 60 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.
- xi. Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

### DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairperson of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

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.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.



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### CONFIDENTIALITY

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this Policy for completing the process of investigations and keep the papers in safe custody.

### 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. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

### ROLE OF THE VIGILANCE OFFICERS

- a) Conduct the enquiry in a fair, unbiased manner
- b) Ensure complete fact-finding
- c) Maintain strict confidentiality
- d) Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom
- e) Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures
- f) Minute Committee deliberations and document the final report

### ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with "Disclosures" are considered confidential information and access will be restricted to the Whistleblower, the Audit Committee and Whistle Officers. "Disclosures" and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

### ACCESS TO CHAIRPERSON OF THE AUDIT COMMITTEE

The Whistleblower shall have right to access Chairperson of the Audit Committee directly in exceptional cases and the Chairperson of the Audit Committee is authorized to prescribe



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suitable directions in this regard.

### COMMUNICATION

The details of establishment of Vigil Mechanism vide Whistleblower policy shall be disclosed by the Company by publishing on its notice board, by uploading the same on its website and disclosure in the Board's report.

### 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 period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

### AMENDMENT

The Board 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 Directors and employees unless the same is not communicated in the manner described as above.

For & on behalf of  
**Adarsh Plant Protect Limited**

Sd/-  
Mr. Naishad Patel  
**Chairperson**  
[DIN: 00082749]

For & on behalf of  
**Adarsh Plant Protect Limited**

Sd/-  
Mr. Chandrashekhar S. Trivedi  
**Chairperson- Audit Committee**  
[DIN: 10710050]

**Date:** 10.02.2025

