



(FORMERLY KNOWN AS ADVANCE AGROLIFE PRIVATE LIMITED)

# ADVANCE AGROLIFE LIMITED

## VIGIL MECHANISM/WHISTLE BLOWER POLICY

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### A. Preamble

**Advance Agrolife Limited** (the "**Company**") is committed to the highest standards of ethical, moral and legal conduct of business operations. Unethical behavior, fraud, violation of the Codes of conduct or policy, or leak of unpublished price sensitive information pertaining to the company can lead to damage of the Company's activities and reputation.

The Company encourages all its employees, including Directors to report in good faith without fear of punishment or unfair treatment, on actual or suspected actions due to dishonesty that require combating practices to safeguard Company's integrity.

The Company has therefore, formulated a policy to enable employees of the Company to report to the management instances of fraud or violation of the Company's code of conduct or ethics policy and has laid down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the policy howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

### B. Basic Guidelines

The Code has been framed and adopted by the Company in compliance with the provisions of Section 177 of the Companies Act, 2013 (the "**Act**") read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 (the "**Rules**") and regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), which requires mandatory establishment of vigil mechanism for the directors and employees of the Company to report their genuine concerns or grievances in the prescribed manner.

Accordingly, this Vigil Mechanism/ Whistle-blower Policy has been formulated with a view to provide a mechanism for directors, employees as well as other stakeholders of the Company to approach the Vigilance Committee/ Chairman of the Audit Committee of the Company.

### C. Object

The Policy is defined to:

- a) provide a framework for a fair and efficient way of dealing with whistleblowing incidences by respecting the rights of all parties involved;
- b) transparently communicate Company's investigation process on such reporting;
- c) assure the whistle blower (one who reports in good faith) on utmost confidentiality and effective protection against any retaliation or reprisals, whether actual or threatened, as a result of whistleblowing;
- d) affirm direct access to the CEO / Chairman of the Audit Committee in exceptional cases.

### SCOPE

Concerns about misconduct / malpractices as broadly categorized but not limited to under the section in this document – 'Whistleblowing Complaints' - committed by the employees of the Company while inside or outside of all the Company's premises, which can impact company's integrity, ethics and governing law of land where it operates

Everyday team or operational concerns, which can be resolved through discussion with immediate superiors or next level management, are not included under the scope of the policy.

#### **D. Definitions and Interpretation**

In this Code, words and expressions shall have the meaning assigned to them below:

<b>"Alleged wrongful conduct"</b>	shall mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, leak of unpublished price sensitive information as defined under the Insider Trading Regulations, substantial and specific danger to public health and safety or abuse of authority.
<b>"Board"</b>	shall mean the Board of Directors of the Company;
<b>"Directors"</b>	shall mean all the members of the Board of Directors of the Company, including the Independent Directors.
<b>"Code"</b>	shall mean Code of Conduct for Directors and Senior Management Executives adopted by the Company
<b>"Company"</b>	shall mean Advance Agrolife Limited
<b>"Audit Committee"</b>	shall mean a committee constituted by the Board of Directors of the Advance Agrolife Limited in accordance with Section 177 of the Companies Act 2013, which has responsibility for supervising the development and implementation of this Policy.
<b>"Employee"</b>	shall mean all the employees and Directors of the Company (including outsourced, temporary and on contract personnel, director and/or third-party engaged by or on-behalf of the Company, whether working in India or abroad.
<b>"Good Faith"</b>	"good faith" means that an individual is communicating genuine concerns based on a reasonable belief and factual knowledge, rather than making false, malicious, or speculative allegations for personal gain or to settle a personal grudge
<b>"Policy"</b>	shall mean this Vigil Mechanism/ Whistle Blower policy.
<b>"Vigilance Officer/ Vigilance Committee"</b>	shall mean an officer or committee of persons appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
<b>"Protected Disclosure"</b>	shall mean a concern raised, through a written communication and made in good faith which discloses or demonstrates information that may evidence unethical or improper activity under the title "Scope of the Policy" with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
<b>"Subject"</b>	shall mean 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"**

means an Employee making a Protected Disclosure under this Policy.

**E. Types of misconduct and complaints**

Types of misconducts due to dishonesty that can be reported as Whistleblowing complaints are broadly categorized, but not limited to, as listed below:

1. Fraud related.: Complaints under this category include acts of financial misconduct such as accounting fraud or Asset related fraud or Breach of Law or Leak of unpublished price sensitive information etc.
2. Corruption related This includes but not limited to illegal acts such as taking or offering bribes/favors (cash or kind) from or to suppliers, vendors, or internal/external third parties.
3. Workplace related. Complaints under this category includes acts of:
  - (a) work-place harassment;
  - (b) sexual harassment including verbal abuse;
  - (c) intimidation/Threatening;
  - (d) conflict of interest (includes gifts, favors and entertainment by / to internal other staff or third-parties);
  - (e) willful negligence of company rules;
  - (f) discrimination on grounds of sex, race or disability or religion
  - (g) Nepotism etc.
4. Others.  
Complaints under this category includes acts of (a) Any illegality or manipulation; (b) Damage to environment; (c) Gross Waste of money, material, time or resources; (d) Abuse of authority; (e) Substantial and specific danger to public health or safety; and (f) Any other activity, which undermines the Company's responsibility to its stakeholders.

**F. Role of a Whistle Blower**

The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigator(s) or finder(s) of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. Whistle Blowers 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 Audit Committee or the Investigator(s). Protected Disclosure will be appropriately dealt with by the Audit Committee.

**G. Disqualifications**

- While it will be ensured that genuine Whistle Blowers are given complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will attract disciplinary action.
- 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 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 Whistle Blowers, the Company/ Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

## **H. Procedure/ Reporting Mechanism**

1. All Disclosures should be addressed to the Chairman of the Audit Committee of the Company for investigation.
2. All Disclosures should 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 or, Hindi language.
3. All Disclosures should be reported as soon as possible but not later than 30 calendar days after he/she becoming aware of the same.
4. The Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee shall detach the covering letter.
5. Disclosure should be factual and not speculative as well as supported by documentary evidence, wherever possible. Further, it 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.
6. The Whistleblower must disclose his/her identity in the covering letter. Anonymous disclosures are not favoured as it would not be possible to interview the Whistleblower. However, when an anonymous Whistleblower provides specific and credible information that supports the complaint, such as alleged perpetrators, location and type of incident, names of other personnel aware of the issue, specific evidence, amounts involved etc. while choosing to maintain anonymity, then there are often sufficient grounds for the Company to consider an investigation into the complaint.

The contact details of the Vigilance Committee are as under:

### **Addresses:**

**Registered Office:** E-39, RIICO Industrial Area Ext. Bagru, Jaipur, Rajasthan, India, 303007

**Email:** [cs@advanceagrolife.com](mailto:cs@advanceagrolife.com)

## **I. Investigation**

1. All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation. In case of protected disclosure concerning any leak of unpublished price sensitive information, the procedure to be followed for investigation thereof will be as per the Policy on Procedure and Inquiry in case of Leak of Unpublished Price Sensitive Information of the Company.
2. The Audit Committee may at its discretion, consider involving any Investigator(s) for the purpose of investigation. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Investigator(s) appointed by the Audit Committee who will investigate the matter under the authorization of the Audit Committee.
3. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.  
  
The identity of a Subject(s) will be kept confidential to the extent possible keeping in mind the legitimate needs of law and the investigation.
4. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation, after the conclusion of initial review and findings which prima facie establish a need for a formal investigation.
5. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.
6. Unless there are compelling reasons not to do so, subject(s) will be given the

opportunity to respond to material findings contained in the investigation report. No allegation of wrong-doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

7. Subject(s) have a right to be informed of the outcome of the investigations.
8. 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.
9. The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit.

**J. Decision reporting**

- a. If an investigation leads the Vigilance Committee to conclude that an improper or unethical act has been committed, the Vigilance Committee shall recommend to the management of the Company to take such disciplinary or corrective action as it deems fit.
- b. 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.

**K. Protection**

- a. 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-blowers. Complete protection will, therefore, be given to Whistle-blowers 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 Whistle-blower'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 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 proceeding, the Company will arrange for the Whistleblower to receive advice the procedure, etc.
- b. A Whistle-blower may report any violation of the above clause to the Vigilance Committee, who shall investigate into the same and recommend suitable action to the management.
- c. The Identity of the Whistle-blower shall be kept confidential to the extent possible and permitted under law. Whistle-blower are cautioned that their identity may become known for reasons outside the control of the Vigilance Committee (e.g. during investigations carried out by investigators).
- d. Any other Employee or Director or Stakeholder assisting in the said investigation shall also be protected to the same extent as the Whistle-blower.

**L. Reporting**

The Vigilance Committee shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to it since the last report together with the results of investigations, if any.

**M. Investigator(s)**

Investigators shall derive their authority and access right from the Vigilance Committee/ Chairperson of the Audit Committee when acting within the course and scope of their investigation.

**N. 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 seven years.

**O. Review & Amendment to this Policy**

The Board reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

In case there are any inconsistency between any of the provisions of this Policy and applicable law, the applicable law shall prevail and any subsequent amendment/modification in applicable laws in this regard shall automatically apply to this Policy and this Policy shall be deemed to have been amended accordingly.

**P. Confidentiality**

The Whistle-blower, Vigilance 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/information in safe custody.

**Effective Date: 21-03-2025**

**Date of the approval by the Board: 07-02-2026**

**Version: 02**

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