

NUTRIFRESH FARM TECH INDIA PRIVATE LIMITED
VIGIL MECHANISM/WHISTLEBLOWER POLICY

1. Introduction

Whistleblowing is defined as ‘making a disclosure in the public interest’ and occurs when a member of staff expresses concerns about a risk, impropriety, or illegality that affects others, such as colleagues or members of the public.

This Whistleblowing Policy has been formulated in compliance with Section 177 (9) & (10) of Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Boards and its Powers) Rules, 2014 with the view to provide a mechanism for employees, directors and other stakeholders to raise their concerns on any violation of legal or regulatory compliances and makes it clear that employee can raise concerns without fear of being victimized, discriminated against, or otherwise disadvantaged. It is intended to encourage and enable employees to raise serious concerns within the Company rather than overlooking a problem or ‘blowing the whistle’ outside.

2. PURPOSE & OBJECTIVE

Nutrifresh Farm Tech India Private Limited (“Company” or “NUTRIFRESH”) is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees, directors and other stakeholders who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The objective of this Policy is to establish a framework for encouraging accountability and securing whistleblowing.

This policy aims to:

- Encourage staff to feel confident in raising serious concerns and to question and act upon concerns about practice;
- Provide avenues for staff to raise those concerns and receive feedback on any action taken;
- ensure that staff receive a response to their concerns and that they are aware of how to pursue them if they are not satisfied; and
- Reassure staff that they will be protected from possible reprisals or victimization if they have a reasonable belief that they have made any disclosure in good faith.

3. DEFINITION

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

- i. “Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.
- ii. Designated Director – If no Audit Committee exist, designated Directors shall oversee the vigil mechanism.
- iii. “Concerned Personnel” means the person designated by Nutrifresh to investigate the matter.
- iv. “Employee” means every permanent employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

- v. “Investigators” means those persons authorized, appointed, consulted or approached by the Ethics Committee / Chairman of the Audit Committee and include the auditors of the Company.
- vi. “Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity including reporting instances, if any, of leak of Unpublished Price Sensitive Information (UPSI).
- vii. “Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- viii. “Whistle Blower” means an Employee making a Protected Disclosure under this Policy.

4. SCOPE AND APPLICABILITY

This Policy applies to all the individuals working at all levels and grades including employees, vendors/suppliers, any other associated third-party vendors of Nutrifresh, any other projects or subsidiaries of Nutrifresh.

The Whistle-blowing Policy is intended to cover major concerns that fall outside the scope of other procedures. These include:

- conduct that is an offence or a breach of law;
- disclosures related to miscarriages of justice;
- health and safety risks, including risks to the public as well as to other staff;
- damage to the environment;
- the unauthorized use of public funds;
- possible fraud and corruption; and
- other unethical conduct, such as covering up wrongdoing.

5. GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and assure that the concern will be acted upon seriously, the Company will:

- ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so.
- treat victimization as a serious matter, including initiating disciplinary action on person/(s) indulging in victimization
- ensure complete confidentiality
- not attempt to conceal evidence of the Protected Disclosure
- take disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made/to be made
- provide an opportunity of being heard to the persons involved especially to the subject.

6. COMPLIANT PROCEDURE

- **Reporting:** Whole Time Directors of Nutrifresh is the Designated Authority to receive all reports/complaints made under this Policy. The whistle blowing procedure is intended to be used for serious and sensitive issues.

- One should furnish a brief note covering the relevant details about the matter that one wishes to report. This Note may, inter alia, cover the following aspects to the extent possible:
 - a. What wrong doing is being reported?
 - b. When it occurred?
 - c. Specific location where the wrong doing occurred.
 - d. How the individual committed the alleged wrong doing?
 - e. Why the informant believes the activity to be improper?
 - f. What documentation exists to confirm the allegations?
 - g. Other witnesses (if any) to the alleged wrongdoing.
- One may not mention in this Note one's name or any other particulars that may identify her/him.
- Copies of documents that may help in establishing the veracity of the Report may preferably be attached to the Note. However, care may be taken that these papers do not contain the name or any other particulars indicating the informant's identity.
- If one has any personal interest in the matter, it must be disclosed at the outset in the forwarding letter/ email message.
- The aforesaid Note should be sent along with a forwarding letter/ email message containing the identity and contact particulars, preferably including a mobile or landline phone number of the person filing the Report. The envelope containing the Report (when made in paper form) should be marked "Confidential – Compliance".
- **Timing:** The earlier a concern is expressed, the easier it is to take action.
- **Evidence:** Although the employee is not expected to prove the truth of an allegation, the employee should be able to demonstrate to the person contacted that the report is being made in good faith.
- Any change in the individual functioning as Designated Authority will be updated in this Policy as and when it occurs.

7. DISQUALIFICATION

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment including any harassment, retaliation or victimization, as herein set out. Any abuse of this protection will warrant disciplinary action.

Whistle Blowers, who make three or more Protected Disclosures, which are subsequently found by the concerned personnel of the Company (or Audit Committee, if constituted) to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified for a period of six months from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Audit Committee/concerned personnel may recommend to the Company appropriate disciplinary action.

8. INVESTIGATION

- The Respective Committee's decision to conduct an investigation is not an accusation in and of itself, but rather an impartial fact-finding process. The investigation's findings may or may not confirm the Whistleblower's view that inappropriate or unethical behaviour occurred.
- The identity of the subject shall be kept confidential to the greatest degree feasible unless needed by law or on order of a Court. Whistleblowers are warned that their identities may become public for

reasons outside the control of the Audit Committee/concern personnel (for example, during inquiries conducted by Investigators).

- The subject will be informed of the allegations at the appropriate stage and will have opportunities to provide input/explain his actions during the investigation, including an appropriate opportunity to be heard. During the investigation, the subject has a duty to cooperate with the Audit Committee or any of the Investigators to the extent that such cooperation does not jeopardize self-incrimination protections provided by applicable laws. The subject has the right to consult with a person or people of their choice, other than the Investigators and/or members of the Audit Committee and/or the Whistleblower.
- The subject must not obstruct the investigation. The Subject may not withhold, destroy, or tamper with evidence, and witnesses may not be influenced, coached, threatened, or intimidated. Subject shall be given the opportunity to respond to material findings contained in an investigation report, unless there are compelling reasons not to do so. No allegation of wrongdoing against a Subject shall be considered maintainable unless it is supported by evidence. The subject has the right to know the outcome of the investigation.
- The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure. Where the investigation is conducted by the concerned personnel, a report shall be prepared by it upon completion of the investigation and submitted to the Chairman of the Audit Committee who shall consider the same.

9. PROTECTION

If one raises a concern under this Policy, he/she will not be at the risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner.

Company's employee will not be at the risk of losing her/his job or suffer loss in any other manner like 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, as a result of reporting under this Policy. The protection is available provided that:

- The Whistle Blower has chosen to identify themselves.
- The communication/disclosure is made in good faith.
- The Whistle Blower reasonably believes that information, and any allegations contained in it, are substantially true; and
- The Whistle Blower is not acting for personal gain.

Anyone who abuses the procedure (for example maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

10. DECISION

If an investigation leads the Audit Committee/Designated Directors to the conclusion that an improper or unethical activity has occurred, the Committee/designated directors shall recommend to the Company's management that such disciplinary or remedial action as the Committee/Designated Directors deems appropriate be taken. It is clarified that any disciplinary or corrective action taken against the Subject as a result of the findings of an investigation conducted in accordance with this Policy must follow the applicable personnel or staff conduct and disciplinary procedures.

11. RECORD KEEPING

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

The Chairman of the Audit Committee/designated Directors shall report to the Board periodically about all Protected Disclosures referred to them together with the results of investigation.

12. AMENDMENT TO THE POLICY

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. The Audit Committee/Board shall also review the Policy and suggest amendments to make it responsive and relevant to the changing times.