

**WHISTLE BLOWER POLICY**  
**PIONEER AGRO EXTRACTS LIMITED**

## 1. Preface

- a. **Pioneer Agro Extracts Ltd.** (the 'Company') is committed to complying with all applicable requirements concerning corporate accounting practices, accounting controls and auditing practices ("Accounting Standards") and with its *Code of Ethics* which requires the observation of high standards of business practices and personal ethics in the conduct of its employees and management of the Company, its subsidiaries and affiliates.
- b. 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 behavior
- c. The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
- d. Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rule, 2014 and Clause 49 of the Listing Agreement between the Company and the Bombay Stock Exchange provides for establishment of a mechanism called 'Whistle Blower Policy' for employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the company's code of conduct or ethics policy.
- e. Accordingly, this Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to approach the Chairman of the Audit Committee of the Company.
- f. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

## 2. Definitions

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

- a. "**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 and read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement.
- b. "**Employee**" means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- c. "**Protected Disclosure**" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- d. "**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.
- e. "**Whistle Blower**" means an Employee making a Protected Disclosure under this Policy.

- f. **“Whistle Officer” or “Committee”** means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.

#### **4. The Guiding Principles**

- a. To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:
- b. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- c. Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- d. Ensure complete confidentiality.
- e. Not attempt to conceal evidence of the Protected Disclosure;
- f. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- g. Provide an opportunity of being heard to the persons involved especially to the Subject;

#### **5. Coverage of Policy**

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- a. Abuse of authority
- b. Breach of contract
- c. Negligence causing substantial and specific danger to public health and safety
- d. Manipulation of company data/records
- e. Fraud or suspected fraud or deliberate misstatement in the preparation, evaluation, review or audit of any financial statement of the Company;
- f. Criminal offence
- g. Pilferation of confidential/propriety information
- h. Deliberate violation of law/regulation
- i. Wastage/misappropriation of company funds/assets
- j. Violation of or non-compliance with the Company's *Code of Ethics* including Violation of any corporate policies, including health & safety, environmental, operational or ethical
- k. Any other unethical, biased, favoured, imprudent event

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

#### **6. Disqualifications**

- a. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. 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.

## *Pioneer Agro Extracts Limited Whistle Blower Policy*

- c. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to be prosecuted under Company's Code of Conduct.

### **7. Communication of this Whistleblower Policy**

To ensure that all directors, officers and employees of the Company are aware of this Whistleblower Policy, a copy of this Policy will be distributed to all directors, officers and employees of the Company. All directors, officers and employees will be informed whenever significant changes have been made to this Whistleblower Policy. All new directors, officers and employees will be provided with a copy of this Whistleblower Policy together with the Code of Ethics and advised of its importance. Any of our other stakeholders can refer to this website page for updated information on this policy.

### **8. Manner in which concern can be raised**

- a. Employees can make Protected Disclosure to Ombudsperson/Whistle Officer/Committee who will be appointed as per recommendation of Audit Committee and approval of Board of Directors of "the Company", as soon as possible but not later than 30 consecutive days after becoming aware of the same.
- b. Whistle Blower must put his/her name to allegations. Concerns expressed anonymously will not be investigated.
- c. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- d. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- e. Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee.
- f. The Ombudsperson/Whistle Officer/Committee shall:
  - i) Make a detailed written record of the Protected Disclosure. The record will include:
    - a) Facts of the matter
    - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
    - c) Whether any Protected Disclosure was raised previously against the same Subject;
    - d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
    - e) Findings of Ombudsperson/Whistle Officer/Committee;
    - f) The recommendations of the Ombudsperson/Whistle Officer/Committee on disciplinary/other action/(s).
  - ii) The Whistle Officer/Committee shall finalise and submit the report to the Ombudsperson within 15 days of being nominated/appointed.

## *Pioneer Agro Extracts Limited Whistle Blower Policy*

- g. On submission of report, the Whistle Officer /Committee shall discuss the matter with Ombudsperson who shall either:
  - i) In case the Protected Disclosure is proved, accept the findings of the Whistle Officer /Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter;
  - ii) In case the Protected Disclosure is not proved, extinguish the matter;

Or

- ii) Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Committee of Directors (Whole-time Directors) with proposed disciplinary action/counter measures. The Committee of Directors, if thinks fit, may further refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.
- h. In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Chairman of the Audit Committee.

## **9. 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 Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his 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 proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- b. The identity of the Whistle Blower shall be kept confidential.
- c. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

## **10. Secrecy/Confidentiality**

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password

## *Pioneer Agro Extracts Limited Whistle Blower Policy*

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

### **11. Reporting**

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

### **11. Amendment**

The Managing Director of the Company has the right to amend or modify this Policy in whole or in part, at any time on recommendation of Audit Committee.