

1. An act of omission, commission, concealment, misrepresentation which necessarily are in violation of law of the land, rules and regulation of the Company, Memorandum and Articles of Association of the Company and against the accepted principles jeopardizing the interest and growth of the Company.
2. Misuse or diversion of the Company's funds, property and man power.
3. Intentional financial irregularities, including fraud or suspected frauds
4. Unnecessary sharing/ Leaking of unpublished price sensitive information.
5. Manipulation of Company data/records.
6. Gross or willful negligence causing substantial and specific danger to health, safety and environment.
7. Any act, deed or thing which goes against the interest of the Company.

We do not tolerate any form of retaliation against anyone reporting legitimate concerns. Anyone involved in targeting such a person will be subject to disciplinary action. If you suspect that you or someone you know has been subjected to retaliation for raising a concern or for reporting a case, we encourage you to promptly contact our CEO & MD or the authorised officer for this Concern.

2. SECTIONS AND REGULATION

2.1 As per Section 177 of the Companies Act, 2013 and relevant Rules thereon, every listed company and the companies belonging to such class or classes shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances.

Further, Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations inter-alia provides for a mandatory requirement for all listed companies to establish a vigil mechanism called 'Whistle Blower policy' for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. Further, SEBI (LODR) Regulations also provides that the company should devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

2.2 In pursuance to Section 177 & Rules framed under the Companies Act, 2013 read with SEBI (LODR) Regulations, White Organic Agro Limited (the Company) Whistle Blower Policy/Vigil Mechanism is formulated to provide an opportunity and an avenue to the Company's employees, to raise concerns and to access in good faith the Audit Committee, in case they observe any unethical and improper practices or any other wrongful conduct in the company. It seeks to provide necessary safeguards for protection of employees from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against such employees. The main intent of the policy is to ensure that the Company continues to strive to the highest possible standards of Ethical, Moral, and Legal Business conduct and its commitment to open communication.

2.3 This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers.

3. DEFINITIONS

3.1 "Shortcut if any of Company" means Name of the Company.

3.2 "Audit Committee" means the Audit Committee of the Board constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with SEBI (LODR) Regulations.

3.3 "Competent Authority" means Audit Committee, which shall oversee the Whistle Blower Policy/Vigil Mechanism and if any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.

3.4 "Director" means every director of the Company.

3.4 "Employee" means all the present employees including the directors in the employment of the Company and whole time Directors of the Company (Whether working in India or abroad).

3.5 "Improper Activity" means Unethical behaviour, actual or suspected fraud or Violation of the company's general guidelines on conduct or ethics policy by any employee of the Company

3.6 "Investigators" means those persons authorized, appointed, consulted or approached by the Competent authority in connection with conducting investigation into a protected disclosure and include the Auditors of the Company.

3.7 "Vigilance and Ethics Office" means any person so authorised by the Board to act in this capacity.

3.8 "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may be treated as evidence of 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.

3.9 "Code" means Code of Conduct for Directors and Senior Management Executives adopted by the Company.

3.10 "Subjects" means an employee means officer/staff against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of investigation.

3.11 "Whistle Blower" means an Employee or Director making a protected Disclosure under this policy.

4. ELIGIBILITY

All Employees of the Company including directors and Designated Persons as defined the "Code of Conduct for Regulating, Monitoring and Reporting of Trading in Securities by Designated Persons" adopted by the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

5. HANDLING OF PROTECTED DISCLOSURE

i. All Protected Disclosures should be reported in writing by the complainant along with (his/her Name, Employee-Number and Location) as soon as possible after the Whistle Blower 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.

ii. The Protected Disclosure should be submitted under a covering letter signed by the Whistle Blower in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower policy". Alternatively, the same can also be sent through email with the subject "Protected disclosure under the Whistle Blower policy". The Vigilance and Ethics officer shall assure that in case any further clarification is required he will get in touch with the complainant.

iii. If the Protected Disclosure is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure. All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.

iv. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer / Chairman of the Audit Committee/Chairman as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

v. All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee/ Chairman in exceptional cases.

The contact details of the Vigilance and Ethics Officer is as under: -

Name and Address of Managing Director:

Mr. Darshak Rupani of White Organic Agro Limited
Telephone No.: - 9821414420
Email : darshakrupani@gmail.com

vi. Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman of the Company should be addressed to the Chairman of the Audit Committee.

The contact details of the Managing Director and the Chairman of the Audit Committee are as under:

Name and Address of Managing Director:

Mr. Darshak Rupani
Address -
Email – darshakrupani@gmail.com

Name and Address of the Chairman of the Audit Committee:

Mr. Pritesh Doshi
Address:
Email -

vii. In order to protect the identity of the Whistle Blower, the Vigilance Officer will not issue any acknowledgement to him and he is not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

viii. On receipt of the protected disclosure the Vigilance and Ethics Officer / Chairman/Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action.

ix. The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

The Vigilance Officer shall keep a register for the registration of the Protected Disclosures received from the Whistle Blowers, with each Disclosure serially numbered and the action taken/recorded in each case.

6. INVESTIGATION

a) 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 after preliminary review that:

- the alleged act constitutes an improper or unethical activity or conduct, and
- the allegation is supported by information and specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter deserves investigation.
- The Audit Committee, if deems fit, may call for further information or particulars from the Subject 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. The subject shall have a duty to co-operate with the investigator and responsibility not to interfere or obstruct with the investigation process.
- The Audit Committee can summon the Whistle Blower to take oral evidence or may ask for further documentary evidence in support of his/her complaint.

b) The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.

c) 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.

d) Subject(s) shall have a duty to co-operate with the Investigators or any of the Officers appointed by it in this regard.

e) 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.

f) Subject(s) have a right to be informed of the outcome of the investigations. 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.

g) The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

h) 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.

7. DECISION AND REPORTING

a. If an investigation leads the Vigilance and Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as he may deem 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.

b. The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

c. In case the Subject is the Chairman of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

d. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

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

8. SECRECY / CONFIDENTIALITY

The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

i. Maintain confidentiality of all matters under this Policy.

ii. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

iii. Not keep the papers unattended anywhere at any time and in safe custody.

iv. Keep the electronic mails / files under password.

9. CONFIDENTIALITY & 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. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service,

