

The Whistle Blower Policy

Program Title	SeedWorks International private limited Whistle Blower Policy
Policy type	Compliance
Category	Applicable to Indian operations of SeedWorks International private limited ("the Company")
Coverage	All Directors and Employees
Responsible portfolio & contact information	Whistle Committee Email: wb@seedworks.com Toll Free Number: 18004198948

The Whistle Blower Policy

I. PREAMBLE

- 1.1. SeedWorks International Private Limited (“**Company**”) has the Code of ethics & business conduct (“**COC**”), which lays down the principles and standards that should govern the actions of the Company, its directors and employees. Any actual or potential violation of the said ethics, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of directors and/or employees in pointing out such violations cannot be undermined.
- 1.2. Therefore, this Whistle Blower Policy (“**Policy**”) has been formulated to enable all employees of the Company to raise their genuine concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, immoral, unethical conduct, fraud, financial irregularities, corruption, potential infractions of the COC of the Company. This Policy also outlines the reporting procedure and investigation mechanism to be followed in case an employee blows the whistle for any wrong-doing in the Company.
- 1.3. This Policy is applicable and binding on all directors and employees of the Company and its Affiliates. This Policy is an extension of the Company’s policies and COC.

II. PURPOSE/OBJECTIVES

- 2.1. The Company is committed to adhere to the highest standards of ethics, probity, accountability, and legal conduct of business operations. To maintain these standards, the Company has formulated this Policy to encourage the Whistle Blowers who have genuine concerns about any violations or potential violations of Company policies/applicable laws and/or any suspected misconduct to bring it to the notice of the Company and express their concerns without any fear of punishment or reprisal.
- 2.2. The Purpose of this Policy is to facilitate and provide mechanism for reporting the potential violations of Company policies and applicable laws.
- 2.3. The Whistle Blower under this Policy who has any concern about legal or ethical standards or observe the behaviour that concerns the Whistle Blower, or that may represent a violation of Company’s policies, raising the issue promptly will allow the Company an opportunity to deal with the issue and correct it, ideally before it become violation of law, security or the Company’s reputation, can choose to reach out to multiple members in the Company as mentioned in this Policy, who will be equipped to resolve the said issues.
- 2.4. The following are the primary objectives of this Policy:
 - a. To enable the Whistle Blowers to voice their concerns in a responsible and effective manner.
 - b. To provide a platform for Whistle Blowers to disclose information internally, without fear of reprisal or victimization.
 - c. To enable disclosure of information, independently of line management.
 - d. To ensure that no Whistle Blower feels he/she is at a disadvantage while raising legitimate concerns.

- 2.5. This policy is intended to assist the Whistle Blowers who believe they have discovered any malpractice or impropriety. It is not designed to question financial or business decisions taken by the Company nor should it be used to reconsider any matters which have been investigated under the harassment, grievance or disciplinary policies and procedures.
- 2.6. This Policy intends to cover only the serious concerns that could have grave impact on the operations and performance of the business of the Company. The Policy neither releases Whistle Blowers 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.

III. GLOSSORY OF THE TERMS/DEFINITIONS

- 3.1. **"Affiliate"** shall mean, as to any corporation, partnership, limited liability company, association, trust, unincorporated entity or other legal entity (each a "Person"), that directly, or indirectly is controlled by, or under common control of the Company. As used in this definition, "control" (including, with correlative meanings, "controlled by" and "under common control with") shall mean possession, directly or indirectly, of the power to direct or cause the direction of the management and policies (whether through ownership of securities or partnership or other ownership interests, by contract or otherwise).
- 3.2. **"Alleged wrongful conduct"** shall mean violation of law, non-compliance or default in complying with the Company rules, unethical behavior or violation of the Company's Code of Conduct, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- 3.3. **"Board"** means the Board of Directors of the Company.
- 3.4. **"Code of conduct/Policies of the Company"** shall mean the policies framed by the Company from time to time.
- 3.5. **"Company"** means SeedWorks International Private Limited and all its offices/factories.
- 3.6. **"Director"** shall mean the director of the Company appointed as per the provisions of Companies Act, 2013.
- 3.7. **"Disciplinary Action"** means 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.
- 3.8. **"Employee"** shall mean the employee of the Company.
- 3.9. **"Good Faith"** shall mean and include that a Whistle Blower shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any Alleged wrongful conduct. Good Faith shall be deemed lacking when the Whistle Blower does not have personal knowledge on a factual basis for the communication or where the Whistle Blower knew or reasonably should have known that the communication about the unethical and improper practices or Alleged wrongful conduct is malicious, false or frivolous.
- 3.10. **"Leadership Team"** shall mean the employees who directly report to the Managing Director & CEO of the Company.
- 3.11. **"Protected Disclosure"** shall mean a concern raised or the disclosure by a Whistle Blower by a written communication in good faith that discloses or demonstrates information that may

provide evidence of unethical or illegal activity, actual or suspected fraud or violation of the Company's Code of Conduct/Policies.

- 3.12. **"Policy or This Policy"** means, "Whistle Blower Policy of the Company.
- 3.13. **"Third Party"** shall mean any person not being the Whistle Blower.
- 3.14. **"Whistle Blower"** shall mean an Employee or a Director or group of employees who make Protected Disclosure under this Policy and not to any Third Parties.
- 3.15. **"Whistle Committee"** or **"Committee"** shall have the meaning as ascribed to Clause VII of this Policy.

IV. ELIGIBILITY

- 4.1. All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company in the manner provided in this Policy.
- 4.2. A person who has resigned from the services of the Company and is serving the notice period, is not eligible to make Protected Disclosures under the Policy in relation to the matters concerning the Company.

V. COVERAGE:

- 5.1. It covers all malpractices, events and Alleged wrongful conduct, which have taken place/suspected to take place which includes but not limited to the variety of issues listed herein below:
 - i. Any unlawful Act, whether criminal or a breach of the civil law.
 - ii. Breach of any Policy or Manual or Code of the Company.
 - iii. Manipulation of company data/records.
 - iv. Financial irregularities, including In accurate financial reporting, fraud, or suspected fraud of any nature.
 - v. Siphoning/Wastage/misappropriation/embezzlement of Company funds/assets
 - vi. Perforation of confidential/propriety information.
 - vii. Conflict of Interest
 - viii. Bribery & Corruption
 - ix. Deliberate violation of law(s)/regulation(s).
 - x. Abuse of power/authority (through physical, sexual, psychological or financial abuse, exploitation or neglect).
 - xi. Other forms of Harassment – Victimization, Bullying, Discrimination etc.
 - xii. Misuse of Social Media.
 - xiii. Environment, health and safety
 - xiv. Negligence causing substantial and specific danger to public health and safety.
 - xv. Concurrent employment
 - xvi. Retaliation; and
 - xvii. Any other unethical or improper conduct etc.

VI. EXCLUSIONS:

- 6.1. The following types of complaints shall not form part of Protected Disclosure and shall not be considered by the Committee:
 - i. complaints which are prima facie trivial or frivolous in nature;
 - ii. matters which are pending before any court of law, tribunal or any other judiciary or sub judiciary body; and
 - iii. issue related to service matters or personal grievance/vengeance (such as increment, promotion, appraisal etc.).

VII. WHISTLE COMMITTEE:

- 7.1. The Board of the Company had constituted the following as persons who is/are nominated/ appointed/constituted by the Board of Directors of the Company to address the grievances received under this Policy and to conduct detailed investigation of the Protected Disclosure received from the Whistle Blower and recommend Disciplinary Action.
- 7.2. The Whistle Blowers can address their concerns/grievances to the 'Whistle Committee'. The Whistle Committee consists of five members and one among them shall be a women member. The following are the current members of the Whistle Committee:
- i. Chief Financial Officer (CFO);
 - ii. Vice President – Human Resources, (VP-HR);
 - iii. Vice President– Marketing (VP-M)
 - iv. Business Head - Vegetables
 - v. Sr Manager – Corporate & Administration – Female Member
- 7.3. The tenure of the Whistle Committee is for a period of two years from the date of constitution of Whistle Committee. The Board shall have the power to replace any of the members of the Committee in accordance with its requirements.
- 7.4. In exceptional cases, shall be such Whistle Blower cases that require adequate safeguards against victimisation, financial indiscipline and grievance against any of the members the Whistle Committee or Leadership Team, the Whistle Blower can directly report his / her complaint to the Managing Director & Chief Executive Officer (MD&CEO) of the Company.
- 7.5. The MD & CEO on receipt of the complaint shall forward it to the Board of Directors of the Company for its necessary action.
- 7.6. Access to the Board:
The Whistle blower shall have direct access to the Board of Directors of the Company where the Protected Disclosure is against the MD& CEO of the Company. The Board of Directors of the Company on receipt of the complaint against MD&CEO investigate itself as per its convenient procedure by following the principles of natural justice.
- 7.7. The members of the Whistle Committee/Grievance Redressal Committee shall be responsible for investigation and resolution of the complaints received under Protected Disclosure from the Whistle Blowers and report to the MD&CEO / the Board from time to time.

VIII. PROCESS FOR RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- 8.1. All Protected Disclosures should be reported in writing by the Whistle Blower to the Whistle Committee 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 or in the relevant regional vernacular language. The template of Protected Disclosure is annexed hereto as **Annexure-A**.

- 8.2. The Whistle Blower have the following options for reaching out:
- 1) Email the complaint/Protected Disclosure at – wb@seedworks.com
 - 2) Email the complaint/Protected Disclosure against Leadership Team at – MD-CEO@seedworks.com
 - 3) Email the complaint/Protected Disclosure against MD&CEO – bod@seedworks.com
 - 4) Call on toll free number - 18004198948 followed by a written Protected Disclosure.
 - 5) Personally contact – Any member of Whistle Committee, MD&CEO or the Board of Directors and handover the written complaint/Protected Disclosure.
- 8.3. The Protected Disclosure in physical form should be submitted in a closed and secured envelope, addressed to any of the members of the Committee. The calls received which have not been followed with written Protected Disclosure and of frivolous in nature will not be eligible for proper attention.
- 8.4. In order to protect the identity of the Whistle Blower, the Committee or any of the members of the Committee will not issue any acknowledgement to the Whistle Blower. The Committee shall assure that in case any further clarification is required, it shall get in touch with the Whistle Blower.
- 8.5. On receipt of the Protected Disclosure, the Committee shall make a record of the Protected Disclosure and also ascertain from the Whistle Blower whether he/she was the person who made the Protected Disclosure or not. The Committee shall also carry out an initial enquiry by itself or by involving any other officer of the Company or by hiring the services of an outside agency for further appropriate investigation and needful action.
- 8.6. The Whistle Blower shall be provided ongoing support and protection from any adverse treatment as a result of his/her actions. Any victimization or detrimental action taken against the Whistle Blower as a result of his/her allegation would be treated as a serious matter by the Company and appropriate action ensured.

IX. INVESTIGATION

- 9.1. On receipt of Protected Disclosure, the Committee shall initiate an investigation. The investigation shall be neutral and impartial.
- 9.2. The Whistle Blower raising the concern must provide sufficient and relevant information to commence the investigation. The Committee may request the Whistle Blower for further information.
- 9.3. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure by the Committee and submit the report. In case the Whistle Blower is non-responsive or is not able to provide further information for more than 7 days, the investigation may be closed without any further action.

X. DECISION AND REPORTING

- 10.1. Based on the outcome of the investigation, the Committee shall recommend the MD & CEO to take necessary actions including but not limited to termination or disciplinary actions. The MD & CEO based on the findings in the written report submitted by the Committee and subject to the intimation to the Board and also after conducting further investigation as he may deem fit, come to a final decision to invoke Disciplinary Action or other appropriate actions against the concerned as per the Company's procedures.

- 10.2. As far as complaints received against Leadership Team is concerned, the Board shall take appropriate Disciplinary Action against the concerned person, basis the recommendation suggested by the Grievance Redressal Committee.
- 10.3. The following actions may be taken;
- a. Disciplinary action (up to and including dismissal) against the person concerned depending on the results of the investigation and report of the Committee; or
 - b. Disciplinary action (up to and including dismissal) against the Whistle Blower if the claim is found to be malicious or otherwise not in Good Faith; or
 - c. No action if the allegation proves to be unfounded/unsubstantiated.

XI. GUIDING PRINCIPLES:

- 11.1. To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:
- a. Maintain confidentiality of all matters under this Policy;
 - b. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure are not victimized for doing so.
 - c. Treat victimization as a serious matter including initiating disciplinary action on the concerned person(s).
 - d. Initiate disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made/to be made.
 - e. Provide an opportunity of being heard to the persons involved.
 - f. All documents in relation to a Protected Disclosure shall be retained by the Company as per its document retention/destroy policy.

XII. OBLIGATIONS OF WHISTLE BLOWERS

- 12.1. Every Whistle Blower shall read and understand this Policy and abide by it. Any Whistle Blower who wishes to report, do so in Good Faith and after gathering adequate facts/data to substantiate the Protected Disclosure and not complain merely based on hearsay or rumour.
- 12.2. Bring to early attention of the Company any improper practice or Alleged wrongful conduct they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
- 12.3. Follow the procedures prescribed in this Policy for making a Protected Disclosure.
- 12.4. Co-operate with investigating authorities, maintaining full confidentiality.
- 12.5. The intent of the Policy is to bring genuine and serious issues to the fore and it is not intended for petty disclosures/issues. Avoid anonymity when raising a concern. Whistle Blowers are expected to avoid invoking their rights under this Policy to settle personal scores or to give vent to their malicious intentions. Malicious allegations by employees may attract disciplinary action.
- 12.6. A whistle blower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation.
- 12.7. Maintain confidentiality of the subject matter of the Protected Disclosure and the identity of the persons involved in the alleged wrongful conduct.

XIII. PROTECTION OF A WHISTLE BLOWER:

13.1. A Whistle Blower will not be subject to any form of retribution or retaliation including the risk of his/her employment/services. The Company will not tolerate any harassment or victimization (including informal pressures) against any Whistle Blower who raises a genuine concern and will take appropriate action to protect the Whistle Blower when he/she raises a concern in good faith. No action will be taken against the Whistle Blower, if the Protected Disclosure was made in good faith, but no misconduct was confirmed on a subsequent investigation. However, if a complaint, after an investigation proves to be frivolous, malicious or made with an ulterior intent, the Committee shall take appropriate Disciplinary Action or legal action against the concerned Whistle Blower.

13.2. If the Whistle Blower raising a concern requests that his/her identity should not be disclosed, the Company will not disclose it without his/her consent. In the event the disclosure of Whistle Blower identity is necessary for effective investigation, the Whistle Blower shall be informed beforehand that his/her identity is required to be revealed and only upon the Whistle Blower's consent his/her identity shall be revealed and investigation will be proceeded further.

XIV. **REPORTS**

14.1. The Whistle Committee shall submit an annual status report on the total number of complaints received during the period, with summary of the findings of the Whistle Committee and the corrective actions taken to the Managing Director & Chief Executive Officer of the Company and/or the Board.

XV. **COMPANY'S POWERS/AMENDMENT**

15.1. The Company is entitled to amend, suspend or rescind this Policy at any time. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the Policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

Annexure 1 – Template for reporting violations

To
The Whistle Committee/ MD&CEO
SeedWorks International Private Limited

Please select the applicable incident type(s) from the list below that best describes the issue(s) you are reporting. Please note that multiple issues can be selected

- | | |
|--|--------------------------|
| 1. Misappropriation of company assets or resources | <input type="checkbox"/> |
| 2. Conflict of interest | <input type="checkbox"/> |
| 3. Inappropriate sharing of confidential information | <input type="checkbox"/> |
| 4. Financial fraud of any nature | <input type="checkbox"/> |
| 5. Violation of gifts and entertainment guidelines | <input type="checkbox"/> |
| 6. Non-adherence to safety guidelines | <input type="checkbox"/> |
| 7. Inaccurate financial reporting | <input type="checkbox"/> |
| 8. Bribery & Corruption | <input type="checkbox"/> |
| 9. Insider trading | <input type="checkbox"/> |
| 10. Other forms of Harassment – Victimization, Bullying, Discrimination etc. | <input type="checkbox"/> |
| 11. Social Media Usage | <input type="checkbox"/> |
| 12. Misuse of authority | <input type="checkbox"/> |
| 13. Environment, health and safety | <input type="checkbox"/> |
| 14. Concurrent employment | <input type="checkbox"/> |
| 15. Others _____ | <input type="checkbox"/> |

Please provide name, designation and department of the person(s) involved?

	Name	Department	Designation
Individual 1			
Individual 2			
Individual 3			
Individual 4			

When did the incident occur? (Please provide tentative date if you do not know the exact date)

Please confirm the location of the incident _____

How did you find out about this incident?

How long has this been occurring for?

- Less than a month
- 1-6 months
- 6-12 months
- Greater than 12 months

Please provide a detailed description of the incident. To enable the Company to act on your complaint, you are requested to provide specific information. Where possible, please include names, location, date, time etc.

Do you have any evidence in support of your allegations?

- Yes
- No

Is anyone else aware of this incident?

- Yes
- No

Is there any additional information that would facilitate the investigation of this matter?

- Yes
- No

Have you reported this incident to anyone in the Company?

- Yes
- No

Date _____

Location: _____

Name of the Person reporting: _____

Contact Information (incl email): _____