



JK INDIA eAGRITeCH LIMITED

Whistleblower Policy & Vigil Mechanism

Framework for Reporting Unethical Conduct, Safeguarding Integrity, and Governance Standard

1. EXECUTIVE SUMMARY & STATUTORY FRAMEWORK

JK INDIA eAGRITeCH LIMITED ("Company") is committed to conducting its business operations with the highest standards of financial accuracy, ethical propriety, legal compliance, and corporate governance. In accordance with **Section 177(9) & (10) of the Companies Act, 2013** read with **Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014**, and applicable SEBI Corporate Governance Norms, the Company has established this Whistleblower Policy & Vigil Mechanism Framework.

This policy serves as a mechanism for directors, employees, vendors, agricultural ecosystem partners (including farmer producer organizations, input dealers, and field extension agents), and external stakeholders to report genuine concerns regarding unethical behaviour, actual or suspected fraud, or violations of the Company's Code of Conduct without fear of retribution.

2. PREFACE & OBJECTIVE

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity, and ethical behaviour.

- **Objective:** To provide a secure channel for Directors and Employees to report genuine concerns about unethical behaviour, actual or suspected fraud, or violation of the Code of Conduct.

3. SCOPE & APPLICABILITY

This policy applies to:

- **All Directors and Employees** (Permanent, Probationary, and Part-time).
- **Stakeholders** including vendors, contractors, and customers.
- **Exclusions:** This policy is not for individual grievances related to personal employment (which should follow the standard HR Grievance Policy).

4. KEY DEFINITIONS

- **Protected Disclosure:** A concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- **Whistleblower:** An employee or director making a Protected Disclosure under this Policy.
- **Subject:** A person against or in relation to whom a Protected Disclosure has been made.

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(Formerly known as JK Sugars & Commodities Pvt. Ltd.) | CIN: U51909PN2020PLC191361

Registered Office : 311, Elix Park, 3rd Floor, Shahupuri, Near Hotel Sayaji, **Kolhapur** - 416 001 (Mah.)

Corporate Office : 1911, One World, Near N.L. High School, S.V. Road, Malad (West), **Mumbai** - 400 064 (Mah.)



- **Victimization:** Any act of retaliation, including discrimination, harassment, or "Adverse Personnel Action" (e.g., demotion, transfer, or termination).

5. REPORTING MECHANISM

Public companies must provide clear access to reporting authorities.

Authority	Role	Contact Detail
Vigilance Officer	Primary receiver of all disclosures.	maulik.darji@jkindia.com
Audit Committee Chairperson	For Exceptional Cases (e.g., complaints against Senior Management or the Vigilance Officer).	dprupesh@gmail.com

Crucial Highlight: Under SEBI and Companies Act, the policy **must** provide direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

6. THE INVESTIGATION PROCESS

1. **Submission:** Protected Disclosures should be submitted in a sealed envelope or via a secure email, clearly marked "Protected Disclosure under Whistleblower Policy."
2. **Preliminary Review:** The Vigilance Officer will determine if the complaint has merit and is not frivolous or malicious.
3. **Inquiry:** A neutral investigation will be conducted. The "Subject" will be given a fair opportunity to be heard (Principle of Natural Justice).
4. **Reporting:** A final report will be submitted to the Audit Committee within **45 days** of the complaint.

7. ROLE OF THE VIGILANCE / COMPLIANCE OFFICER

The Vigilance Officer (or Compliance Officer) is the custodian of the Vigil Mechanism. Their responsibilities include:

- **Receiving & Acknowledging:** Acting as the first point of contact for all "Protected Disclosures."
- **Initial Scrutiny:** Conducting a preliminary review to determine if the complaint falls under the scope of this policy.
- **Investigation Coordination:** Overseeing the investigation process, maintaining neutral records, and ensuring the "Subject" is given a fair hearing.
- **Reporting:** Submitting a quarterly summary of all complaints (redacted for confidentiality) to the Audit Committee.

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8. ROLE OF THE AUDIT COMMITTEE

As per statutory requirements, the Audit Committee holds the ultimate authority over the Vigil Mechanism:

- **Oversight:** Periodically reviewing the functioning of the mechanism and the status of ongoing investigations.
- **Direct Access:** The Chairperson of the Audit Committee shall directly receive complaints in "exceptional cases" (e.g., complaints against the Vigilance Officer or Senior Management).
- **Adjudication:** Reviewing the final investigation reports and recommending disciplinary or legal action to the Board.
- **Protection Audit:** Ensuring that no Whistleblower has been subject to any form of victimization.

9. FALSE OR MALICIOUS COMPLAINTS

To prevent the abuse of this mechanism, the Company maintains a strict "Good Faith" requirement:

- **Definition:** A "False or Malicious Complaint" is one made with the knowledge that the allegation is untrue, or made with the intent to deceive or mislead the Company.
- **Consequences:** While genuine "errors in judgment" are protected, any Whistleblower found to have made a mala fide, frivolous, or malicious complaint will be subject to strict disciplinary action.
- **Disciplinary Action:** This may include a formal warning, financial penalty, or termination of employment/contract, as deemed fit by the Audit Committee.
- **No Protection:** Reporting a false complaint removes the "Whistleblower Status" and the legal protections associated with it.

10. GUIDING PRINCIPLES & SAFEGUARDS

- **Confidentiality:** The identity of the Whistleblower shall be kept confidential to the maximum extent possible, unless required by law.
- **Protection against Victimization:** The Company will not tolerate any retaliation. If a Whistleblower faces victimization, they can report it directly to the Audit Committee Chairperson.
- **Good Faith:** Protection is granted only if the disclosure is made in good faith. If an investigation proves a complaint was **malicious or knowingly false**, the Whistleblower may face disciplinary action.

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11. GOVERNANCE & DISCLOSURE

- **Retention of Documents:** All Protected Disclosures and investigation reports shall be retained by the Company for a minimum of **7 years**.
- **Website Disclosure:** This policy must be hosted on the **Company's website**.
- **Annual Reporting:** The number of complaints received and their status must be disclosed in the **Annual Board's Report**.

12. SAFEGUARDS & PROTECTION AGAINST VICTIMIZATION

JK India E-Agritech Limited enforces a strict **"Zero Tolerance Policy against Retaliation"**. Any whistleblower acting in good faith is fully protected under the following tenets:

- **Protection from Adverse Action:** No employee shall be discharged, demoted, suspended, threatened, harassed, transferred, or discriminated against in terms and conditions of employment as a direct consequence of submitting a whistleblower disclosure.
- **Strict Identity Confidentiality:** The identity of the whistleblower, subject of investigation, and witness proceedings shall be kept confidential and disclosed only on a mandatory "need-to-know" legal/regulatory basis.
- **Remedial Redressal:** If a whistleblower believes they are experiencing retaliation, intimidation, or adverse action, they can file a direct petition to the Chair of the Audit Committee for immediate intervention and protective reassignment.

13. RECORD RETENTION & GOVERNANCE

All documentation, electronic evidence, interview records, preliminary evaluation notes, and final investigation reports relating to any Vigil Mechanism complaint shall be maintained under secure custody by the Legal & Compliance Department for a minimum period of **7 (seven) years** from the closure of the case, or longer if mandated by ongoing legal proceedings.

14. BOARD REVIEW & POLICY AMENDMENT

The operational efficacy of this policy shall be reviewed annually by the Audit Committee. The Board of Directors reserves the right to amend, modify, or update this policy to align with statutory amendments under Indian law or evolving operational complexities of the agritech sector.

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