

REI AGRO LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

PREFACE

Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement requires the Company to establish a vigil mechanism/Whistle Blower Policy for the directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. Company has formulated the present policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company.

DEFINITIONS

"Alleged wrongful conduct" shall mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority".

"Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance guidelines of Listing Agreement and Companies Act, 2013.

"Code" means Code of Conduct for Directors and Senior Management Executives adopted by REI Agro Limited.

"Protected Disclosure" means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an 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.

"Subject" means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

"Vigilance and Ethics Officer" means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

"Whistle Blower" is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

SCOPE

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

- Abuse of authority
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of company data/records
- Financial irregularities, including fraud, or suspected fraud
- Criminal offence
- Pilferation of confidential/propriety information
- Deliberate violation of law/regulation
- Wastage/misappropriation of company funds/assets
- Breach of employee Code of Conduct or Rules, or
- Any other act against the interest of the Company

ELIGIBILITY

All Employees of the Company including directors are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

PROCEDURE

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same either be typed or written in a legible handwriting.

The Protected Disclosure should be submitted under a covering letter signed by complainant in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower policy" or sent through email with the subject "Protected disclosure under the Whistle Blower policy" . If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as a normal disclosure.

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

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

Name: Mr. Mandan Mishra-Company Secretary and Compliance Officer
 Address: 58A/1, Sainik Farm, New Delhi-110062
 E-mail Id: mandan@reiagro.com
 Contact No.: 011-66768000
 Fax no. : 011-66768026

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 Chairman of the Company and the Chairman of the Audit Committee are as under:

Name and contact details of the Chairman of the Company:

Name : Mr. Sandip Jhunjhunwala
Address: 58A/1, Sainik Farm, New Delhi-110062
E-mail Id:investorgrievance@reiagro.com
Contact No.: 011-66768000
Fax no. : 011-66768026

Name and contact details of the Chairman of the Audit Committee

Name : Mr. K.D Ghosh
Address: 58A/1, Sainik Farm, New Delhi-110062
E-mail Id: investorgrievance@reiagro.com
Contact No.: 011-66768000
Fax no. : 011-66768026

In order to protect the identity of the complainant, the vigilance and ethics officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name/ address on the envelope nor to enter into any further correspondence with the Vigilance and Ethic Officer. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer. On receipt of the protected disclosure the Vigilance Officer, Chairman of the Company and Chairman of the Audit Committee, as the case may be, shall detach the covering letter bearing the identity of the whistle blower and process only the Protected Disclosure.

INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance and Ethics Officer will carry out an investigation either himself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant 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 investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

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. 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.

RIGHST OF WHISTLE BLOWER/ ACCUSED

a) the Whistle Blower/ Accused shall have a right to be heard and adequate time and opportunity shall be given for the subject to communicate his/ her say on the matter

b) the Whistle Blower/ Accused shall have the right to be informed of the outcome of the

investigation and shall be so informed in writing by the Company after the Completion of the Inquiry/ investigation.

DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

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.

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

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.

NON-RETALIATION

No Whistle Blower who, in good faith, makes a disclosure or lodges complaints in accordance with this policy shall suffer reprisal, discrimination or adverse employment consequences. The Company as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against the Whistle Blower.

Any other official of the Company assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

SECRECY/ CONFIDENTIALITY

The identity of the Whistle Blower shall be revealed only amongst the member of the Vigilance and Ethics Office, Member of the Audit Committee of the Company or any other person/ outside agency authorised to investigate the matter as the case may be. The identity of the Whistle Blower will not be revealed unless he himself has made either his details public or disclosed his identity to any other officer or authority.

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

- Maintain complete confidentiality/ secrecy of the matter
- Not discuss the matter in any informal/ social gathering/ meetings
- Discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- Not keep the papers unattended anywhere at any time
- Keep the electronic mails/ files under password

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

ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

COMMUNICATION

Director and Employees shall be informed of the Policy by publishing on the notice board and the website of the company.

RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

ADMINISTRATION AND REVIEW OF THE POLICY

The Board of Directors shall be responsible for the administration, interpretation, application and review of this policy. The Board also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.