BLUE PEARL AGRIVENTURES LIMITED

WHISTLE BLOWER POLICY

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1. Preface

Blue Pearl Agriventures Limited ("Company") believes in the conduct of the affairs of its constituents in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior. Company is committed to conducting its business with integrity and in compliance with the laws of the land, established Audit Principles and the Company's Code of Conduct ("Code"). Any actual or potential violation of the Code of Conduct, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of directors and employees in pointing out such violations of the Code of Conduct cannot be undermined.

This Whistleblower Policy (the "Policy") is formulated to provide a framework to promote responsible and secure whistle blowing within the organization. It provides guidance and a procedural framework to directors, employees, customers, vendors and/or third-party intermediaries wishing to raise a concern about irregularities and/or frauds and any other wrongful conduct within the Company without fear of reprisal, discrimination or adverse employment consequences.

This policy is also intended to enable the Company to address such disclosures or complaints by taking appropriate action, including, but not limited to disciplinary action that could include terminating the employment and/or services of those responsible and also includes filing of legal case. The Company will not tolerate any retaliation against any employee, customer, Vendor and/or third-party intermediary for reporting in good faith, any enquiry or concern. The policy neither releases employees, customers, vendors and/or third-party intermediaries from their duty of confidentiality in the course of their work, nor is it a route for taking up personal grievances.

2. Definitions

a. **"Code"** means the Company's Code of Conduct as in force from time to time.

b. "**Directors**" means the Board of Directors of the Company.

c. **"Employee"** shall mean all individuals on full-time or part-time employment with the Company, with permanent, probationary, trainee, retainer, temporary or contractual appointment and also includes the Board of Directors of the Company.

d. **"Whistleblower Committee"** means a committee set up by the Audit Committee for the purpose of administering the Whistleblower Policy, constituted for this purpose.

e. **"Investigator"** means those persons authorized, appointed, consulted or approached by the Whistleblower Committee to investigate the reported matter;

f. **"Reportable Matter" or Alleged Misconduct"** means unethical behavior, actual or suspected fraud, violation of law, breach of Company's Code of Conduct, Company Policies and Guidelines.

g. **"Subject"** means, a person who is, the focus of investigative fact finding either by virtue of Protected Disclosure made or evidence gathered during the course of an investigation.

h. "**Protected Disclosure**" means any communication made in good faith by the whistle blower that discloses or demonstrates information that may indicate evidence towards unethical or improper activity.

i. **"Whistleblower"** means any employee of the Company making a protected disclosure/Complaint under this Policy.

3. Applicability

This Policy applies to all the Employees of the Company.

4. Coverage of Policy

A Whistleblower can complain about the following issues under this policy. The list of issues classified under "Reportable Matter" or "Alleged Misconduct" is indicative and is not all inclusive.

Alleged misconduct may include, but is not limited to the following:

- Forgery, falsification or alteration of documents.
- Unauthorized alteration or manipulation of computer files/data.
- Fraudulent reporting, willful material misrepresentation.
- Pursuit of benefit or advantage in violation of the Company's policies.
- Misappropriation/misuse of Company's resources via; funds, supplies, vehicles or other assets.
- Authorizing/receiving compensation for goods not received/ services not performed.
- Authorizing or receiving compensation for hours not worked.
- Improper use of authority for personal gains.
- Unauthorized Release of Proprietary Information.
- Financial irregularities, including fraud, or suspected fraud.
- Breach of contract.
- Theft of Cash.

- Theft of Goods/Services.
- Unauthorized Discounts.
- Breach of Company's Code of Conduct
- Criminal Activity
- Giving and / or accepting, bribes, expensive gifts, directly or indirectly from business connections including clients, patients, vendors/Suppliers and Contractors in contravention of Code of Conduct policy.
- Deliberate violation of law/regulation.
- Any other unethical, biased, favored, imprudent action.

Concerns not covered under this policy:

- Personal grievance.
- Dissatisfaction with appraisals and rewards.
- Complaints relating to service conditions.
- Suggestions for improving operational efficiencies.
- Financial decisions by the Company.

5. Protection for Whistle Blowers

If a Whistleblower raises concern under this policy, he/she will not be under any risk of suffering any form of retaliation. The Company is committed to protecting the whistleblower from any form of retaliation or adverse action due to disclosure by them. Whistleblower will not be under risk of losing his/her job or suffer loss in manner like transfer, demotion, refusal of promotion.

The identity of the Whistle Blower shall be kept confidential to the extent possible ad permissible under law.

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

The protection is given provided that: -

a) The disclosure is made in the good faith.
b) Whistleblower believes that information and allegations contained in it are substantially true.
c) Whistleblower is not acting for personal gain.

6. False Complaints

While this policy is intended to bring out misconduct happening in Company and also to protect genuine whistleblowers from any unfair treatment, however any employee who made complaints with mala fide intentions and which is finally found to be false will be subject to strict disciplinary / legal action.

7. Reporting Mechanism

Employees may raise "Reportable Matter" or "Alleged Misconduct" within 30 days after becoming aware of the same to the Whistleblower Committee.

a) The Whistleblower Committee shall be headed by, Managing Director of the Company and shall comprise of the following other members
b) Chief Financial Officer (CFO)
c) Company Secretary & Compliance Officer

The "Reportable Matter" or Alleged Misconduct" can be sent in detail to Whistleblower Committee member(s)
In exceptional cases, Employees have a right to make a Protected Disclosure directly to the Chairman of the Audit Committee, by:

Sending an e-mail to bluepearltexspin@gmail.com
i. Writing a letter marked as Private and Confidential and addressed to the Chairman of the Audit Committee and sending it at the Corporate Office of the Company in Ahmedabad.

Employees are encouraged to provide full information along with his name and contact details, so that Whistleblower Committee can evaluate the merits of the complaint and initiate appropriate investigation / action on the complaint.

8. Responsibility of the Whistle Blower Committee

- The Whistleblower Committee shall be responsible to act on the incident in an unbiased manner.

- The Whistleblower Committee shall take necessary actions to maintain confidentially within the organization on issues reported.

- The Whistleblower Committee shall identify impartial team of Investigators for conducting investigation. The Committee can also appoint any outside agency for seeking assistance, if needed.

The Whistleblower Committee shall, subject to the prior concurrence of the Chairman of the Audit Committee, be responsible for recommending disciplinary action against the subject if investigation found to be true as raised by whistleblower.

9. Process of Inquiry / Investigation

The Whistleblower Committee shall meet and discuss every "Reportable Matter" or "Alleged Misconduct" within seven days of receipt of said complaint and shall make an assessment or decide on enquiries or investigations to be made at the preliminary stage for validating and assessing the alleged misconduct / reportable matter. Where initial inquires indicate that further investigation is necessary, it shall constitute an Investigation Team to do the same.

- All matters reported to Whistleblower Committee will be accessed on merit.
- The Whistleblower Committee may obtain inputs from other relevant sources and review the evidence wherever necessary. While doing so Committee shall maintain the secrecy on the Whistleblower and immediate witness, if any, and will also ensure that there will be no retaliation on him/her.
- The Investigation Team, formed by the Committee shall comprise of 1 or more Investigators, who may be employee(s) of the Company or otherwise, but are competent enough to handle the matter.
- The Investigator, who is a member of Investigation Team, constituted by Committee shall also maintain confidentiality during entire investigation process. They are required to play fair role during entire investigation process.
- The identity of the Subject will be kept confidential given the legitimate needs of law and investigation.
- The Subject is expected to co-operate in the investigation process. The Subject will also ensure that evidence is not withheld, destroyed or tapered.
- Investigator, Subject and Whistleblower shall neither intervene nor they influence or threaten the immediate witness, if any.
- At any given point of time if Committee is informed that Investigator, Whistleblower or Subject is influencing the Investigation Process, strict disciplinary action will be taken against them as deemed fit by the Committee.
- Everyone who is working with the Company has a duty co-operate in the investigation process.
- Failure to co-operate during the investigation process or intentionally providing the wrong information during the investigation process could result in disciplinary action, including termination of employment as deemed fit by the Committee / Management.
- The Investigating Team shall submit their report along with facts and supporting documents, within 15 days of receipt of "Reportable Matter" or "Alleged Misconduct" from the Whistle Blower Committee.

- The Whistle Blower Committee shall within 45 days of receipt of "Reportable Matter" or "Alleged Misconduct" forward the Complaint of the Whistle Blower to the Chairperson of the Audit Committee along with its recommendation.

10. Decision and Reporting

i. The Audit Committee shall, based on the findings in the written report submitted by the Whistle Blower Committee and after conducting further investigation as it may deem fit, come to a final decision in the matter not later than 45 days from the date of receipt of the written report.

ii. If the complaint is shown to be justified, then the Audit Committee shall invoke disciplinary or other appropriate actions against the concerned as per the Organization's procedures. The following actions may be taken after investigation of the concern;

   a. Disciplinary action (up to and including dismissal) against the Subject depending on the results of the investigation; or;

   b. Disciplinary action (up to and including dismissal) against the whistleblower if the claim is found to be malicious or otherwise in bad faith; or

   c. No action if the allegation proves to be unfounded.

iii. If the report of the 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.

11. Miscellaneous

I. An annual report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.

II. All Protected Disclosures in writing or otherwise, the documents pertaining to the disclosures made by a Whistleblower, along with the results of the investigation relating thereto, evidences submitted and proceedings carried thereon, shall be retained by the Company for a minimum period of five (5) years, or such other period as may be specified by any other law in force, whichever is more.

12. Modification

The Board of Directors reserves the right to amend or modify this Policy in whole or in part, at any point of time, if required. However, no modifications shall be effective if made in contravention with the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 or any other applicable laws.

13. Confidentiality

The Company, through this Policy, gives assurance to every Employee that complete confidentiality will be ensured by the Company in respect of the disclosures made by a Whistle - Blower and investigations thereon. For this purpose, the Whistle - Blower is therefore requested to make it clear at the time of making any disclosures that the disclosures are being made under this Policy.

14. Disclosures

- The company shall disclose such policy in its Board's Report & shall also display on its website.
- Corporate Governance Report of the company shall disclose about such Policy & affirm that no personnel have been denied access to the audit committee.