

ADM AGRO INDUSTRIES INDIA PRIVATE LIMITED

ADM – INDIA VIGIL MECHANISM (WHISTLE BLOWER) POLICY			
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1. BACKGROUND

As per Section 177 of the Companies Act, 2013 read with Rule 7(1) of Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to establish a Whistle Blower/Vigil Mechanism for its directors and employees to report genuine concerns or grievances.

The Whistle Blower/Vigil Mechanism is required to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the director nominated by the Company in appropriate or exceptional cases.

2. POLICY OBJECTIVES

This Policy seeks to provide a channel to the Employees to report to the management, concerns in relation to malpractices and events which have taken place/ suspected to take place, involving:

- (i) Breach of the ADM Code of Conduct;
- (ii) Breach of business integrity and ethics;
- (iii) Breach of terms and conditions of employment with the Company and rules thereof;
- (iv) Intentional financial irregularities, including fraud, or suspected fraud;
- (v) Deliberate violation of laws/regulations;
- (vi) Gross or willful negligence causing substantial and specific danger to health, safety and environment;
- (vii) Manipulation of company data/records;
- (viii) Pilferation of confidential/propriety information;
- (ix) Gross wastage/misappropriation of Company funds/assets.

This mechanism neither releases Employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

3. **SCOPE OF THE POLICY**

This Policy covers malpractices and events which have taken place / suspected to have taken place involving instances of violation of applicable laws, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules and Code of Conduct, manipulations, negligence causing danger to public health and safety, misappropriation of Company funds, and other matters or activity on account of which the interest of the Company or its Employees is affected and formally reported by Whistle Blowers.

4. **DEFINITIONS**

- 4.1 "ADM" shall mean Archer Daniels Midland Company, USA, the ultimate holding company of the Company.
- 4.2 "Board" means the Board of Directors of the Company.
- 4.3 "Company" means ADM Agro Industries India Pvt. Ltd. and all its offices and subsidiaries.
- 4.4 "Code of Conduct" means the code of conduct as applicable to all companies of the ADM group.
- 4.5 "Complaint" 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 with respect to the Company. However, the Complaints 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.
- 4.6 "Employee" means all the present employees and directors of the Company.
- 4.7 "Investigating Officer" means the officer appointed by the Nominated Director from amongst the Employees of the Company to assist in the investigation of a Complaint.
- 4.8 "Nominated Director" means a Director nominated by the Board of the Company for the purposes of vigil mechanism to whom the Employees may report their concerns in accordance with this Policy.
- 4.9 "Policy" means this Vigil Mechanism Policy approved by the Board on [insert date] and including any amendments made to it from time to time.

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

4.11 "Whistle Blower" is an Employee or group of Employees who make a Complaint under this Policy and also referred in this Policy as Whistle Blower.

5. RECEIPT AND DISPOSAL OF COMPLAINTS

5.1 Complaints should be reported in writing and should be duly signed by the Whistle Blower. The Complaint should be made as soon as possible after the occurrence of the event the said Complaint relates to and the Whistle Blower becoming aware of the occurrence of such event so as to ensure a clear understanding of the issues raised.

5.2 The Complaint made should either be typed or written in legible handwriting and may be in English or in Hindi/ any other vernacular language based on the location of the office of the Company. The Whistle Blower shall clearly write his/her name, designation, location and address on the Complaint. It may be noted that anonymous/ pseudonymous Complaints will not be investigated.

5.3 All Complaints should be addressed to the Nominated Director of the Company. The contact details of the Nominated Director are as under:-

Name – Mr. Animesh Ballabh

Address Kumar Market, Radium Road, G.P.O. Ranchi, Kotwali, Ranchi-834001, Jharkhand

Email Id – vigil.director.India@adm.com

5.4 The Code of Conduct, which is applicable to the Company by virtue of it being a subsidiary of ADM, inter-alia provides for the ADM Way Helpline, through which any Employee can raise concerns, questions and comments about the ethics or integrity of any aspect of the business of the Company.

With respect to the ADM Way Helpline, the Code of Conduct provides for the following:

"If you wish to raise a concern anonymously, where local law permits, you may visit www.theadmwayhelpline.com, call the ADM Way Helpline or write a letter to Compliance without identifying yourself. As some countries regulate the use of an anonymous reporting service, your location's ADM Way Helpline posters provide information explaining any specific legal requirements for its use in your country.

The ADM Way Helpline telephone service is free. It is available 24 hours a day, seven days a week to those of us located in countries that have available access codes (see the back of our Code for details). Its operators speak nearly all languages. If you wish to make a report via the ADM Way Helpline, you may share your name or stay anonymous, where local law allows. It is important that you feel comfortable and safe raising your questions and concerns. ADM will never tolerate any form of retaliation against you for making a good faith report of actual or



potential misconduct. Making a report in "good faith" means your report is honest, sincere and complete to the best of your knowledge.

If you feel retaliation has occurred, it is important to share that information with our Compliance team so that it may be formally reviewed and resolved.

ADM will investigate all reports of possible ethical or legal misconduct as promptly as possible. ADM will keep details of investigations confidential to the maximum extent possible, consistent with resolution of the issue and in compliance with applicable laws.

At times, ADM colleagues may be called upon to assist with internal or external investigations of alleged misconduct. We each have a responsibility to cooperate with these investigations. You must never interfere with an investigation by altering or destroying related documents or evidence"

Under this Policy the Whistle Blower can approach the ADM Way Helpline Number as provided in the Code of Conduct. The Nominated Director shall have access to the Complaints made under this Policy. However, anonymous/ pseudonymous Complaints will not be investigated.

The ADM Way Helpline number for India is 0000.800.100.1477 or 000.117, then 800.443.2516.

- 5.5 On receipt of the Complaint, the Nominated Director shall make a record of the Complaint and also ascertain from the Whistle Blower whether he was the person who made the Complaint or not for further appropriate investigation and needful action.
- 5.6 The Nominated Director may call for such further information or particulars from the Whistle Blower as he deems fit.

6. INVESTIGATION

- 6.1 All Complaints under this Policy will be recorded and thoroughly investigated. The Nominated Director will investigate and may at his discretion consider involving any other officer of the Company for the purpose of the investigation. In case the Nominated Director deems necessary he may identify an Investigating Officer.
- 6.2 The investigation may involve study of documents and holding of interviews with various individuals. Any person required to provide documents, access to systems and other information for the purpose of such investigation shall co-operate in doing so. Individuals with whom the Investigating Officer requests an interview for the purposes of such investigation shall make themselves available for such interview at all reasonable times and shall provide the necessary co-operation for such purpose.
- 6.3 Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and shall be accorded opportunities for providing their inputs during the investigation.



- 6.4 The Nominated Director or the Investigating Officer, as the case may be, will make best endeavors to complete the investigation and submit to the Board, an investigation report within 30 days from the receipt of the Complaint.

7. DECISION AND REPORTING

- 7.1 The Nominated Director along with his recommendations will report the findings of the investigation to the Board within 30 days of receipt of a Complaint for further action as deemed fit. In the event a prima facie case exists against the Subject, the Board shall take appropriate action in this regard or shall close the matter, as the case may be, for which Board shall record the reasons. Copy of the above decision shall be addressed to the Nominated Director who in turn shall intimate the Whistle Blower and the Subject of the same.
- 7.2 In case the Subject is the Nominated Director, the Complaint shall be addressed to the Board of the Company which in turn will appoint another director from the Board to examine and investigate the Complaint. The director so appointed after providing an opportunity to the Subject to explain his position and after completion of the investigation shall submit a report along with his/her recommendations to the Board for further appropriate action in this regard or shall close the matter, as the case may be, reasons for which shall also be intimated to and recorded by the Board. Copy of the final decision of the Board shall be addressed to the director who in turn will intimate the Whistle Blower and the Subject about the same.
- 7.3 In the event the Nominated Director/Board is of the view that a Complaint has not been made in good faith such an event shall be viewed seriously and the Whistle Blower may be subject to appropriate disciplinary action. In case of repeated frivolous complaints or false allegations by an Employee, the Nominated Director or the Board, as the case may be, may take suitable disciplinary action including reprimand against the concerned Employee in accordance with the rules, procedures and policies of the Company.
- 7.4 The Nominated Director shall keep and maintain the following records in respect of the Complaint, its investigation and action taken:
- (i) Brief facts of Complaints stating whether the same Complaint was raised previously by anyone, and if so, the outcome thereof;
 - (ii) Details of actions taken by Nominated Director/ Investigating Officer for processing the complaint.
 - (iii) Findings of the Nominated Director/ Investigating Officer;
 - (iv) The recommendations of the Nominated Director/ other action(s).

8. SECRECY / CONFIDENTIALITY

The Whistle Blower, Nominated Director, members of the Board, the Subject and everybody involved in the investigation and redressal process shall:

- (i) Maintain utmost confidentiality of all matters under this Policy;
- (ii) Not discuss the matter with any person whatsoever except to the extent or with those persons as required under this Policy for completing the process of the investigation;
- (iii) Not keep related documents unattended anywhere at any time; and
- (iv) Keep all related electronic mails / files under password.

9. PROTECTION

- 9.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Complaint under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/ suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Complaints. If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure etc.
- 9.2 A Whistle Blower may report any violation of the above clause to the Nominated Director, who shall investigate into the same and recommend suitable action to the management.
- 9.3 The identity of the Whistle Blower shall be kept confidential to the extent possible. 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 office or authority. In the event of the identity of the Whistle Blower being disclosed, the Nominated Director will be authorized to initiate appropriate action against the person making such disclosure. The identity of the Whistleblower, if known, shall remain confidential to those persons directly involved in the implementation of this Policy, unless the issue requires investigation by law enforcement agencies.
- 9.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower. This Policy does not protect an Employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made by such Employee pursuant to this Policy.

10. REPORTING

A quarterly status report on the number of Complaints received under the Policy and a summary of the outcome of such Complaints shall be submitted by the compliance

officer of the Company and/ or the Nominated Director, as the case may be, to the Board of the Company.

11. **COMMUNICATION**

This Policy shall be published on the website of the Company.

12. **RETENTION OF DOCUMENTS**

All Complaints documented along with the results of investigations relating thereto, shall be retained by the compliance department of the Company for a minimum period of 5 years or as required by applicable laws, whichever is more, from the date of the decision of the Board in specific matters.

13. **ADMINISTRATION AND REVIEW OF THE POLICY**

The Nominated Director shall be responsible for the administration, implementation, interpretation, application and review of this Policy in consultation with the Board. The Nominated Director shall be empowered to bring about necessary changes to this Policy, if required at any stage, with the concurrence of the Board. The Board 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.

For and on Behalf of the Board:

