

**ZR2 BIOENERGY LIMITED**

**WHISTLE BLOWER POLICY /VIGIL MECHANISM POLICY**

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### INTRODUCTION:

Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and Section 177 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that all Listed Companies are required to establish a Vigil Mechanism for Directors and employees to report genuine concerns.

Regulation 9A(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (**"Insider Trading Regulations"**) requires the Company to formulate a whistle blower policy to enable employees to report instances of leak of Unpublished Price Sensitive Information.

In compliance with these regulatory requirements, the Company has established a vigilance (whistle blower) mechanism and has formulated this Whistle Blower Policy ("Policy") in order to provide a framework for responsible and secure whistle blowing / vigilance mechanism.

This policy will help the Company to maintain and encourage high moral standards, financial integrity, transparency and good governance in its business dealings. This policy is guided by the Company's philosophy of Knowledge, Action and Care and will be implemented across **ZR2 Bioenergy Limited** ('the Company') as a whole including its subsidiaries.

### DEFINITION:

**"The Company"** means **ZR2 Bioenergy Limited**.

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

**"Employees"** means every employee of the Company (including the Directors which are in the employment of the Company) or of its Subsidiaries (whether working in India or abroad).

**"Audit Committee"** means the Audit Committee of the Company constituted by its Board of Directors.

**"Protected Disclosure "** means a communication made under this Policy in good faith that:

- a) discloses information which evidences; or
- b) expresses genuine and verifiable concerns or grievances relating to; any unethical behaviour, actual or suspected fraud, violation of the Company's Code of Conduct, or any malpractice, illegal or improper activity or conduct, in or relating to the Company.

**"WHISTLE BLOWER"** means a person making a Protected Disclosure under this Policy.

#### **ELIGIBILITY:**

All employees and directors of the Company are eligible to make "Protected Disclosures".

**"Good faith"** – An Employee or Director shall be deemed to be communicating in "good faith" if there is a reasonable basis for Protected Disclosure. Good faith shall be deemed lacking when the Employee or Director does not have personal knowledge on a factual basis for the Protected Disclosure or when the Employee or Director knew or reasonably should have known that the Protected Disclosure is malicious, false or frivolous.

**"Malicious Complaints"** means complaints which are mala fide, frivolous, baseless, false or malicious or where the same is reported otherwise than in Good Faith.

#### **Objective :**

The policy aims to provide a channel to all Employees and Directors to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics and / or any instances of leak of unpublished price sensitive information.

As stated earlier, the Company is committed to maintain and encourage high moral standards, financial integrity, transparency and good governance in all its business dealings. In order to maintain these standards the Company encourages its Employees and Directors who have genuine concerns about suspected misconduct to be fearless and come forward and express these concerns without fear of punishment for such disclosure or unfair treatment.

The Company recognizes that some breaches can be extremely sensitive and may deter employees from open communication. This Policy also acts as a supplementary channel to normal management hierarchy for all employees irrespective of their position to raise concerns.

The mechanism provides for safeguards against victimization of whistle blowers who avail of this mechanism and also provides for direct access to the Whistle Blower Committee or Investigating Officer / Internal Audit / Independent Firm appointed by the Whistle Blower Committee of the Company.

However, this does not release the employees from their duty of confidentiality in their course of work nor can it be used as a route for any Malicious Complaints.

#### **PROCEDURE:**

All Protected Disclosures should be reported in writing by the whistle blower as soon as possible, not later than 30 days after he/she becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted in a closed and secured envelope and should be

super scribed as “**Protected disclosure under the Whistle Blower Policy**”. Alternatively, the same can also be sent through email with the subject “**Protected disclosure under the Whistle Blower Policy**”. If the whistle blower is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure.

**The Contact details are as under:**

**Name:** Ms. Aparna Nagori, HR - Manager

**Address:** 1102 Lodha Supremus Floor 11, Senapati Bapat Marg Lower Parel, Mumbai, 400013

**E-Mail: I.D:** [aparna.nagori@zr2group.com](mailto:aparna.nagori@zr2group.com)

Anonymous or pseudonymous protected disclosure shall not be entertained.

Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

**INVESTIGATION:**

All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other 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.

**DECISION AND REPORTING:**

Audit Committee along with its recommendations will report its findings to the Management and Management will have the power to take the necessary actions.

If the report of investigation is not to the satisfaction of the complainant, the complainant has right to report the event to the appropriate legal or investigating agency.

A complainant who makes false allegations of unethical & improper practices or about wrongful conduct of the subject to the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

**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.

**SECRECY / CONFIDENTIALITY:**

The Whistle Blower, Members of Audit Committee and any person involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

**RETENTION OF DOCUMENTS:**

All Protected disclosures documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 8 (eight) years or such other period as specified by any other law in force, whichever is more.

**DISCLOSURES:**

This policy shall be hosted on the website of the Company.

**AMENDMENTS:**

This policy can be modified at any time by the Board of Directors of the Company.

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**DOCUMENT HISTORY:**

<b>Version</b>	<b>Version Date</b>	<b>Reviewed and approved by</b>	<b>Brief Description</b>
1.0	13-08-2025	Board of Directors	Re drafted whole policy pursuant to change in the management and Change of Company Name