

ADPLUS CHEMICALS AND POLYMERS PRIVATE LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

PREAMBLE

Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires certain companies to establish a Vigil Mechanism for directors and employees to report genuine concerns.

As AdPlus Chemicals and Polymers Private Limited (AdPlus / Company) has borrowings from banks and financial institutions exceeding Rs. 50 Crore, the Company has adopted this Vigil Mechanism / Whistle Blower Policy (Policy).

The Policy aims to promote ethical behaviour, transparency and accountability within the Company.

OBJECTIVE

The objectives of this Policy are to:

- Provide a mechanism for Directors and Employees to report genuine concerns.
- Encourage reporting of unethical behaviour, fraud or misconduct.
- Ensure protection against victimization or retaliation.
- Provide for fair and transparent investigation of reported concerns.
- Strengthen corporate governance and internal control systems.
- Encourage a culture of openness and accountability within the Company.

APPLICABILITY

This Policy applies to all Directors and Employees (permanent, contractual, temporary or trainees) of the Company.

DEFINITIONS

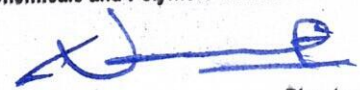
“Whistle Blower” shall mean a Director or Employee who makes a disclosure under this Policy.

“Protected Disclosure” shall mean a concern raised in good faith regarding unethical conduct, wrongdoing, fraud or violation of law.

“Designated Director” shall mean the Director nominated by the Board to receive and address complaints under this Policy.

Words and expressions used in this Policy and not defined herein but defined under the Companies Act, 2013 or the rules made thereunder shall have the meanings respectively assigned to them under the said Act and the relevant rules. In case of any inconsistency, the interpretation under the applicable laws shall prevail.

Adplus Chemicals and Polymers Private Limited



Director

SCOPE OF THE POLICY

This Policy covers disclosure of concerns relating to matters including but not limited to:

- Fraud or suspected fraud.
- Financial irregularities.
- Manipulation of company records or accounts.
- Misappropriation of funds or assets.
- Corruption, bribery or unethical conduct.
- Violation of Company's Code of Conduct.
- Abuse of authority or conflict of interest.
- Violation of company policies.
- Non-compliance with applicable laws and regulations.
- Deliberate concealment of information relating to misconduct.

This Policy is not intended to address routine employee grievances which should be handled through normal HR channels.

VIGIL MECHANISM

The Company has established a Vigil Mechanism to enable Directors and Employees to report genuine concerns.

Since the Company is not required to constitute an Audit Committee, the Board of Directors has designated a Director to perform the role required under the Vigil Mechanism.

The Board has designated:

Mr. Navanit Narayan
Director (Designated for Vigil Mechanism)

Directors and Employees may report their concerns to the Designated Director.

Contact details:

Email: navanit.narayan@hpl.co.in

Address: Tower 1, Bengal Eco Intelligent Park (Techna) Block EM, Plot No 3, Sector V, Salt Lake, Kolkata – 700 091

Complaints should preferably be submitted in writing with sufficient information and supporting evidence wherever possible.

INVESTIGATION PROCEDURE

All Protected Disclosures should be reported in writing by the complainant as soon as possible, preferably not later than 30 days after the Whistle Blower becomes aware of the same.

Upon receipt of a complaint:

- The Designated Director shall review the disclosure and determine whether it warrants investigation.
- If required, an internal investigation may be initiated.
- The Designated Director may seek assistance from senior management or external professionals.
- Findings of the investigation shall be placed before the Board of Directors.
- Based on the findings, appropriate corrective or disciplinary action shall be taken.

Anonymous complaints may be considered at the discretion of the Designated Director depending upon the seriousness of the issue and the availability of supporting evidence.

DECISION AND REPORTING

Upon completion of the investigation, the Designated Director shall place the findings before the Board of Directors.

If the investigation establishes that improper or unethical conduct has occurred, the Company may take appropriate corrective or disciplinary action against the concerned person(s) in accordance with applicable laws and the Company's policies.

Such action may include, without limitation:

- Disciplinary action against the concerned employee or officer.
- Recovery of losses or damages caused to the Company.
- Strengthening of internal controls or processes.
- Reporting the matter to regulatory or law enforcement authorities, where required.

The decision of the Board of Directors regarding the action to be taken shall be final.

PROTECTION OF WHISTLE BLOWER

The Company is committed to ensuring that no whistle blower is subjected to retaliation or victimization.

The Company shall ensure:

- Protection against harassment or discrimination.
- Confidentiality of the whistle blower's identity.
- Fair treatment during investigation.

Any act of retaliation itself shall be treated as misconduct and may invite disciplinary action.

CONFIDENTIALITY

All disclosures made under this Policy shall be treated as confidential.

Information relating to the complaint shall be shared only with persons involved in the investigation

or decision making process.

ACCESS TO THE BOARD

In exceptional cases, where the Whistle Blower believes that the concern has not been adequately addressed through the Vigil Mechanism or considers it inappropriate to report the concern through the designated channel, he/she may directly approach the Board of Directors of the Company. The Board shall review such concern and ensure that appropriate action is taken in accordance with this Policy.

FALSE OR MALICIOUS COMPLAINTS

While the Company encourages genuine disclosures, any complaint made maliciously or with the intention to defame another person may result in disciplinary action.

GOOD FAITH

A disclosure shall be deemed to be made in good faith if the Whistle Blower has reasonable grounds to believe that the information disclosed indicates misconduct.

REPORTING TO THE BOARD

The Designated Director shall periodically place before the Board of Directors a summary of the complaints received under the Vigil Mechanism and the status of their investigation and resolution.

In cases where a complaint is received directly by the Board in terms of this Policy, the Board shall review the matter and take such action as it may deem appropriate.

RETENTION OF DOCUMENTS

All Protected disclosures 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.

POLICY REVIEW

The Board of Directors may review, amend or modify this Policy from time to time to ensure compliance with applicable laws and best governance practices.

APPROVAL

This Policy was approved by the Board of Directors of the Company at its meeting held on 17th March, 2026 and shall come into effect immediately.

Annexure – Whistle Blower Complaint Form
(Under Vigil Mechanism Policy)

1. Details of the Whistle Blower

Name: _____

Designation / Department (if employee): _____

Contact Number: _____

Email ID: _____

Address (optional): _____

(If the complaint is being made anonymously, this section may be left blank.)

2. Details of the Person(s) Against Whom Complaint is Made

Name: _____

Designation / Department: _____

Relationship with the Company (Employee / Director / Vendor / Other): _____

3. Nature of Concern / Complaint

Please indicate the nature of concern (tick where applicable):

- Fraud / Financial Irregularity
- Misappropriation of Company Assets
- Violation of Company Code of Conduct
- Corruption / Bribery
- Violation of Law or Company Policies
- Abuse of Authority
- Conflict of Interest
- Other (please specify): _____

4. Details of the Incident / Concern

Please provide a detailed description of the concern, including relevant facts, dates, locations and names of persons involved.

(Attach additional sheets if required.)

5. Supporting Evidence

Please mention any documents or evidence supporting the complaint.

(Attach copies if available.)

6. Date(s) of Occurrence of Incident

7. Declaration

I hereby declare that the information provided above is true to the best of my knowledge and belief and that the complaint is being made in good faith under the Vigil Mechanism Policy of the Company.

Signature: _____

Name: _____

Date: _____

8. For Official Use Only

Complaint Received By: _____

Date of Receipt: _____

Reference No.: _____

Remarks: _____

Adplus Chemicals and Polymers Private Limited



Director