



ADF FOODS LIMITED

WHISTLE BLOWER POLICY
Effective Date: August 11, 2014
Version: 3
Previous Review Date: February 26, 2018
Last Review Date: March 25, 2019

WHISTLE BLOWER POLICY

Applicability

ADF Foods Limited believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. Any actual or potential violation of these Principles would be a matter of serious concern for the organization.

Employees have a role and responsibility in pointing out such violations. This Policy is formulated to provide a secure environment and to encourage employees of the organization to report unethical, unlawful or improper practices, acts or activities in the organization and to prohibit managerial personnel from taking any adverse personnel action against those employees who report such practices in good faith. This Policy applies to all permanent employees of the organization.

Policy

Every employee is expected to promptly report to the management any actual or possible violation of the Principles or any other unlawful or unethical or improper practice or act, or activity.

The unlawful or unethical or improper practice or act or activity (hereinafter referred to as an "alleged wrongful conduct") may include, but is not limited to, any of the following:

- A violation of any law
- Misuse or misappropriation of the Organization's assets
- Gross waste of or misuse or misappropriation of the Organization's funds
- Incorrect financial reporting or misrepresentation of facts which are not in line with applicable Company policy
- A substantial and specific danger to health and safety
- Serious improper conduct (including any kind of mental or sexual harassment)
- Leakage of Unpublished Price Sensitive Information**.

No Manager, Director, Department Head, or any other employee with authority to make or materially influence significant personnel decisions shall take or recommend an adverse personnel action against an employee in knowing retaliation for a disclosure of information, made in good faith, about an alleged wrongful conduct.



Definitions

*1. "This Policy" or "Policies"

"This Policy" or "Policies" refers to the "Whistle-Blower Policy." This Policy forms part of Vigil Mechanism established for Directors and employees of the Company to report genuine concerns as prescribed under Section 177(9) of the Companies Act, 2013 and Rules made thereunder forms part this Policy.

2. Whistle-Blower (WB)

WB means an Employee making a Disclosure under this Policy.

3. Adverse Personnel Action

An employment-related act or decision (relating to, but not limited to, compensation, promotion, job location, job profile, leave or other privileges) or a failure to take appropriate action by a Manager, which may affect the employee negatively.

*4. Designated Committee

WB Committee shall comprise of:

- 1) The Managing Director - Mr. Bimal R Thakkar;
- 2) **Mr. Anish Jhaveri, Chief Financial Officer (Representative for Mumbai office)
- 3) Ms. Shalaka Ovalekar, Company Secretary & HR Head (Representative for Mumbai office)
- 4) **Mr. Narayan Jagannath Kadam, General Manager - Works (Representative for Nasik Division)
- 5) Mr. R. R. Singh, Vice President - Manufacturing (Representative for Nadiad Division)

The designated email-Id for reporting Whistle Blower complaints against fellow co-workers is co_secretary@adf-foods.com.

The designated email-Id for reporting Whistle Blower complaints against Senior Management Personnel of the Company/ Company Secretary/ Directors is whistleblower@adf-foods.com.

The mechanism shall be reviewed by the Audit Committee of the Company in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



****5. Un-published Price Sensitive Information (“UPSI”)** shall mean any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following;

- i. Financial Results of the Company;
- ii. Dividends (Interim and Final);
- iii. Change in capital structure
- iv. Mergers, De-mergers, Acquisitions, Delisting of Securities, Disposals and Expansion of Business and such other transactions;
- v. Changes in Key Managerial Personnel;
- vi. Such other information, in the opinion of the Board, if disclosed is likely to materially affect the prices of the securities.

****6. Leak of UPSI** shall mean communication of UPSI by any Insider, Employee and Designated Persons to any person other than a person(s) authorized by the Company after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and / or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/ or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

7. Good Faith

An employee shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of the alleged wrongful conduct. Good faith shall be deemed lacking when the employee does not have personal knowledge

of or a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the alleged wrongful conduct is malicious, false or frivolous.

Roles, Rights and Responsibilities of Whistle-Blowers:

- Whistle-Blower has a right to report alleged wrongful conduct as stated in this Policy**.
- Whistle-Blowers provide initial information based on a reasonable belief that an alleged wrongful conduct has occurred. The Whistle-Blower is not expected to prove the truth of an allegation, but he needs to demonstrate to the Committee that there are sufficient grounds for concern. Certain safeguards have been provided which will prevent harassment or victimization of the Whistle Blower and could constitute sufficient grounds for dismissal of the concerned employee.



However, the intentional filing of a false report, whether orally or in writing, is itself considered an improper activity, which the Designated Committee has the right to act upon.

- Whistle-Blowers shall refrain from obtaining evidence for which they do not have a right of access. Such improper access may itself be considered an improper activity.
- Whistle-Blowers have a responsibility to be candid with the members of the Designated Committee or others to whom they make a report of alleged improper activities and shall set forth all known information regarding any reported allegations.
- Anonymous Whistle-Blowers must provide sufficient corroborating evidence to justify the commencement of an investigation. An investigation of unspecified wrongdoing or broad allegations would not be undertaken without verifiable evidence. Because investigators are unable to interview anonymous Whistle-Blowers, it may be more difficult to evaluate the credibility of the allegations and, therefore, less likely to cause an investigation to be initiated.
- Whistle-Blowers are "reporting parties," not investigators. They are not to act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the investigating authority.
- The identity of the Whistle-Blower will not be disclosed except where required under the law or for the purpose of the investigation. Should, however, the Whistle-Blower self-disclose his or her identity, there will no longer be an obligation not to disclose the Whistle-Blower's identity.
- This Policy may not be used as a defense by an employee against whom an adverse personnel action has been taken for legitimate reasons or cause under Company rules and policies. It shall not be a violation of this Policy to take adverse personnel action against an employee, whose conduct or performance warrants that action, separate and apart from that employee making a disclosure.

Disqualification

- While it will be ensured that genuine Whistle-Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle-Blower knowing it to be false or bogus or with a mala fide intention.
- Whistle-Blowers, who make any Disclosures, which have been subsequently found to be mala fide or malicious or Whistle-Blowers who makes three or more Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further



Disclosures under this Policy. This itself will be considered as an improper activity which the Designated Committee members have the right to act upon.

Procedures

A. For Making a Disclosure

- Any employee who observes or has knowledge of an alleged wrongful conduct shall make a disclosure to any of the members of the Company WB Committee as soon as possible but not later than 60 consecutive calendar days after becoming aware of the same. The disclosure may be made in writing (by e-mail or on paper) or orally (a personal meeting or over the telephone). Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. **Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness of the issue raised, the WB Committee can initiate an investigation independently.**
- The Committee to which the disclosure has been made shall appropriately and expeditiously investigate all Whistle-Blower reports received. Every effort will be made to protect the complainant's identity, subject to legal constraints. Malicious allegations by employees may result in disciplinary action.
- In this regard, the Committee, if the circumstances so suggest, may appoint a senior officer or a committee of managerial personnel to investigate into the matter.
- The Committee shall have the right to outline a detailed procedure for an investigation.

B. For Filing a Complaint by Whistle-Blower

- No later than 60 days after a current or former employee is notified or becomes aware of an adverse personnel action, he or she may protest the action by filing a written Whistle-Blower complaint with any member of the Delegation WB Committee. The Committee on receipt of a Whistle-Blower complaint shall appoint a senior officer or a committee of managerial personnel to review the complaint.
- Within 45 days of the complaint, the Senior Officer or Committee will submit a report to the Delegation or Company WB Committee. After considering the report, the Committee shall determine the future course of action and may order remedial action.

Notification

The existence and contents of this policy shall be communicated to the employees. The new employees shall be informed about the policy by the HR department.



This policy, as amended from time to time, shall be made available on the website of the Company.

Review

The Policy will be reviewed by the Board/ Audit Committee on the Annual basis and the amendments, if necessary will be carried out. In case, any provision in the policy is found inconsistent with the prevailing statutory provisions then such statutory provisions will prevail.

* The amendments have been carried out on February 26, 2018.

** The amendments have been carried out on March 25, 2019.