



## WHISTLE BLOWER POLICY

### Preface

Capital Foods Private Limited is steadfastly committed to observe to the highest standards of ethical, moral and legal conduct while conducting its business operation.

It is common knowledge that if violations of Company policies or applicable laws are not addressed promptly, the Company and those working for or with the Company could face investigation, prosecution, and other penalties by competent authority.

It is therefore imperative for the Company shall have an enabling mechanism for stakeholders to report such potential violations easily and free of any fear of retaliation.

Therefore, Company proposes to adopt the whistleblower Policy (**the Policy**). This policy is applicable to employee and director of the Company.

The Whistle Blower Policy of Capital Foods Private Ltd has been approved by the Board of Directors of the Company.

### The Purpose of this Policy

The Whistleblower policy is intended to provide a framework to stakeholders such as employees, directors to report actual or potential violation of any law, moral, ethical or any other policy of the Company and provide protection against any victimization and retaliation to whistle blower. Retaliation shall include adverse actions, harassment, or discrimination in employment upon reporting of a suspected violation.

Therefore, the Policy covers malpractices and events which have taken place/suspected to have taken place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
6. Any unlawful act whether Criminal/ Civil
7. Pilferage of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage / misappropriation of company funds/assets
10. Bribery or corruption
11. Sexual Harassment
12. Retaliation against a person reporting, informing or participating in the investigation under this policy



13. Breach of IT Security and data privacy

14. Social Media Misuse

15. Breach of Company Policy or failure to implement or comply with any approved Company Policy

The Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

#### **Who is a whistle blower?**

Any employee, director or third party who discloses or demonstrates an evidence of an unethical activity or any conduct that may constitute breach of this policy.

Every whistle blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate facts/data and not complain merely based on surmises or conjectures.

#### **No Retaliation against a Whistleblower**

No one may take any adverse action against any whistle blower for reporting, informing or participating in the investigation of, a reasonably suspected violation of any law, ethically or morally wrongful conduct or for violation of this policy. The Company does not appreciate such retaliation and views this seriously. Any retaliatory behavior against any employee for informing a violation or participating in the investigation of a suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment.

Though no action will be taken against the whistleblower if the complaint was made in good faith, even though no misconduct was determined after due investigation.

However, if a complaint, after an investigation proves to be frivolous, malicious or made with a personal vendetta or ulterior intent, the appropriate disciplinary against the concerned whistleblower will be taken.

It is clarified that the mere act of the Whistleblower reporting, informing or participating in the investigation in terms of this policy does not protect such Whistleblower from an adverse action which may be taken against his or her in relation to any other, misdemeanors or misconduct of the Whistleblower independent of such reporting, informing or participating in the investigation.

#### **How to Report**

This policy shall be administered by the Whistleblower Committee appointed by the Board under this policy and all reports, complaints, doubts or concerns in relation to this Policy shall be raised to the Whistleblower Committee appointed under the Policy .

**Whistleblower Committee** shall comprise of following person:

1. Chief Executive Officer or Managing Director
2. Chief Human Resource Officer
3. Chief Finance Officer
4. Head Legal and Company Secretary (Convenor and Reporting)

Company Secretary shall act as custodian of all documents and investigation and reporting.



Views and complaint can be addressed to following ID:

1. Email: [whistleblower@capitalfoods.co.in](mailto:whistleblower@capitalfoods.co.in)
2. Phone No:022- 6774 0100
3. Head of Legal and Company Secretary:

Where the complaint is oral, it will be recorded in writing by the member of the Whistleblower Committee.

Information related to reporting shall include as much information about the suspected violation as whistle blower is privy to. It should reasonably describe the nature of the suspected violation and the identities of persons involved in the suspected violation; To the extent possible it should also describe the time frame during which the suspected violation has occurred.

We encourage whistle blower to disclose his/her identity and provide the details where further communication, if required can be carried.

However, it will be at sole discretion of Whistleblower Committee to carry out investigation of anonymous complaint as well.

#### **List of exclusions**

Complaint of following nature may not ordinarily be investigated:

1. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body
2. Issues raised or relating to service matters or personal grievance (such as increment, promotion, appraisal etc.).
3. Complaints that are illegible, if handwritten.

**This Policy should not be used as a route for raising malicious or unfounded claims.**

#### **Investigation process**

Investigations will be conducted in confidence and will be transparent and fair.

A member (**Investigation Member**), appointed by the Whistleblower Committee, will investigate any complaint which is received by the Whistleblower Committee. Investigation Members are required to conduct this process towards fact-finding and analysis. If any Investigation Member has a conflict of interest in the matter i.e. there is a possibility that their personal interests may not ensure fair enquiry, such member will inform the Whistleblower Committee of the same, which may then appoint a different Investigation Member.

All information disclosed during the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with the policy and applicable law.

Employees of the Company shall have an obligation to cooperate, if required by the Company, to participate in the investigation violations.

Participants of the investigation shall provide all reasonable information and disclosure as is required to effectively carrying out the investigation. Any failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment.

The Whistleblower Committee shall complete its investigation within [60] days of receiving a query or



concern or within such extended period as the Board may approve.

**Rights of Subject of Investigation:**

Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunity for providing their inputs during the investigation.

**Duties / Responsibilities of Subject:**

Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed, or tampered with, and witnesses shall not be influenced, coached, threatened, or intimidated by the Subjects.

**Decision:**

If an investigation leads the Whistleblower Committee, to conclude that an improper or unethical act has been committed, Whistle Committee shall recommend to the management of the Company to take such disciplinary or corrective action as it deems fit.

**Reporting:**

A quarterly report with the number of complaints received under the policy and their outcome shall be placed before the Board of the Company.

**Document Retention**

All documents related to reporting, investigation and conclusion under this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

**Amendment:**

The Company for effective governance may establish further rules and procedures, from time to time, to give effect to the intent of this policy. The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Any amendment to policy shall take effect from the date notified in change document.

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