

**WHISTLE BLOWER POLICY- A VIGIL MECHANISM OF
KOHINOOR FOODS LIMITED**

1.0 Introduction

- 1.1** Kohinoor Foods Limited (“Company”) requires that all director and employees are adhered to high ethical standards in business conduct and comply with laws and regulations, Company’s code of conduct and ethics policies and practices and procedures. Ethical behavior in the areas of business conduct is of utmost priority to the Company.
- 1.2** The Company is committed to developing a culture to provide adequate safeguards against victimization of employees and Directors. The employees and Directors may raise their concerns about unethical behavior, actual or suspected fraud or violation of the Company has formulated this policy, as a vigil mechanism that will provide a platform to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy or any other grievances.
- 1.3** Section 177 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 provides that every listed Company shall establish a vigil mechanism for Directors and employees to report genuine concerns to the Company. Further the revised Clause 49 of the equity listing Agreement issued on April 17, 2014 and effective from October 01, 2014 also provides that the Company shall establish a vigil mechanism namely “Whistle Blower Policy” for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.



1.4 The purpose of the policy is to provide adequate safeguards against victimization of Directors and employees who avail of the vigil mechanism provision and to provide direct access to the chairperson of the Audit Committee in appropriate or exceptional cases, which are detailed in the policy document.

1.5 The policy neither releases Employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

1.6 This policy is for the Directors and employees of the Company.

2.0 Definitions

2.1 “Director” means Directors appointed on the Board of the Company as per the provisions of Companies Act, 2013 or any other previous Companies Act including the Rules thereto or equity Listing Agreement or any further amendments made thereto.

2.1 “Audit Committee” means a committee of the Board of Directors of the Company, established as per the provisions of the Companies Act including the Rules there to or equity Listing Agreement or any further amendments made thereto.

2.2 “Disciplinary Action” means any action that can be taken in case of repeated frivolous complaints being filed by a Director or an employee, which includes but not limited to warning, imposition of fine, suspension from official duties, reprimand or any such action as is deemed to be fit as per Company’s procedures considering the gravity of the matter.



[Handwritten signature]

- 2.3 “Employee”** means every employee of the Company whether working in India or abroad.
- 2.4 “Investigation Committee”** will be a Committee of Employees appointed either by Whistle Officer or by the Ombudsperson Committee for the purpose of conducting detailed investigation, if required. This Committee, if required, will be formed on case to case basis depending on the investigation.
- 2.5 “Ombudsperson on Committee”** will be a Committee of Executive Employees appointed by the Audit Committee for the purpose of conducting detailed investigation on the recommendation of the Whistle Officer.

The Audit Committee shall have the authority to change the members of Ombudsperson Committee from time to time.

- 2.6 “Vigil Mechanism”** means a mechanism established by the Company for Directors and employees to report genuine concerns to the Company.
- 2.7 “Protected Disclosure”** means a concern raised by a written communication made in Good Faith that discloses or demonstrates information that may evidence related to any unethical or improper activity, malpractice and any event of misconduct.
- 2.8 “Subject”** means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 2.9 “Whistle Blower”** is someone who makes a Protected Disclosure under this Policy.



Jay

2.10 "Whistle Officer" means an officer nominated/appointed by the Audit Committee.

2.11 "Good faith" means that an employee has a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

2.12 "Alleged wrongful conduct" shall mean violation of law, infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority".

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

2.14 "Code" means code of conduct for Directors and Senior Management Executives adopted by Kohinoor Foods Limited.

3 The Guiding Principles

3.1 To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

3.1.1 Ensure that the Whistle Blower and/ or the person processing the Protected Disclosure is not victimized for doing so;

3.1.2 Treat victimization as a serious matter including disciplinary action on such person/(s);

3.1.3 Ensure complete confidentiality.



A handwritten signature in black ink, appearing to be "S. Jy".

- 3.1.4** Not attempt to conceal evidence of the Protected Disclosure;
- 3.1.5** Take Disciplinary action, if any one destroys or conceals involved especially to the Subject;
- 3.1.6** Provide an opportunity of being heard to the persons involved especially to the subject;
- 3.1.7** Make provisions for direct access to the Chairperson of the Audit C ommittee in appropriate and exceptional cases.

4 Coverage of Policy

- 4.1** The policy covers unethical or improper activity, malpractice and any event of misconduct which has taken place/suspected to take place involving:
 - 4.1.1** Abuse of authority at any defined level in the Company and or not following defined policies and procedures of the Company.
 - 4.1.2** Acts involving acceptance of bribe or any other form of corruption.
 - 4.1.3** Disclosure of confidential/proprietary information to any fraud.
 - 4.1.4** Financial irregularities, including fraud, or suspected fraud.
 - 4.1.5** Any willful/ deliberate violation of statutory law(s), regulations and government directives applicable to the Company, there by exposing the Company to penalties/fines.



4.1.6 Wastage/ misappropriation of Company funds/ assets.

4.1.7 Breach of employee Code of Conduct or Rules.

4.1.8 Any other activities injurious to the interests of the Company

4.1.9 Violation of the Company's Code of Conduct.

4.1.10 Any activity of unethical behavior, actual or suspended fraud.

4.1.11 The policy is a channel to reinforce a robust implementation of the Company's code. Through this policy, the Company seeks to provide a procedure for all the employees of the Company to disclose any unethical and improper practice taking place in the Company for appropriate action and reporting.

4.1.12 Criminal offence

4.1.13 Negligence causing substantial and specific danger to public health and safety.

4.1.14 Manipulation of Company data/records.

4.2 Policy should not be used in place of the Company grievance procedures or be route for raising malicious or unfounded allegations against colleagues or for resolving individual's conflicts with the management.

4.3 This policy is applicable to all Directors and Employees of the Company and shall come into effect from 1st October, 2014.

5 Disqualifications

5.1 While it will be ensured that genuine Whistle Blower is accorded complete protection from any kind of unfair



treatment as here in set out, any abuse of this protection will warrant disciplinary action.

- 5.2 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 mala fide intention.
- 5.3 Whistle Blower, who makes any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable for disciplinary action under Company's Code of Conduct.
- 5.4 Anonymous concerns will not be considered. Whistle Blower needs to put his/her name to the allegations. However, in exceptional cases, where the Whistle Blower chooses to be anonymous, strong evidence should be accompanied with the allegations.
- 5.5 This policy does not protect an employee from an adverse action occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, poor job performance, any other disciplinary action etc. Unrelated to a disclosure made pursuant to this policy.

6 Manner in which concern can be raised

- 6.1 Director and Employees can make Protected Disclosure to Whistle Officer of the Company of the Audit Committee/CEO/Chairman in exceptional cases as soon as possible after becoming aware of the same. In case the Protected Disclosure is against the Whistle Officer, there reference can be made directly to the Audit Committee. The concerns can be raised by any of the following medium:

6.1.1 By hand or

6.1.2 By post addressed to any of the Whistle Officer -



Name & Address of Company Secretary & GM (Legal)

Mr. Rama Kant
Kohinoor Foods Limited,
10th Floor, Pinnacle Business Tower,
Suraj Kund, Faridabad – 122001
Email-rama.kant@kohinoorfoods.in

Name & Address of Chairman

Mr. Jugal Kishore Arora
Address same as above

Name & Address of Managing Director

Mr. Satnam Arora
Mr. Gurnam Arora
Address same as above

Name & Address of the Chairman of Audit Committee

Mr. Vijay Burman
Address same as above

- 6.2 Whistle Blower must put his/her name to allegations.
- 6.3 If initial enquiries by the Whistle Officer indicate that the concern has no basis, or it is not a matter for investigation to be pursued under this policy, it may be dismissed at this stage and the decision is documented.
- 6.4 Where initial enquiries indicate that further investigation is necessary, this will be carried through the Ombudsperson Committee as established under this policy.

The Ombudsperson Committee, if required, may further constitute an Investigation Committee, which will conduct the enquiry in fair manner as a neutral fact finding process and without presumption of guilt.

- 6.5 Name of the Whistle blower shall only be known to the Whistle Officer and will not be disclosed to Ombudsperson Committee/ Investigation Committee/ anyone else during the period of



[Handwritten signature]

investigation and a coded name/reference will be used during and after the investigation.

6.6 The Whistle Officer/Ombudsperson Committee/Investigation Committee, as the case may be, shall:

6.6.1 Make detailed record of the protected disclosure. The record will include:

6.6.1.1 brief facts;

6.6.1.2 whether the same protected disclosure was raised previously by anyone, and if so, the outcome thereof;

6.6.1.3 whether the same protected disclosure was raised previously on the same subject;

6.6.1.4 details of actions taken by vigilance and Ethics Officer/ Chairman/CEO for processing the compliant

6.6.1.5 findings of the audit committee

6.6.1.6 the recommendations of the Audit Committee/other action(s).

7. INVESTIGATION

a. 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 an outside agency for the purpose of investigation.

b. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.



A circular stamp with the text "JOHNHOOR FOODS" around the perimeter and "M.F." in the center. Below the stamp is a handwritten signature in black ink.

- c. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- d. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.
- e. Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer/ Investigators and /or members of the Audit Committee and/or the Whistle Blower.
- f. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- g. Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- h. Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the subject should be consulted as to whether public disclosure of the investigation results would be in the interest of the Subject and the Company.
- i. 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.
- j. 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.

8. Protection

- 8.1** No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure 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 Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus 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.

A whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

- 8.2** The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other officer or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.
- 8.3** Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 8.4** Provided that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules/ certified standing orders of the Company. 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 to this policy.

9 Secrecy /Confidentiality

The Whistle Blower, the Subject, the Whistle Officer, Ombudsperson Committee, Investigation Committee, Audit Committee and everyone involved in the process shall:

- i.** Maintain confidentiality of all matters under this Policy
- ii.** Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- iii.** Not keep the papers unattended anywhere at any time
- iv.** Keep the electronic mails / files under password

10. NOTIFICATION

Details of establishment of this Policy shall be disclosed by the Company on its website. Company shall also disclose the brief details about this Policy in its Board's Report.

11. RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a specific time period.

12. ACCESS TO CHIRMAN 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.

13. ADMINISTRATION AND REVIEW OF THE POLICY

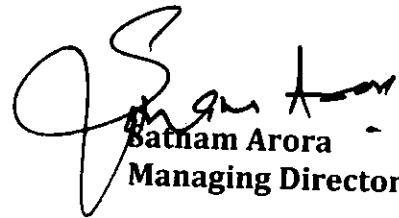
The Audit Committee shall be responsible for the administration, interpretation, application and review of this policy. The Board also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.



14. AMENDMENT

The Audit Committee reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

For and on behalf of the Board


Satnam Arora
Managing Director



Place: Faridabad

Date : 23rd July, 2014