



HINDUSTAN FOODS LIMITED

WHISTLE BLOWER POLICY



HINDUSTAN FOODS LIMITED

1. PREFACE

Hindustan Foods Limited (HFL) ('the Company') is committed to conduct its business in accordance with applicable laws, rules, regulations, highest standards of business, ethics, honesty, integrity and ethical conduct. Any actual or potential violation of the Codes or Policies, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Pursuant to Section 177(9) of the Companies Act, 2013 ('the Act') and Regulation 22 of Chapter V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') every listed company shall establish a Whistle Blower policy for its employees as well as Board of Directors, which shall strengthen them to report and resolve genuine concerns /grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct. The Policy has been implemented to provide adequate safeguards against victimization of persons who use such mechanism.

2. OBJECTIVES

The purpose and objective of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company.

To maintain the standards and objectives mentioned above, the Company encourages its directors and employees who have genuine concerns about the suspected misconduct to come forward and express their concerns without fear or punishment or unfair treatment. A Vigil mechanism provides a channel to employees who have genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or Policy. The mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee.

This policy, however, neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.





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3. SCOPE

The policy covers malpractices and events which may have taken place, suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud violation of Company rules, manipulations, negligence, causing danger to public health and safety, misappropriation of monies, any instances of leak of unpublished price sensitive information and/or other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers. This policy is intended to encourage and enable employees to raise serious concerns within the Company prior to seeking resolution outside the Company.

4. DEFINITIONS

“Audit Committee” means a Committee constituted by the Board of Directors of the Company in accordance with the regulations of SEBI LODR and Companies Act, 2013.

“Company” means Hindustan Foods Limited.

“Employee” means all the present employees and directors of the Company.

“Good Faith” means an employee shall make a complaint in ‘good faith’ if there is a reasonable basis for communication of the alleged wrongful conduct. Good faith shall lack in its eventuality when the employee does not have factual basis for the communication.

“Protected Disclosure” means any communication in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“Whistle Blower” is an employee or group of employees who make a Protected Disclosure under this policy and also referred in this policy as complainant.

5. ELIGIBILITY

All the Directors and Employees of the Company are eligible to make protected disclosures under the policy in relation to matters concerning the Company. The Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing. This policy





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ensures that employees are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.

6. PROCEDURE

- a. All protected disclosures should be addressed to Chairperson of The Audit Committee. The Whistle-blower can make Protected Disclosure through 5 reporting channels viz. phone, email, web portal and post box.
- b. 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.
- c. The Whistle-blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts nor can they determine the appropriate corrective or remedial action that may be warranted in a given case
- d. Whistle-blower(s) should not 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 Vigil Committee or Investigators.
- e. Protected Disclosure(s) pertaining to sexual harassment should be made in writing. These disclosures will be forwarded to the appropriate committee in the Company.

7. DISQUALIFICATION

The Company reserves the right not to investigate in the following circumstances:

- a) Complaints pertaining to salary and performance evaluation or any other HR related issue which does not indicate violation of Code of Conduct
- b) Customer Complaints which can be dealt with under the alternate redressal mechanism established for that purpose
- c) Complaints made without mandatory information:





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- Name, designation and location of the Subject(s)
- Detailed description of the incident
- Location and time/duration of the incident
- Specific evidences or sources of evidences

8. INVESTIGATION

- a. A preliminary review will be performed for all Protected Disclosure(s) reported under this Policy. Based on the findings of the preliminary review, the decision for thorough investigation will be taken by the Vigil Committee.
- b. If the Protected Disclosure is reported to the Chairperson of Audit Committee, he/she may or may not consult with the Chairman of the Company. The Chairperson of the Audit Committee may consider appointing an external agency or the Statutory/ Internal Auditor of the Company to investigate the matter, as he/she may deem fit. The Protected Disclosure can also be shared with the Vigil Committee for necessary action, depending on the severity of the Protected Disclosure. The Chairperson of the Audit Committee may also ask any employee of the Company to carry out the investigation. In case of conflict of interest vis. A vis a Member of the Vigil Committee, the Chairperson of the Audit Committee could exclude the conflicted member and ask the Vigil Committee / any of the above suggested individuals to investigate the matter.
- c. The Vigil Committee may at their discretion, consider involving any internal or external Investigators for the purpose of investigation, depending upon the circumstances or severity of the protected Disclosure.
- d. The Vigil Committee's decision to conduct an investigation is by itself not an accusation and should be treated as a neutral fact-finding process. The outcome of the investigation may or may not conclude that an improper or unethical act was committed.
- e. The identity of a Subject and the Whistle-blower would be kept confidential to facilitate effective conduct of the investigation.



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- f. Subjects shall have a duty to co-operate with the Vigil Committee or any of the Investigators during the investigation to the extent that such co-operation will not compromise self-incrimination protections available under applicable laws.
- g. Subjects have a responsibility not to interfere in the investigation, Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- h. Subjects would be given the opportunity to respond to material findings of an investigation report. No representative of the Whistle-blower, whether legal or otherwise would be permitted to attend the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- i. Subjects and whistle-blowers have a right to be informed about the outcome of the investigation, if the allegation is proved.
- j. The investigation shall be completed normally within 90 calendar days of the receipt of the Protected Disclosure.

9. INVESTIGATORS

- a. Investigators are required to conduct investigation as a fact-finding process. Investigators shall derive their authority and access rights from the Vigil Committee when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour and observance of legal and professional standards.
- c. Investigations would be launched only after a preliminary review by the Vigil Committee, which would establish that:
 - The alleged act continues an improper or unethical activity or conduct; and





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- The allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of Management review.

10. PROTECTION

- a. No unfair treatment would be meted out to a Whistle-blower(s) 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 the Whistle-Blower(s). Complete protection would, therefore, be given to the Whistle-Blower(s) against any unfair practice like retaliation, threat or intimidation of termination or suspension of service, transfer or demotion, refusal of promotion, etc., including any direct or indirect use of authority to obstruct the Whistle- Blower's right to continue to perform his duties or functions including making further Protected Disclosure. Subsequently, the Company would take steps to minimize difficulties, which the Whistle-blower(s) may experience as a result of making the Protected Disclosure. The Whistle-Blower will be provided protection during the course of investigation and protection will not be extended if the allegation is proved to be false or frivolous.
- b. While it would be ensured that the Whistle-Blower(s) are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection would warrant disciplinary action.
- c. Any other Director or Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower(s).
- d. The identity of the Whistle-Blower(s) shall be kept confidential unless otherwise required by law, in which case the Whistle-Blower(s) would be informed accordingly.
- e. A Whistle-Blower(s) may report any violation of the above clause to the Chairperson of the Audit Committee, who shall investigate the same and recommend suitable action to the management.
- f. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by Whistle-Blower(s) knowing it to be false or bogus or with a mala fide intention.



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- g. In case of repeated frivolous Protected Disclosures made by the Whistle-Blower, the Chairperson of the Audit Committee or the Company reserves the right to take appropriate disciplinary action against the Whistle-Blower including reprimand or suspension.

11. REPORTING

A report with the number of complaints received under this Policy and their outcome shall be placed by the Vigil Committee before the Audit Committee on a half yearly basis or on case to case basis.

12. RETENTION OF DOCUMENT

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of 7 years.

13. AMENDMENT

The Company 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 would be binding on the Directors, Employees or all the Stakeholders unless the same is notified to the Directors or Employees in the Company's website.

