

ATOP'S WHISTLERBLOWER POLICY

Policy Version 1.0

Applicable w.e.f.

Next Revision date:

Approved by:

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As per section 177 of the Companies Act 2013, every listed company or such class or classes of companies, as may be prescribed, shall establish a whistle blower mechanism for directors and employees to report genuine concerns in such manner as may be prescribed. This Whistleblower Policy has been defined by Atop's, as an initiative towards good governance.

1. Introduction:

This policy aims at allowing **all stakeholders** (directors, employees & their representative bodies, business associates and security holders) to anonymously report actual or perceived malpractices in the Company.

2. Objective:

- To allow and encourage our stakeholders to bring to the management's notice concerns about suspects unethical behavior, malpractices, wrongful conduct, fraud, violation of the Company's Policies including Code of Ethics and Code of Conduct, violation of law or questionable Accounting or Auditing matters by any employee/director in the company (hereinafter referred to as Wrongful Conduct) without fear of reprisal.
- To ensure timely and consistent organisational response, and thereby ensuring complete transparency.
- To prohibit initiation of adverse action against stakeholders or failing to take an otherwise appropriate action, as a result of the employee's good faith disclosure of alleged wrongful conduct to the Investigating Committee.
- To build and strengthen a culture of transparency and trust in the organisation.
- To investigate such reported incidents in fair manner and take appropriate disciplinary action against the delinquent stakeholders

3. Key definitions

Term	Definition
Protected Disclosure	Communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity with respect to the Company.
Subject	Person or group of persons against or in relation to whom a Protected Disclosure is made, or evidence gathered during the course of Investigation.
Investigating Committee	Person or Committee of persons, nominated/appointed to receive protected disclosures from whistle blowers, performing investigation of complaint, maintaining records thereof, placing the same before the Committee / Managing Director for its disposal and informing the Whistle Blower the result thereof.
Whistle Blower	Director or employee who makes a Protected Disclosure under this Policy. Employee includes former employee, homeworkers, contractors, people seconded to organization, volunteers.
Code	Means the Company's Code of Conduct
Fraud	<p>In relation to affairs of a company or body corporate, includes:</p> <ul style="list-style-type: none"> ✓ Any act, omission, concealment of any fact or abuse of position committed by any person or any other person involvement in any manner, with intent to deceive, to gain undue advantage from, or to breach the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss; ✓ Wrongful gain means the gain by unlawful means of property to which the person gaining is not legally entitled; ✓ Wrongful loss means the loss by unlawful means of property to which the person losing is legally entitled.
Conflict of Interest means	Where a person in his / her capacity as employee of Company is in a position to affect any transaction made on behalf of Company for their personal benefits or in violation of code of conduct.
Board	Board refers to board of directors of Atop's group Companies

4. Ethics and Integrity guidelines

Following are guidelines to be followed by employees and directors to maintain integrity and compliance to ethics:

A. People friendly organisation: During internal dealings with each other, directors, employees & senior management shall uphold values, which Company wants to establish at core of their system, i.e., trust, mutuality, teamwork, self-respect, and human dignity.

By this policy, Board aims to foster an environment under which it is safe for employees to report any cases of default directly to board or it's representative.

B. Dealing with Suppliers, Customer and Government agencies: While dealing with government, suppliers and customers, officer-representative of Company shall ensure that Companies interest is never compromised.

C. Statutory Compliances or ethical practices: It is the Company's policy to comply fully with all applicable laws and regulations. It is against Company's code of conduct to adopt or indulge in practices, which are unlawful or may be damaging to its reputation.

D. Safe environment inside and outside the organisation

i. Board is committed to provide healthy and safe environment to its employees and encourages high standards of hygiene and housekeeping, importance of which has increased during pandemic.

ii. Training is given to employees to increase safety awareness and adoption of safe working methods, particularly designed to prevent serious or fatal accidents.

iii. Accordingly, the Board is committed to follow best practices in environmental matters arising out of its business activities and expects each employee to fully demonstrate this commitment.

5. Personal Conduct of Employee and Management

- A. **Avoidance of Conflict of Interest:** All directors, senior management and employees must avoid situations in which their personal interest could conflict with the interest of the Company. In case of any potential conflict, this shall be disclosed to Board for guidance and appropriate action will be taken as recommended by Board.
- B. **Confidentiality:** No employees, directors and senior management shall disclose any confidential information that they have access to due to their position in the Company. They should also strictly avoid speaking publicly in press, whether formally or informally or to any other external agencies except as may be specifically approved as per Companies policies
- C. **Use of Companies Facilities:** No employees, directors and senior management shall misuse Companies facilities. While using Companies facilities care should be taken for proper cost control, reduction in wastage and not to use company facilities for personal purposes.
- D. **Transparency and Audit:** The Company is committed to being transparent in their actions and conduct of business, except where business security demands confidentiality. Company has laid down proper controls and polices to ensure transparency in system. Company ensures that areas of operation are open to audit.

6. Making a disclosure:

- A. Any stakeholder who becomes aware of a suspected wrongful conduct is encouraged to send his/her observations/concrete facts to the Investigating Committee/ Company Secretary of the Company either through the company's Hotline, or via a written communication with related evidence (to the extent possible) without fear of reprisal or retaliation of any kind, to the Ombudsman, Board, or other prescribed persons. Refer indicative format in **Annexure I**
- B. The information on suspected wrongful conduct is such information which the stakeholder in good faith, believes, and give evidence of:
 - a. **Violation of any law or regulation**, including but not limited to corruption, bribery, theft, fraud, coercion, and willful omission
 - b. **Pass back of Commissions/benefits or conflict of interest**
 - c. **Procurement frauds**
 - d. **Mismanagement, Gross wastage, or misappropriation of company funds/assets**
 - e. **Manipulation of Company data/records**
 - f. **Stealing cash/company assets; leaking confidential or proprietary information**
 - g. **Unofficial use of Company's material/human assets**
 - h. **Activities violating company policies** including Code of Ethics and Code of Conduct
 - i. **A substantial and specific danger to public health and safety**
 - j. **An abuse of authority**
 - k. **An act of discrimination or sexual harassment**

The above list is only illustrative and should not be considered as exhaustive.

- C. If the Whistle Blower has a reason to believe that the **member of Investigating Committee/Company secretary/ Senior Management** responsible to receive such complaint are **involved in violation of the Code of Conduct** or an action that could affect the business or reputation of the Company, there is a **remedy available to the Whistle Blower to report such situation directly to the Audit Committee of the Company.**

7. Reporting Mechanism

Any stakeholder (hereinafter referred to as the 'complainant') may make a Whistle-blower complaint. Such complaint should be **addressed to the Company Secretary** of the Company.

- While anonymous complaints will also be entertained; however, whistleblowers are encouraged to come forward and disclose their identity
- Complaint shall be made in writing and must include as much information about the suspected violation as the complainant can provide. It should describe following:
 - Nature, period of commission and details of the alleged violation;
 - Identities of the persons suspected to have committed the alleged violation;
 - Details of any third parties who are also involved in the alleged violation; and
 - Description of the documents that would prove or relate to the suspected violation.
- Employees are encouraged to report such incidents of the suspected violation / breach noticed by him / her at the earliest (maximum within 3 months), so that timely action can be taken.
- If an auditor of a company in the course of the performance of his duties as auditor, has reason to believe that an offence of fraud involving such amount or amounts as may be prescribed, is being or has been committed in the company by its officers or employees, the auditor shall report the matter to the Central Government within such time and in such manner as may be prescribed under the Companies Act 2013

In case of a fraud involving lesser than the specified amount under the Companies Act 2013, the auditor shall report the matter to the Audit Committee or to the Board in other cases within such time and in such manner as may be prescribed under the Act.

Further, the auditors shall disclose the details about such frauds in the Board's report in such manner as may be prescribed.

8. Investigation

An Investigating Committee will be formed comprising of an Audit Committee member, Company Secretary, Internal Audit Head (if appointed). The Audit Committee may appoint an external party for the investigation.

- Upon receipt of a complaint, the **Company Secretary (CS) will forward the same to the Committee** for a preliminary assessment thereof and on being prima facie satisfied as to the seriousness and credibility of the complaint; Committee will direct the complaint to its team for investigation.
- It shall be open to the **Committee to appoint at its discretion, any Investigators** for the purpose of investigation.
- **All employees have a duty to cooperate** in an investigation.
- **All Protected Disclosures reported under this Policy will be thoroughly investigated** by the Committee formed, who will oversee the investigations.
- **All information disclosed** during the course of an investigation, including the identity of the complainant, will be **kept confidential**, except as necessary or appropriate to disclose for the purposes of the investigation or where required to be statutorily disclosed.
- The **decision to conduct an investigation taken by the Committee is by itself not an accusation and is to be treated as a neutral fact-finding process**. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- **A preliminary investigation will be conducted by the Company discretely**. If the Company prima facie finds merit in the allegation then a formal investigation will be commissioned.
- **Subjects will normally be informed of the allegations** at the outset of a **formal investigation** and have opportunities for providing their inputs during the investigation. Subjects shall have the duty to co-operate with the investigator appointed by Committee. He has a right to consult with a person or persons of their choice, other than the investigator to disclose his/her concerns during an investigation.
- **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.
- Unless there are compelling, reasons not to do so, **subjects will be given the opportunity to respond to material findings contained in an investigation report**. No allegation of wrongdoing against a Subject shall be considered as "maintainable" unless there is "sufficient evidence" in support of the allegation. Onus to decide the "sufficiency" of evidence shall be to the best judgment of the Committee.
- The **investigation shall be completed normally within 90 days of the receipt** of the Protected Disclosure.

9. Powers and Duties of Investigator

- **A structured approach should be followed** to ascertain the creditability of the charge.
- **Ensure the confidentiality and secrecy** of the issue reported and subject is maintained.
- Provide **timely update to the Company Secretary / Committee** on the progress of the investigation.
- Ensure investigation is carried out in **independent and unbiased manner**.
- **Document the entire approach** of the investigation, including details on protected disclosure, facts and findings of the investigation and decision taken in each case.
- **Investigation Report** including the approach of investigation should be **submitted to the Company Secretary** with all the documents in support of the observations.
- **Company Secretary to report findings to Board of Directors via the Audit Committee.**
- Investigator and Company Secretary shall ensure to **retain all Protected Disclosures** in writing or documented along with the results of investigation relating thereto for a minimum period of 8 years.

10. Management Decision

- If an investigation leads the CS or the Investigator appointed by the CS to conclude that an improper or unethical act has been committed:
- CS will **report findings to Board of Directors** in the Board meetings or call for special meeting of board if gravity of case requires immediate action.
- CS will take **disciplinary or corrective action against the Subject as decided by Board** and can take legal action, if required.
- The **decision of Board should be considered as final** and no challenge against the decision would be entertained unless additional information becomes available. However, the subject will be given a fair opportunity of being heard in front of board before board makes any decision
- In case of **frivolous or false complaints, disciplinary action may be taken against the complainant in exceptional circumstances**

11. Protection

- This Policy is intended to encourage and enable employees to raise bonafide concerns. No employee who reports a violation or helps during the course of investigation shall suffer any harassment, retaliation, or adverse employment condition as a consequence of such reporting.
- Email ID, mobile number, etc. of a person reporting any Protected Disclosure will be kept anonymous and not disclosed
- Any employee who retaliates against a person reporting a violation /helping during the course of investigation will be subject to disciplinary proceedings, which may extend to termination of employment.

12. Disqualification

If the complainant is unable to provide adequate information or the complaint is very sketchy and obviously frivolous, the Company Secretary under discussion with the Committee reserves the right to not to initiate investigation into the reported matter.

13. Reporting to Board

A report summarizing the total number of complaints received under this Policy, their current status and outcome of concluded investigations shall be presented to the Audit Committee in each meeting.

14. Additional Notes:

In the event of any conflict between the provisions of this Policy and statutory requirements, law shall prevail over and automatically be applicable to this Policy.

The Board of Directors may in their discretion, make any changes/modifications and/or amendments to this Policy from time to time for making suitable amendments for better implementation of the Policy.

Annexure I

REPORTER'S CONTACT INFORMATION (Not Required)		
NAME	POSITION	
EMPLOYER/UNIT	WORK LOCATION/ADDRESS	WORK PHONE
HOME ADDRESS		HOME PHONE
BEST TIME/PLACE TO REACH YOU:		

SUSPECT(S) INFORMATION			
1. NAME			POSITION
DIVISION	UNIT	UNIT ADDRESS	WORK PHONE
HOME ADDRESS/HOME PHONE (IF NON-EMPLOYEE)			

WITNESS(ES) Please provide witnesses that can confirm your allegation		
NAME	TITLE	WORK PHONE
DEPARTMENT	ALLEGATION NUMBER(S)	HOME PHONE
NAME	TITLE	WORK PHONE
DEPARTMENT	ALLEGATION NUMBER(S)	HOME PHONE

COMPLAINT: Briefly describe the improper activity and how you know about it. *Specify what, who, when, where, and how.* If there is more than one allegation, number each allegation, use as many pages as necessary.

What wrongdoing occurred?

Who did the wrongdoing?

When did this occur?

Where did this happen (Unit, location)?

What enabled this to happen (How)?

Email id to lodge complaint : vigil@atopfood.com