



SUNDROP BRANDS LIMITED

(SBL)

Whistle-blowing Policy (Vigil Mechanism)

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Owner

This Document would be owned by the Legal Department at Sundrop Brands Limited (SBL). This policy was created on 17th July 2014 and approved by Board on 11th October 2014.

1. Background and Objectives of the policy

Sundrop Brands Limited (SBL) endeavors to conduct its business with the highest standards of professionalism, integrity, ethics and legal compliance. SBL has a defined Code of Conduct that all employees are expected to comply with.

The objective of this Whistle-blowing Policy is to provide SBL stakeholders (permanent and temporary employees, vendors, customers, consultants, distributors, and other business partners, etc. and their employees) a way to raise issues or genuine concerns if the stakeholders have a reason to believe that these standards or the Code of Conduct are being compromised or if there is an actual or suspected fraud.

It provides a mechanism for the stakeholders to report their concerns through the designated channels, which are operated under the oversight of the Audit Committee. The Audit Committee and the Board of directors have approved a Fraud Response Plan (FRP) and authorized an Ethics Committee to evaluate the complaints received through the mechanism and initiate appropriate action as per the FRP.

The company expects its employees and other covered stakeholders to promptly report to the designated channel(s) any actual or possible violations of the code of conduct, actual or suspected fraud or an event he/she becomes aware of that could affect the business or reputation of the company.

2. What is Whistle – blowing?

- a. Employees of an organization may have critical information about fraud, misconduct, violation of policies etc. Whistle-blowing facilitates them to convey the same to the appropriate level of authority in the organization
- b. It is a mechanism that provides a platform for complaint handling including providing information back to the person reporting the complaint.



3. Coverage

This policy covers SBL and all its subsidiaries. The policy covers all permanent and temporary employees, directors and all those acting on behalf of the Company (such as vendors, customers, consultants, distributors, and other business partners, etc. and their employees).

4. Scope

The policy is intended to be used for issues which are actual or potential violations of the Code of Conduct; or any other policy of SBL; illegal activities or an actual or suspected fraud. (For example, financial misappropriations, unethical or illegal conduct, etc.). Some of these events have been illustrated in **Annexure 1**

This policy should be read in conjunction with the below mentioned policies of SBL:

- Code of Conduct
- Any other policy of SBL, whether included in the above list or not

5. Exclusions

This mechanism should not be used to report routine or operational matters like:

- Improper / inappropriate administration facilities
- Malfunctioning of IT assets (laptops, printers, etc.)
- HR complaints including promotions and growth-related issues
- Compensation related issues
- Recruitment/job openings
- Payments and taxation related queries
- Questioning the financial or other business decisions taken by the management

6. Other definitions

“Whistle-blower” means a person who makes disclosure of events covered under paragraph 4 and 5 of this policy.

“Protected disclosure” means any communication made in good faith that discloses



or demonstrates information that may evidence unethical or improper activity.

“Investigating authority” means the Ethics Committee or any senior person appointed by the Audit Committee or its delegate to perform an investigation under this policy.

7. Reporting Channel

Any person, who wishes to report a complaint or make a protected disclosure under this Policy, can send an email to the following mail id:

whistleblower@sundropbrands.com

In exception cases, direct complaint can be made to the Chairman of Audit Committee. Contact details are mentioned in Annexure 2

Whistle-blowers must provide the background, history and reason for the concern, together with names, dates, places and as much information as possible.

Whistle-blowers are encouraged to express their concern at the earliest possible preferably within 30 calendar days of the irregularity or breach of the code noticed by him/her, so that timely action can be taken.

8. Composition of Ethics Committee and Sub Committee

The Ethics Committee shall comprise of Human Resource - Head, Chief Finance Officer (CFO), and Company Secretary.

9. Guidance to Reporting

The whistle-blowing policy and mechanism are not meant to replace normal office protocol for communication and escalation of issues. A whistle-blower is advised to follow the guidance set out below for reporting concerns:

- At the first instance, bring the concern to the notice of his / her supervisor.
- If that does not help or if the concern is against the supervisor, then bring it to the notice of Human Resources Department.
- If the above do not result in any satisfactory response or action, the person



should use the Reporting channel mentioned in paragraph 8.

If an employee does not feel comfortable highlighting the concern to his / her supervisor or Human Resources, he/she can directly use the Reporting channel mentioned in paragraph 8.

A few points which should be kept in mind before or while reporting a concern:

- The Whistle-blowing policy is intended to be used for serious and sensitive issues and hence complaints / disclosures should be factual and not speculative in nature. It must contain as much relevant information as possible and should help in initial assessment and investigation
- Attempts should be made to report the concern immediately after the event has occurred
- The whistle-blower should not investigate or attempt to investigate the matter on his own. SBL has an Ethics Committee to take appropriate action against the complaints received.

If an employee receives or has knowledge of any complaint, he/she should report it using the reporting channel mentioned in paragraph 8, the complaint can be made with or without disclosing the name of the complainant.

10. Investigation

The Ethics Committee will perform a preliminary evaluation of the complaint and decide on the way forward. The investigation, if required, will be a neutral fact-finding process. After the investigation is completed, the Ethics Committee will decide on the way forward, based on the FRP. The Ethics committee will work under the oversight of the Audit committee and be guided by the FRP. Employees are expected to co-operate with the Ethics Committee.

11. Decision

The Audit Committee will recommend to the Ethics Committee about the corrective or disciplinary action to be taken and SBL will initiate the necessary action.

12. Confidentiality

All complaints received will be kept confidential and will be shared strictly on a 'need to know' basis.

The whistle-blower, the defendant, committee members, investigators, third parties and its employees and everyone else involved in the process shall:

- Maintain complete confidentiality in the matter.
- Not discussing the matter except for the purpose of investigations.
- Not keeping the documents / evidence pertaining to the investigation unattended anywhere at any time.
- Keep electronic mail / files under password protection.

The whistle-blower's identity will be disclosed only in the following circumstances:

- The whistle-blower agrees to be identified.
- Identification is necessary to allow SBL or law enforcement officials to investigate or respond effectively.
- Identification is required by law.

13. Protection

The 'Whistle-blower' will be provided the following protection under this policy

- SBL will keep the identity of the Whistle-blower confidential to the extent possible, subject to legal constraints.
- SBL will ensure that there is no unfair treatment met up with the whistle-blowers. Harassment, discrimination or victimization of the whistle-blower will not be tolerated and could constitute sufficient grounds for dismissal of the employee responsible for these actions. Protection will be given to the whistle-blowers to ensure that there is no direct or indirect impact of the incident e.g. termination, disciplinary action, transfer, delay in promotion etc.
- Any other stakeholder assisting in the investigation will be protected to the same extent as the whistle-blower.
- If a whistle-blower makes an allegation knowing it to be false or with mala fide intentions, no protection will be provided under this policy, and he / she may



be subject to disciplinary action.

Protection is available provided that:

- Communication/disclosure is made in good faith.
- The whistle-blower has reason to believe that the information, and any allegations contained in it, are substantially true.
- The whistle-blower is not acting mala fide or for personal gain.

14. False complaints

Making frivolous or bogus complaints through whistle-blower mechanism is unacceptable and strictly prohibited. If results of investigation indicate that the complaint

was false or frivolous or was made with malicious intention, the Whistle-blower will be subject to disciplinary action as may be considered appropriate, including termination of services or employment contract or any other contractual agreement.

15. Amendments to this policy

- This policy may be modified by SBL at any point of time.
- Among other reasons, modification may be necessary to ensure compliance with local, state, central and international laws or to accommodate organizational changes.
- Authority to make changes to this policy (including composition of the Ethics Committees) lies with the Board of Directors of SBL.

16. Document retention

- SBL shall maintain appropriate documents for all the complaints received through whistle-blower mechanism and the action taken against them.
- Reports containing details like type of complaint, description of complaint, action taken, report of action taken, etc. will be prepared for all complaints received.
- All such documents and reports will be retained by SBL for a period of eight

17. Additional enforcement

Nothing in this policy prevents a person from reporting information to appropriate agency(ies) when there is a reasonable cause to believe that a violation of local, state, central or international law has occurred.

ANNEXURE 1: ILLUSTRATIONS OF WHAT CAN BE REPORTED

Fraud or suspected fraud means wrongful or criminal deception intended to result in financial or personal gain. It can include amongst others:

- Forgery, alteration or misappropriation
- Unauthorized non-business acquisition, use, or disposition of SBL's assets
- Embezzlement
- Theft of tangible or intangible property
- Falsification of records
- Misreporting or concealing information
- Leakage of information
- Sexual harassment

- Violation of any policy of SBL, whether included in the list given above or not, will also be deemed to be fraud.

- ***"Fraud" as defined in the Companies Act 2013 –***
in relation to affairs of a company or anybody corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure 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.



- **Abuse of authority** is an act of using one's position of power in an abusive way. This can take many forms, such as taking advantage of someone, gaining access to information that should not be accessible to the person concerned, or manipulating someone with the ability to punish them if they do not comply.
- Manipulation of **SBL's data / records** includes selective reporting and even simply making up false data.
- **Leakage of SBL's information** is sharing or providing access to data or any records of SBL, to a person who should not be having access to it, without any business reason and / or adequate approvals.
- **Misuse / misappropriation of SBL's funds/assets** includes intentional abuse of the property or funds of SBL for one's personal (non-business) use or other unauthorized purpose.
- **Discrimination (Equal opportunities)** is to treat all employees, and employees of third parties who interact with SBL fairly and with respect, regardless of their gender, sexual orientation, race, color, marital, economic or social status, nationality, ethnic origin, language, religion, age, disability, HIV status, family status, veteran status, or if pregnant, and any other category protected by law.



ANNEXURE 2: Contact details

The contact details of the Ethics Committee are enclosed herewith as **Annexure 2**.

Contacts

A complaint can be made on whistleblower@atfoods.com to any / all the following members of the Ethics Committee:

S.No.	Designated Official	Name	Phone Number	Email Id
1.	Chief Financial Officer	KPN Srinivas	9650298314	srinivas.kpn@sundropbrands.com
2.	Human Resource - Head	T. Padmavathi	7043134007	padmavathi.tuluva@sundropbrands.com
3.	Company Secretary	Kavita	8750551919	Kavita@sundropbrands.com

Audit Committee Chairman (In exception cases only)

The employee may lodge the violation report directly to Mr Rajesh Jain, the current Chairman Audit Committee, Corporate Office, Building 10 Tower C, 15th Floor, DLF Phase II, DLF Cybercity, Gurgaon – 122002 or any other address which may be notified from time to time. The complaints may be lodged through e-mail to Rj130255@gmail.com which shall be protected by password and can only be accessible by the member of the Audit Committee, or any person authorized by the Committee.

Any change in the Chairman of the Audit Committee shall be duly notified from time-to-time d. Audit committee's responsibilities

ANNEXURE 3: FREQUENTLY ASKED QUESTIONS

QUESTION	ANSWER
What should I do if I have a complaint?	Use any of the following channels to report the complaint: • Report it to your immediate supervisor / manager. • If not satisfied with the action taken, speak with your Human Resource Manager. • If you are still not satisfied on the action taken, use the reporting channels as mentioned in paragraph 8 of this policy, with complete assurance on confidentiality of information. Further, if an employee does not feel comfortable highlighting the concern to his / her supervisor or Human Resources, he / she can directly use the Reporting Channel mentioned in paragraph 8.
What is the need for whistle- bower helpline?	Whistle-blower helpline is a means for employees and other people covered under this policy to confidentially and / or anonymously, report any unacceptable practice, any event of misconduct or any violation of its Code of Conduct / other policies or laws governing it. It is for use in a situation where a person does not feel comfortable using any of the usual channels of communication or protocols to raise concern (e.g., immediate supervisor or a Human Resources) or where the person has reason to believe that using the typical communication and reporting channels has been, or would be, unsuccessful.
Is there any time limit for reporting a case?	There is no time limit for reporting the case. However, you are encouraged to report as soon as possible.
Is there any specific time in which I have to make calls?	The complaint can be made from 0900 hours to 1800 hours (IST) on official working days.
How do I know the status of my complaint?	When you report a complaint, you will get a reference number. You can contact and check the status of your complaint, by using the reference number provided to you.
How will my confidentiality be protected?	The information shared by Whistle Blower will be available only to the concerned members of the investigation team and Ethics Committee.

QUESTION	ANSWER
	Whistle-blower's identity will be disclosed only in following circumstances: • The whistle-blower agrees to be identified. • Identification is necessary to allow SBL or law enforcement officials to investigate or respond effectively. • Identification is required by law.
Is there any time limit for resolving the case?	Attempt will be made to complete preliminary evaluation within 48 hours and then conduct an investigation within 45 days of receipt of the complaint. Based on result of preliminary evaluation, further course of action will be decided by the Ethics Committee. Resolution of a case would depend on several factors like its nature, availability of information, among other things. Thus, the time for resolution will vary from case to case.
What should I do if someone reports a complaint to me?	You can report through the whistle-blowing channel mentioned in paragraph 8.