

Whistle Blower Policy

HERITAGE NOVANDIE FOODS LIMITED

(Formerly known as Heritage Novandie
Foods Private Limited)

CIN: U74999TG2017PLC120860

Part-C of 3rd Floor, H.No.8-2-
293/82/A/1286, Plot No: 1286,
Road no. 1 & 65, Jubilee Hills,
Hyderabad 500033, Telangana, India

Table of Contents

1. Preamble.....	1
2. Applicability.....	1
3. Policy.....	1
4. Definition.....	2
5. Interpretation	4
6. Guidelines.....	4
7. Procedures.....	7
8. Notifications.....	8
9. Annual Affirmation.....	8
10. Scope and Limitations.....	8

I. PREAMBLE

The Company is committed to develop a culture which would encourage all employees to safely raise concerns about any poor or unacceptable practice and any event of misconduct. This policy is formulated to provide an opportunity to employees and an avenue to raise concerns and to access in good faith, to the highest possible standards of ethical, moral and legal business conduct in case they observe unethical and improper practices or any other wrongful conduct in the Company. It provides necessary safeguard for the protection of those complainants from reprisals or victimization and to prohibit managerial personnel from taking any adverse personal action against those employees.

II. APPLICABILITY

This policy applies to all employees of the Company.

III. POLICY

This policy is to articulate the Company's point of view on whistle blowing, the process, and the procedure to strengthen whistle blowing mechanism at the Company. It covers serious concerns that could have grave impact on the operations and performance of the business of the Company. 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. The policy consists of the following Key points:-

- It enables Employees and Directors about their duty to report any suspected violation of any law that applies to the Company and any suspected violation of the Group Values or the Company's Code of Conduct.
- It provides a platform and mechanism for the employees and directors to voice genuine concerns or grievances about unprofessional conduct without fear of reprisal.

IV. DEFINITIONS

1. Adverse Personnel Action

An employment-related act or decision or a failure to take appropriate action by managerial personnel which may affect the employee's employment, including but not limited to compensation, increment, promotion, job location, job profile, immunities, leaves and training or other privileges.

2. Alleged Wrongful Conduct

Alleged Wrongful Conduct shall mean violation of law, infringement of Company's Code of Conduct or ethic policies, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

3. Company

Company means "**Heritage Novandie Foods Limited.**"

4. Investigation

The Chairperson of the Audit Committee will take effective steps to respond to any concern which has been reported. The person raising such concern will also be informed of the outcome of the investigation. In case detailed investigation needs to be conducted, the Chairperson of the Audit Committee may direct such investigation to be conducted and authorize an independent person to investigate on the same. Based on the report of the Investigating Authority or upon his own findings, the Chairperson of the Audit Committee will recommend disciplinary action and all disciplinary action recommended will be in accordance with applicable acts. The Chairperson shall bring all matters to the knowledge of the Audit Committee for review and discussion.

5. Good Faith

An employee shall be deemed to be communicating in 'good faith' if there is 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.

6. Managerial Personnel

Managerial Personnel shall include Director, all Executives at the level of Manager and above, who has authority to make or materially influence significant personnel decisions.

7. Policy or This Policy

Policy or This Policy means, "Whistle Blower Policy."

8. Unethical and Improper Practices

Unethical and improper practices shall mean and include –

- a) An act which does not conform to approved standard of social and professional behavior;
- b) An act which leads to unethical business practices;
- c) Improper or unethical conduct;
- d) Breach of etiquette or morally offensive behavior,
- e) May lead to incorrect financial reporting;
- f) Are not in line with applicable company policy;
- g) Are unlawful etc.
- h) Suppression or concealment of facts or information relating to company operations, policies, or compliance matters;
- i) Misuse of company assets, funds, resources, or confidential information for personal gain;
- j) Acts of corruption, bribery, or acceptance of gifts, favors, or hospitality beyond permissible limits;
- k) Harassment, discrimination, victimization, or creation of a hostile work environment;

HNPL WHISTLE BLOWER POLICY

- l) Any retaliation or adverse action against a Whistle Blower who reports concerns in good faith;
- m) Willful negligence or non-compliance with legal, regulatory, or statutory obligations of the company;
- n) Manipulation of data, records, or reports to mislead stakeholders or regulators;
- o) Conflict of interest situations not disclosed as per policy requirements;
- p) Unauthorized disclosure of confidential or insider information, including sharing with competitors or external parties;
- q) Any act which endangers health, safety, or environment and violates sustainability norms.

9. Whistle Blower / Complainant

An employee of the Company who discloses in good faith any unethical & improper practices or alleged wrongful conduct to the Head of Department or in case it involves Managerial Personnel and in exceptional cases to the Chairperson of the Audit Committee in writing. The Whistle Blower's role is as a reporting party, he/she is not an investigator. Although the Whistle Blower is not expected to prove the truth of an allegation, he/she needs to demonstrate to the Reporting Authority, that there are sufficient grounds for concern.

V. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and any other Regulation as amended from time to time.

VI. GUIDELINES

1. Internal Policy & Protection under Policy

This Policy is an internal policy on disclosure by employees of any unethical and improper practices or wrongful conduct and access to the Head of Department or in case it involves Senior Managerial Personnel and in exceptional cases access to the Chairperson of the Audit Committee. This

HNPL WHISTLE BLOWER POLICY

Policy prohibits the Company to take any adverse action against its employees for disclosing in good faith any unethical & improper practices or alleged wrongful conduct to the Head of Department or to the Chairperson of the Audit Committee of the Company.

2. Safeguard of Whistle Blower

Harassment or Victimization:

Harassment or victimization of the complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee.

Confidentiality:

Confidentiality of whistle blower shall be maintained to the greatest extent possible. Every effort will be made to protect the whistle blower's identity, subject to legal constraints.

Anonymous Allegations:

This Policy encourages individuals to put their name to any Disclosures they make. Disclosures expressed anonymously are much less credible, but they may be considered at the discretion of the Audit Committee. In exercising this discretion, the factors to be taken into account will include:

- The seriousness of the issues raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.

3. False/Untrue Allegation & Legitimate Employment Action

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct to the Company/Chairperson of the Audit Committee shall be subject to disciplinary action, up to and including termination of employment in accordance with Company rules, policies and procedures. Further, this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure of

information by him and for legitimate reasons or cause under Company rules and policies.

4. Disclosure

An employee who observes or notices any unethical & improper practices or alleged wrongful conduct in the Company may report the same to the Head of Department or in case it involves Managerial Personnel and in exceptional cases to the Chairperson of the Audit Committee through e-mail.

5. Accountabilities – Employees

- a) Bring to early attention of the company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
- b) Avoid anonymity when raising a concern.
- c) Follow the procedures prescribed in this policy for making a Disclosure.
- d) Co-operate with investigating authorities, maintaining full confidentiality.
- e) The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by employees may attract disciplinary action.
- f) A whistle blower has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.
- g) Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged Malpractice. It may forewarn the Subject and important evidence is likely to be destroyed.

6. Accountabilities – Head of Department/ the Chairperson of the Audit Committee

- a) Conduct the enquiry in a fair, unbiased manner.
- b) Ensure complete fact-finding.

- c) Maintain strict confidentiality, especially of the whistle blower's identity.
- d) Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom.
- e) Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures.

VII. Procedures

The whistle blowing procedure is intended to be used for **serious and sensitive issues**. Serious concerns relating to financial reporting, unethical & improper practices or alleged wrongful conduct shall make a disclosure to the Head of Department. The Departmental Head shall immediately forward Whistle Blower Report to the Chairperson of the Audit Committee of the Company. The Chairperson of the Audit Committee may inquire in respect of the Whistle Blower Report and if required, appoint an independent person for the investigation.

The Chairperson of the Audit Committee, shall have right to call for any information/document and examination of any employee of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.

A report shall be prepared after completion of investigation and the Audit Committee shall consider the same. After considering the report, the Audit Committee shall determine the cause of alleged adverse action and may order for appropriate course of action, which may inter-alia, include:

- a) Order for an injunction to restrain continuous violation of this policy;
- b) Reinstatement of the employee to the same position or to an equivalent position;
- c) Order for compensation for lost wages, remuneration or any other benefits, etc.
- d) Disciplinary action, including dismissal, if applicable, as well as preventive measures for the future.

Subject to legal constraints, she/he will receive information about the outcome of any investigations. All discussions would be minuted and the

HNPL WHISTLE BLOWER POLICY

final report prepared. The decision of the Audit Committee shall be final and binding. If and when the Audit Committee is satisfied that the alleged unethical & improper practice or wrongful conduct existed or is in existence, then the Audit Committee may –

- a) recommend to reprimand, take disciplinary action, impose penalty / punishment order recovery when any alleged unethical & improper practice or wrongful conduct of any employee is proved.
- b) recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical & improper practice or wrongful conduct.

VIII. Notification

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. Every departmental head shall submit a certificate duly signed by him to the Audit Committee that this policy was notified to each employees of his department. The new employees shall be informed about the policy by the HR department and statement in this regard should be periodically submitted to the personnel authorized by the Audit Committee.

IX. Annual Affirmation

The Company shall annually affirm that it has not denied any personnel access to the Chairperson of the Audit Committee and that it has provided protection to whistle blower from adverse personnel action.

X. Scope and Limitations

In the event of any conflict between the provisions of this Policy and the Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.