



**SITA SHREE**  
FOOD PRODUCTS LTD.

## WHISTLE BLOWER POLICY

### I. PREFACE

Sita Shree Food Products Limited is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company, in order to maintain these standards has adopted *the Code of Conduct*, which lays down the principles and standards that should govern the actions of the Employees in the course of conduct of business of the Company. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges and section 177 (9) of Companies Act, 2013, inter-alia provides, mandatory requirement, for all listed companies to establish a mechanism called “Whistle Blower Policy/Vigil Mechanism for employees to report to the management instances of unethical behavior, actual or suspected fraud/corruption or violation of the Company’s code of conduct.

The objective of the Policy is for directors and employees, who have concerns about suspected misconduct, to come forward and express these issues without fear of punishment or unfair treatment.

### II. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below.

*Terms not defined in the policy shall have the meaning as per the Companies Act, 2013.*

1. **“Employee”** means every employee (excluding workers/employees – temporary or on training or on contract or casual and daily wage workers) of the Company including Directors of the Company.
2. **“Investigators”** mean those persons who are authorised, appointed, consulted or approached by the Whistle officer or audit committee or the Chairman thereof. Investigator includes, the auditors of the Company, the police or any other investigating officer appointed as such. It is clarified that this does not take away any authority of the Whistle officer to conduct any investigation into any matter referred to him/ her/ it.
3. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
4. **“Subject”** means an employee against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
5. **“Whistle Blower”** means directors and employees of the Company.
6. **“Whistle Officer”** or **“Committee”** means an officer or Committee of persons who is/are nominated/ appointed to conduct detailed investigation of the disclosure received from the Whistle Blower and recommend disciplinary action. Currently, Shri Anoop Goyal, Whole-Time Director is nominated as Whistle Officer. The Committee, if appointed, should include Senior Level Officers of HR & BRG, Company Secretary, CFO, Internal Auditor and a representative of the Division/ Department where the breach has occurred. Such Committee shall be appointed by the Audit Committee.

### **III. PROTECTED DISCLOSURE CAN BE MADE FOR THE FOLLOWING TYPE OF CONCERNS:**

- i. Unethical behaviour
- ii. Actual or suspected fraud
- iii. Violation of the Company's Code of Conduct

**This Policy should not be used as a route for raising malicious or unfounded allegations against colleagues.**

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 would they determine the appropriate corrective or remedial action that may be warranted in a given case. Whistle Blowers 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 Whistle Officer or the audit committee or the Chairman thereof or the Investigators. Protected Disclosure will be appropriately dealt with by the Whistle Officer or the audit committee or the Chairman thereof, as the case may be.

### **IV. DISQUALIFICATIONS:**

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action. 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 a *mala fide* intention.

### **V. PROCEDURE:**

- i. The Complaint in writing can be lodged by sending an email to [info@sitashri.com](mailto:info@sitashri.com) (OR)
- ii. By following the procedure as may be applicable from time to time.

### **VI. RIGHTS OF SUBJECT:**

Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunity for providing their inputs during the investigation.

### **VII. DUTIES / RESPONSIBILITIES OF SUBJECT:**

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.

### **VIII. DIRECT ACCESS TO THE CHAIRMAN OF THE AUDIT COMMITTEE**

In exceptional cases, where the Whistle blower is not satisfied with the outcome of the investigation carried out by the Whistle officer, he/ she can make a direct appeal to the Chairman of the Audit committee.

### **IX. DECISION:**

If an investigation leads the Whistle Officer, to conclude that an improper or unethical act has been committed, the Whistle Officer shall recommend to the management of the Company to take such disciplinary or corrective action as it deems fit.

### **X. REPORTING:**

A quarterly report with the number of complaints received under the policy and their outcome shall be placed before the Audit Committee.

**XI. 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 minimum period of seven years.

**XII. AMENDMENT:**

The Company for good corporate governance may establish further rules and procedures, from time to time, to give effect to the intent of this policy. 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 will be binding on the Employees unless the same is notified to the Employees in writing.

\*\*\*\*\*