

KANCOR INGREDIENTS LIMITED

Whistle Blower (Vigil Mechanism) Policy



I. PREFACE

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

Kancor Ingredients Limited has adopted the Mane Code of Ethics which lays down the principles and standards that should govern the actions of the Company and its employees.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of employees in pointing out such violations of the Code cannot be undermined. Accordingly, this Whistle-blower Policy (the “**Policy**”) has been formulated with a view to provide a mechanism for directors and employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc and the policy also provides for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases

II. OBJECTIVE

Kancor Ingredients Limited is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about actual or suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The Vigil (Whistle Blower) Mechanism aims to provide an avenue for employees to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

III. POLICY

The Policy intends to cover serious concerns that could have a 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.

IV. DEFINITIONS

- “**Disciplinary Action**” means any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
 - “**Employee**” means every employee of the Company (whether working in India or abroad), including the director in the employment of the Company.
 - “**Protected Disclosure**” means a concern raised by written communication in good
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faith that discloses or demonstrates genuine concern that may evidence actual or suspected unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.

- **“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under the Policy.
- **“Whistle-blower”** is someone who makes a Protected Disclosure under the Policy.

- **“Whistle Officer”** or **“Whistle Committee”** means an officer or Committee of persons who is/are nominated/ appointed to conduct detailed investigation of the Protected Disclosure received from the Whistle-blower and recommend disciplinary action. The Whistle Committee, if appointed, should include Senior Level Officers of different functions and a representative of the Division/ Department where the alleged malpractice has occurred.

- **“Company”** means, “Kancor Ingredients Limited.”

- **“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 on 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.

V. MECHANISM

Any Employee or individual associated with the Company can submit his concern in writing to the Whistle Officer. He/She should submit his/her concern in writing to the Whistle Officer appointed by the Company. Emails can be sent to the email id: **WB@Kancor.in**. Whilst a Protected Disclosure should normally be submitted to the Whistle Officer, it may also be submitted directly to the Chairman of the Company’s Board of Directors (via email at the email id: Jean.MANE@mane.com, when the Whistle-blower feels it necessary under the circumstances.

Employees may report concerns in “exceptional circumstances” directly to the Chairperson of the Audit Committee of the Board of Directors of the Company. These circumstances could include:

- a) Concerns implicating wrong-doing by any of the executives of the Company;
- b) Concerns involving material fraud or misstatement in financial reporting or accounting;
- c) Serious criminal violations by any Employee of the Company;

If the facts of any concern are of an exceptional nature, and an Employee wishes to reach the Chairperson of the Audit Committee, he may do so by sending his report



marked "Private and Confidential" in a sealed envelope to:

Chairperson, Audit Committee
Board of Directors
Kancor Ingredients Limited
5th Floor, Imperium, 159, Marol Maroshi Road, Vijay Nagar, Opposite
Police Quarters, Andheri East, Mumbai- 59
Email: Christian.GARIN@mane.com

Reports made directly to the Chairperson of the Audit Committee shall be opened only by the Chairperson acting in official capacity and the Chairperson may commission an independent investigation of the allegation or, in the event the Chairperson makes an informed assessment and conclusion that the report is not of an exceptional nature, may direct that the matter be investigated by the Whistle Committee constituted under the Policy.

Any Employee, other than Chairperson of the Audit Committee, who receives mail addressed to the Chairman of the Audit Committee of the Company must forward that mail, without opening it, to the Chairperson of the Audit Committee or the Company Secretary at the registered office of the Company.

VI. SCOPE

The policy applies to:

1. All Employees, regardless of their location.

Employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Breach of Mane Code of Ethics
 1. Abuse of authority;
 2. Breach of contract;
 3. Negligence causing substantial and specific danger to public health and safety;
 4. Manipulation of the Company's data/records;
 5. Financial irregularities, including fraud or suspected fraud or deficiencies in internal control and check or deliberate error in preparations of financial statements or misrepresentation of financial reports
 6. Any unlawful act whether Criminal/ Civil;
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7. Pilfering of confidential/proprietary information;
8. Deliberate violation of law/regulation;
9. Wastage/misappropriation of the Company's funds/assets;
10. Breach /failure to implement or comply with any approved Company Policy;
11. Any unethical, biased, favoured, imprudent act or behaviour;

Policy is not a substitute for the Company's grievance procedures or a route for raising malicious or unfounded allegations against colleagues.

VII. GUIDING PRINCIPLES

To ensure that the Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

1. Ensure that the Whistle-blower and/or the person processing the Protected Disclosure is not victimized for doing so;
2. Treat victimization as a serious matter, including initiating disciplinary action on person/(s) indulging in victimization;
3. Ensure complete confidentiality;
4. Not attempt to conceal evidence of the Protected Disclosure;
5. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
6. Provide an opportunity of being heard to the persons involved especially to the Subject.

VIII. ANONYMOUS ALLEGATION

Whistle-blowers must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. **Disclosures expressed anonymously will NOT be investigated.** However, if specific facts and references are given, it shall be investigated.

IX. PROTECTION TO WHISTLE-BLOWER

1. If one raises a concern under the Policy in good faith by providing all the information he/she has and believes to be true when it is provided, and timely correcting anything he/she later learns to be inaccurate, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, harassment or vengeance in any manner. The Company's Employee will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion,
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refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle-blower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under the Policy. The protection is available provided that:

- a. The communication/ Protected Disclosure is made in good faith;
- b. He/She reasonably believes that information and any allegations contained in it are substantially true.

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

2. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform Employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an Employee reporting a matter under the Policy.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistle-blower.

X. ACCOUNTABILITIES – WHISTLE-BLOWERS

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 the Policy for making a Protected 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 disclosures. 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 involvement in the matters that are the subject of the allegations and investigation.

g) Maintain confidentiality of the subject matter of the Protected Disclosure and the identity of the persons involved in the alleged malpractice. It may forewarn the Subject that important evidence is likely to be destroyed.

h) In exceptional cases, where the Whistle-blower is not satisfied with the outcome of the investigation carried out by the Whistle Officer or the Whistle Committee, he/she can make a direct appeal to the Chairman of the Company.

i) In case of reports made by the Whistle-blower maliciously, recklessly or with a motivation of personal gain or harm against others, in bad faith and in case of repeated frivolous complaints being filed by the Whistle-blower, the Whistle Officer, Whistle Committee or Audit Committee, as appropriate, may take suitable disciplinary action against the concerned Employee, including but not limited to reprimand and / termination of employment, civil action or criminal prosecution.

XI. ACCOUNTABILITIES - WHISTLE OFFICER AND WHISTLE COMMITTEE

a) Conduct the enquiry in a fair, unbiased manner;

b) Ensure complete fact-finding;

c) Maintain strict confidentiality;

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;

f) Record deliberations of the Whistle Committee and document the final report.

XI. RIGHTS OF A SUBJECT

a) Subjects have the right to be heard and the Whistle Officer or the Whistle Committee must give adequate time and opportunity for the subject to communicate his/her say on the matter.

b) Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process.

XII. MANAGEMENT ACTION ON FALSE DISCLOSURES

An Employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and

including termination of employment, in accordance with Company rules, policies and procedures. Further, the Policy may not be used as a defense by an Employee against whom an adverse personnel action has been taken independent of any Protected Disclosure made by him and for legitimate reasons or cause under Company rules and policies.

XIII. PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES

Procedure for reporting & dealing with Protected Disclosures given in Annexure A.

Process flow is given in Annexure C

XIV. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with “Protected Disclosures” are considered confidential information and access will be restricted to the Whistle Committee and the Whistle Officer. “Disclosures” and any resulting investigations, reports or resulting actions will generally not be disclosed to the public, except as required by any legal requirements or regulations or by any corporate policy in place at that time.

XV. 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 05 years.

XVI. REPORTS

A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Whistle Committee and the corrective actions taken will be sent to the Chairman of the Company by 15th of Jan, April, July or Oct as the case may be.

XVII. COMPANY'S POWERS

The Board of Directors of the Company reserves the right to review, amend, or rescind the Policy in whole or in part, at any time, without assigning any reason whatsoever. Whilst the Company has made best efforts to define detailed procedures for implementation of the Policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the Policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of the Policy and further the objective of good corporate governance.



Annexure A

PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES

1. How should a Protected Disclosure be made and to whom?

A Protected Disclosure should be made in writing. Letters can be submitted by hand-delivery, courier or by post addressed to the Whistle Officer appointed by the Company. Emails can be sent to the email id: WB@Kancor.in. Whilst a Protected Disclosure should normally be submitted to the Whistle Officer, it may also be submitted directly to the Chairman of the Company's Board of Directors (via email at the email id: Jean.MANE@mane.com, when the Whistle-blower feels it necessary under the circumstances.

If the facts of any concern are of an exceptional nature, and an Employee wishes to reach the Chairperson of the Audit Committee, he may do so by sending his report marked "Private and Confidential" in a sealed envelope to:

Chairperson, Audit Committee
Board of Directors
Kancor Ingredients Limited
159, Imperium, 5th Floor, Marol Maroshi Road, Andheri East, Mumbai- 59
Email: Christian.GARIN@mane.com

Protected Disclosures against any Employee in CXO Band or the Business/Functional Head or Directors should be sent directly to the Chairman of Company's Board of Directors: jean.MANE@mane.com

2. Is there any specific format for submitting the Protected Disclosure?

While there is no specific format for submitting a Protected Disclosure, the following details MUST be mentioned:

- (a) Name, address and contact details of the Whistle-blower (including Employee Code, if the Whistle-blower is an Employee).
- (b) Brief description of the malpractice, giving the names of those alleged to have committed or about to commit a malpractice. Specific details such as time and place of occurrence are also important.
- (c) In case of letters, the Protected Disclosure should be sealed in an envelope marked "Whistle-blower" and addressed to the Whistle Officer OR Chairman, as the case may be.

3. What will happen after the Protected Disclosure is submitted?

- (a) The Whistle Officer shall acknowledge receipt of the Disclosure as soon as practical (preferably within 07 days of receipt of a Disclosure), where the Whistle-
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blower has provided his/her contact details.

(b) The Whistle Officer will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Disclosure constitute a Malpractice. If the Whistle Officer determines that the allegations do not constitute a malpractice, he/she will record this finding with reasons and communicate the same to the Whistle-blower.

(c) If the Whistle Officer determines that the allegations constitute a malpractice, he/she will proceed to investigate the Disclosure with the assistance of the Whistle Committee comprising of Senior Level Officers 2-3 departments and a representative of the Division/ Department where the breach has occurred, as he/she deems necessary. If the alleged malpractice is required by law to be dealt with under any other mechanism, the Whistle Officer shall refer the Protected Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.

(d) 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.

(e) The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information by the Whistle Officer or Whistle Committee for the purpose of such investigation shall do so. Individuals with whom the Whistle Officer or Whistle Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.

(f) If the malpractice constitutes a criminal offence, the Whistle Officer will bring it to the notice of the Chairman and take appropriate action including reporting the matter to the police.

(g) The Whistle Committee shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Whistle Officer as soon as practically possible and in any case, not later than 90 days from the date of receipt of the Protected Disclosure. The Whistle Officer may allow additional time for submission of the report based on the circumstances of the case.

(h) Whilst it may be difficult for the Whistle Officer to keep the Whistle-blower regularly updated on the progress of the investigations, he/she will keep the Whistle-blower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.

(i) The Whistle Officer will ensure action on the recommendations of the Whistle Committee/ Officer and keep the Whistle-blower informed of the same. Though no timeframe is being specified for such action, the Company will endeavor to act as quickly as possible in cases of proved malpractice.



Annexure B

FAQ ABOUT THE POLICY

1) Who is a Whistle-blower?

A Whistle-blower is any person who raises an alarm to expose misconduct or call attention to a wrong practice occurring in the organization

2) Why has this Policy been introduced?

To ensure that we maintain our standards of ethical, moral and legal conduct of business and high level of transparency and accountability in all that we do.

3) What kind of concerns should I report as a WB?

We aim to cover serious concerns (actual or suspected) that can impact the operations and performance of the business adversely. It is not intended for petty and malicious allegations.

4) Why should I report?

Your reporting to the management helps to alert them in advance and can also help to prevent an organizational lapse.

In addition to this, through reporting, we also uphold the WE Values of the Company.

5) What safeguards do I have, if I report?

The statutory board through MD in adopting the Policy stands guarantees that there will be no victimization of the Whistle-blower. Safeguarding the Whistle-blower against harassment is a key feature of the Policy. In view of the org, those who raise concern display dedication, integrity and commitment toward the organization.

6) Whom should I report to?

All Whistle Blower can be reported to the 'Whistle Officer'. He/She will be the person who receives all complaints under this Policy and ensures appropriate action

7) Who is the Whistle Officer?

The Whistle Officer is selected by the Board on the basis of the integrity independence and fairness of the individual. Any change in the Whistle Officer will be communicated to all Employees.

Whistle Officer can be reached at WB@Kancor.in

8) Do I have to submit my complaints in writing?

Yes, this will be necessary.

9) Can I make an anonymous complaint?

No, complaints cannot be anonymous. This is to help in follow-up and get factual data, as and when required.

10) It's only a suspicion, I don't have evidence. Can I complain?

Yes, you can. However you should be able to clearly explain your concerns.

11) Will my identity as a complainant be kept confidential?

Every effort will be made to protect the identity of the Whistle-blower. And as mentioned earlier, the complainant is fully safeguarded against any harassment or victimization

12) What if I am wrong?

It is possible that a suspicion is proved wrong. The investigation towards this would establish the final result. However, a negative result will not in any way compromise the complainant when the complaint has been made in good faith. Complaints made maliciously and for personal gain will not be entertained.

13) I have existing channels for communicating in my own company, why should I go to a Whistle Officer?

There are certain communication channels within the Company. It is not necessary that serious concerns be raised only to Whistle Officer. This Policy provides an additional communication channel to supplement the existing channels. The Whistle Officer remains as a neutral person to this. Concerns can also be referred to him in case no action has been taken after raising the concern within the Company.

14) It's not my problem, why should I bother?

As a responsible and committed Employee of the Company, it is our duty to report any such instances.

Our role can prevent lapses that have a far-reaching implication for the whole Company.

15) What if the person I am complaining about is my own boss?

That is why a neutral Whistle Officer is being selected.



Annexure C
PROCESS FLOW

