

1. PREFACE

- 1.1. Lactalis India which is a part of Groupe Lactalis places great emphasis on Integrity, Commitment and Passion.
- 1.2. 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. Further, Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, states that among others, a company which has borrowed money from banks and public financial institutions in excess of Rs.50 crore is required to have a vigil mechanism.
- 1.3. Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for directors and employees of the Company to disclose any irregularities or possible violation or an event of misconduct, act of misdemeanor or act not in the company’s interest.
- 1.4. **Sunfresh Agro Industries Private Limited** (“Company”), a Private Limited Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

2. POLICY OBJECTIVES

- 2.1. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.
- 2.2. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.
- 2.3. A Vigil (Whistle Blower) mechanism provides a channel to the employees and directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation.
- 2.4. This policy lists down broadly the identifiable and non-negotiable set of actions/behavior applicable to all employees across the Group. It explains how to report violations/potential violations and the process of redressal.
- 2.5. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues.

3. SCOPE OF THE POLICY

- 3.1. This Policy covers malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules/policies, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.
- 3.2. The policy applies to eligible persons as defined in Para 5 of this policy
- 3.3. This Policy provides a platform and a mechanism for Employees and Directors (Whistle Blower) to voice genuine concerns or grievances about unprofessional conduct without fear of reprisal.
- 3.4. This Policy provides an environment that promotes responsible and protected whistle blowing. It reminds Employees and Directors about their duty to report any suspected violation of any law, ethics or company standards.
- 3.5. Most Importantly, this Policy offers a platform and is a source of information about what may be going wrong within the Group and which will help the Group recalibrate different processes and take corrective measures to progress.

4. DEFINITIONS

- 4.1. **“Alleged wrongful conduct”** shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority It shall include but not be limited to the following:
 - a. Abuse of authority
 - b. Breach of contract
 - c. Blackmail and coercion
 - d. Negligence causing substantial and specific danger to public health and safety.
 - e. Manipulation of Group data/records.
 - f. 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;
 - g. Any unlawful act whether Criminal/ Civil
 - h. Pilferage of confidential/propriety information;
 - i. Deliberate violation of law/regulation;
 - j. Wastage/misappropriation of Group funds/assets ;
 - k. Sexual Harassment

- 4.2. “**Board**” means the Board of Directors of the Company.
- 4.3. “**Company**” means the **Sunfresh Agro Industries Private Limited** which all its offices, factories, warehouses or storage facility centres, etc.
- 4.4. “**Employee**” means all the present employees, whether full time or part time, on a consultancy or retainer basis and Whole-time Directors of the Group (Whether working in India or abroad).
- 4.5. “**Group**” means Lactalis India which includes **Sunfresh Agro Industries Private Limited, Anik Milk Products Private Limited** and **Tirumala Milk Products Private Limited**.
- 4.6. “**Members of the Committee**” such persons as appointed by the Board to the Whistle Blower Committee from time to time.
- 4.7. “**Protected Disclosure**” means a concern raised by an eligible person, through a written communication and made in good faith which discloses or demonstrates information about alleged wrongly conduct by an Employee or Director or groups of employees or Directors with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 4.8. “**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.
- 4.9. “**Vigilance Officer**” means Director of the Company, authorized to receive Protected Disclosures from Whistle Blowers, maintaining records thereof, placing the same before the Whistle Blower Committee, for its disposal and informing the Whistle Blower the result thereof.
- 4.10. “**Whistle Blower**” is an Eligible person who make a Protected Disclosure under this Policy and also referred in this policy as Whistle Blower.
- 4.11. “**Whistle Blower Committee**” means a committee of persons who are nominated/appointed to conduct detailed investigation of the disclosure received from the whistle blower and recommend disciplinary action.

5. ELIGIBLE PERSONS

The following categories of persons or group of persons are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company:

- a. All Employees and Directors of the Company and Group Companies
- b. Contractors, Vendors, Suppliers or Agencies (or any of their employees) providing any material or service to the Company or Group Companies

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES.

- 6.1. All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in a vernacular language.
- 6.2. The Protected Disclosure should be submitted in a closed and secured envelope and marked as “Protected Disclosure”. Alternatively, the same can also be sent through email with the subject “Protected Disclosure”. If the complaint is not marked and closed as mentioned above, it is possible that the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the Whistle Blower, the Vigilance Officer will not issue any acknowledgement to the Whistle Blower and they are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Vigilance Officer. The Vigilance Officer shall assure that in case any further clarification is required he will get in touch with the Whistle Blower.
- 6.3. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.
- 6.4. All Protected Disclosures should be addressed to the Vigilance Officer as per below mentioned contact details:

Ethics Line	+91 7305777404
Ethics Email-Id	ethics.lactalisindia@in.lactalis.com

Name	Mr. Rahulkumar Satendra Prakash Srivastava
Address	Apartment No: 5, Floor: 3, Tower A, Commanders Court, Ethiraj Salai, Egmore, Chennai - 600 100
Email	Rahul.Kumar@in.lactalis.com

- 6.5. On receipt of the protected disclosure the Vigilance Officer, shall make a record of the Protected Disclosure and also ascertain from the Whistle Blower whether he was the person who made the protected disclosure or not. He shall refer the Protected Disclosure to the Whistle Blower Committee and carry out initial investigation either himself or by

involving any other Officer of the Company or an outside agency for further appropriate investigation and needful action. In cases where the Protected Disclosure is in a language other than English, the Vigilance Officer may seek external assistance for the translation of the document under confidential terms.

The record will include:

- a. Brief facts;
- b. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- c. Whether the same Protected Disclosure was raised previously on the same subject;
- d. Details of actions taken by Vigilance Officer for processing the complaint.
- e. Findings of the Managing Director
- f. The recommendations of the Managing Director/ other action(s).

6.6. The Vigilance officer, if deems fit, may call for further information or particulars from the Whistle Blower.

6.7. The following types of complaints will ordinarily not be considered and investigated by the Vigilance Officer;

- a. Complaints that are Illegible, if handwritten
- b. Complaints that are Trivial or frivolous in nature
- c. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body
- d. Any matter that is very old from the date on which the act constituting violation, is alleged to have been committed
- e. Issue raised, that relates to service matters or personal grievance (such as increment, promotion, appraisal etc.) also any customer/product related grievance.

7. INVESTIGATION

7.1. All protected disclosures under this policy will be recorded and thoroughly investigated. The Whistle Blower Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.

7.2. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.

7.3. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

- 7.4. Subject(s) shall have a duty to co-operate with the Vigilance officer or any of the Officers appointed by it in this regard.
- 7.5. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 7.6. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.7. Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 7.8. The investigation shall be completed normally within 60 days of the receipt of the protected disclosure and is extendable by such period as the Whistle Blower Committee deems fit.

8. DECISION AND REPORTING

- 8.1. If an investigation leads, the Vigilance Officer to conclude that an improper or unethical act has been committed, the Vigilance Officer shall recommend to the Whistle Blower Committee of the company to take such disciplinary or corrective action as the committee may deem fit. The disciplinary or corrective action may include but not be limited to the following:
 - a. Formal apology
 - b. Counselling
 - c. Written warning and a copy of it maintained in the employee's file
 - d. Change of work assignment / transfer with or without monetary impact
 - e. Suspension or termination of services of the employee found guilty of the offence
 - f. In case the violation by the individual amounts to a specific offence under the law, the Company shall initiate appropriate action in accordance with law by making a complaint with the appropriate authority
- 8.2. The Vigilance Officer shall submit a report to the Whistle Blower Committee on a regular basis about all Protected Disclosures referred to him since the last report together with the results of investigations, if any.
- 8.3. In case the Subject is the Managing Director of the Company, the protected disclosure shall be addressed to the Board of Directors of the Company. The Board of Directors shall appropriately and expeditiously investigate the Protected Disclosure.

- 8.4. If the report of investigation is not to the satisfaction of the Whistle Blower, the Whistle Blower has the right to report the event to the appropriate legal or investigating agency.
- 8.5. A Whistle Blower who makes false allegations of unethical and improper practices or about alleged wrongful conduct of the subject to the Vigilance Officer shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. SECRECY / CONFIDENTIALITY

The Whistle Blower, Vigilance Officer, the Subject and everybody involved in the process shall:

- a. Maintain confidentiality of all matters under this Policy
- b. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- c. Not keep the papers unattended anywhere at any time
- d. Keep the electronic mails / files under password.

10. PROTECTION

- 10.1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy.
- 10.2. The Group, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, 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 duties / functions including making further Protected Disclosure.
- 10.3. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- 10.4. A Whistle Blower may report any violation of the above clause to the Vigilance Officer, who shall investigate into the same and recommend suitable action to the Whistle Blowing Committee.
- 10.5. The identity of the Whistle Blower shall be kept confidential to the full extent possible and permitted under law. The identity of the Whistle Blower will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority.

10.6. In the event of the identity of the Whistle Blower being disclosed, the Managing Director is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

10.7. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

11. COMMUNICATION

A Whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through displaying a copy of this policy in every outlet of the Company, or any other location or premises identified by the Company or any other means as may deem fit.

12. RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company in a physical copy for a period of 10 (TEN) years or such other period as specified by any other law in force, whichever is more. However digitized copies of all documents related to the Protected Disclosures and the investigations including their outcome shall be protected confidentially and stored in perpetuity.

13. ADMINISTRATION AND REVIEW OF THE POLICY

The Board of Directors shall be responsible for the administration, interpretation, application and review of this policy. The Board also shall be empowered to bring about necessary changes to this Policy, if required at any stage.

14. AMENDMENT

14.1. 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 and Directors unless the same is approved by board.

14.2. It is clarified that the No Amendment shall be brought about which permits the disclosure of the identity of the Whistle Blower unless as permitted in this Policy.