

Whistle Blower policy/ Vigil Mechanism

Purpose/ Preface:

The Company believes that its constituents (Directors, Employees and others) should conduct their affairs in fair and transparent manner by adopting highest standards of professionalism, integrity, honesty and ethics. The purpose of Whistle Blower Policy is to devise a procedure by which Employee/s can report to the Company, allegations of known or suspected alleged Improper Activities (as defined hereinafter).

Any actual or potential violation of the Ethics, 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 Ethics cannot be undermined.

Pursuant to the provisions of Section 177 of Companies Act 2013 and regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter refers Listing Regulations, 2015) the Company " CHORDIA FOOD PRODUCTS LIMITED has adopted the whistle blower policy/ Vigil Mechanism in its Board meeting held on 15th February, 2016 for Directors and Employees to report to Management Instances of unethical behaviour, actual or suspected, fraud or violation of Company's Code of Conduct. The vigil Mechanism is required to provide adequate safeguards against victimisation of persons and also to ensure direct access to the ethics Committee or Chairman of the Audit Committee in appropriate or exceptional cases.

All Employee/s of the Company are encouraged to report either orally or in writing to the Whistle Blower Administrator, evidence/s of activity by the Company, department or Employee/s that may constitute Improper Activities affecting the business or reputation of the Company.

Guidelines

1. Definitions

- a) "Audit Committee" means the Audit Committee of the Company constituted by the Board of Directors of the Company in accordance with regulation 18 of the Listing Regulations, 2015 and as per provisions of section 177 of Companies Act, 2013.
- b) Company shall mean Chordia Food Products Limited.
- c) "Employee" means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- d) "Improper Activities" include, but are not limited to,
 - Questionable accounting, internal accounting controls or auditing matters



CHORDIA FOOD PRODUCTS LTD.

Office: Above S. K. Agencies, 38/39, Tarkar Compound, Hadapsar Industrial Estate, Hadapsar, Pune-411 013,
Tel.: 020-26871500 **Website:** www.chordiafoods.com

Registered Office: 399/400, Sangavi (Shirwal), Tal. Khandala, Dist. Satara-412801
Tel.: 9922990065 **CIN :** L15995PN1982PLC026173

- Disclosures in documents filed by the Company with statutory authorities and other public disclosures made by the Company that may not be complete or accurate
 - Fraudulent financial reporting
 - Violations of the Company's Code of Conduct for Directors and Senior Management or other Code of Conduct framed by the Company, if any
 - Violations of laws applicable to the Company
 - Fraud against the Company's shareholders
 - Forgery or alteration of documents
 - Misappropriation or misuse of Company resources, such as funds, supplies or other assets
 - Pursuit of a benefit or advantage in violation of conflict of interest policy of the Company.
 - Unauthorized alteration or manipulation of electronic data
 - Disclosure of confidential information
 - Any other activity by an Employee that is undertaken in the performance of the Employee's official duties, whether or not that action is within the scope of his or her employment, and which is in violation of any law or regulation, or constitutes malfeasance, bribery, fraud, misuse of Company property, or willful omission to perform his or her duties, or involves gross misconduct.
- e) "Whistle Blower" means an employee of the Company and includes who informs a manager, supervisor or the Whistle Blower Administrator of the Company about an activity which that person believes to be fraudulent or dishonest.

Scope:

- a) The Whistle Blowers 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 recommend the appropriate corrective or remedial action that may be warranted in a given case.
- b) 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.

Eligibility:

All Employees of the Company are eligible to inform about improper activities under the Policy. The Improper activities may be in relation to matters concerning the Company.

Therefore, in pursuance of the said section, this Vigil Mechanism would be as follows:

- a) Director or employee may report their genuine concerns or grievances in such manner as may be prescribed. While doing so they shall be safeguarded and provided with immunity.

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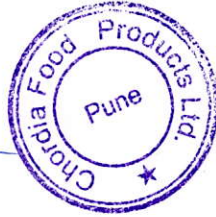


- b) In terms of Section 177 of the Companies Act, 2013, the Audit Committee will oversee the mechanism and if a member of a committee is having conflict of interest in given case he will recuse himself and other members on the committee would deal with the matter on hand.
- c) While it will be ensured that genuine whistle blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- d) 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 or without sufficient evidence to make the allegation. e) A quarterly report with number of complaints received under this Policy and their outcome shall be placed before the Audit Committee.



By order of Board of
Chordia Food Products Limited

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Bapu Gavhane
Executive Director & CFO

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