



GOPAL SNACKS LIMITED

VIGIL MECHANISM POLICY

1. PREFACE

Gopal Snacks Limited (“**GSL**”) being listed company requires to establish a vigil mechanism for Directors and employees to report the genuine concerns as per the provisions of the section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in such manner as may be prescribed.

In terms of Regulation 4(2)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”), it is mandatory requirement for all listed companies to devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies to freely communicate their concerns about illegal or unethical practices.

GSL has adopted a Code of Conduct (“**the Code**”) for Directors and senior management, which lays down the principles and standards that should govern the action of the Company and its employees. In view of the above, GSL, being a listed company has established a Vigil Mechanism and formulated a Whistle Blower Policy (“**Policy**”) for GSL and its subsidiaries.

2. DEFINITIONS

- “**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance with regulations of SEBI LODR and Companies Act, 2013.
- “**Board**” means the Board of Directors of the Company.
- “**Company**” means the Gopal Snacks Limited and its subsidiaries.
- “**Employee**” means all the present employees and Directors of the Company.
- “**Protected Disclosure**” means any communication in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- “**Subject**” means a person or group of persons against or in relation to whom a Protected is closure is made or evidence gathered during the course of an investigation.
- “**Vigilance and Ethics Officer**” means an employee of the Company appointed in the office of HR-Head to inter alia, receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- “**Whistle Blower**” is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

3. OBJECTIVES OF THE POLICY

The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company.

To maintain the standards and objectives mentioned above, the Company encourages its Directors and employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. 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 of the code of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

This policy, however, 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 in general.

4. SCOPE OF THE POLICY

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, manipulations, negligence causing danger to public health and safety, misappropriation of monies, any instances of leak of unpublished price sensitive information and/ or other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers. This Policy is intended to encourage and enable employees to raise serious concerns within the Company prior to seeking resolution outside the Company.

5. REPORTING OF THE PROTECTED DISCLOSURES

All employees of the Company are eligible to make protected disclosures under the Policy in relation to matters concerning the Company. The Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrong doing. This Policy ensures that employees are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.

This Policy is not, however, intended to question financial or business decisions taken by the Company and it cannot be considered Protected Disclosures. Also, Protected Disclosures should not be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. This policy shall not be used:

- For raising grievances related to employees' own career / other personal grievances.
- For raising grievances related to career of other employees / colleagues.
- Grievances arising out of the policies / procedures of the Company and any decision taken by the superior / management in this respect.
- Grievances related to such other similar issues like i, ii and iii herein mentioned above.

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.

However, employees can lodge a Protected Disclosure anonymously without disclosing the identity. A protected disclosure received anonymously will be evaluated by the Company for investigation. In exercising this discretion, the following factors will be taken into consideration:

- a. The seriousness of the issue raised;
- b. The credibility of the concern; and
- c. The likelihood of confirming the allegations from attributable sources.

In respect of all Protected Disclosures, the Vigilance and Ethics Officer and employees at the levels of vice presidents and above shall be forwarded to the Chairman of the Audit Committee of the Company and those concerning other employees shall be forwarded to the Vigilance and Ethics Officer of the Company as per the following details:

- a. Chairman of the Audit Committee
Plot no. G2322, G2323 & G2324, GIDC Metoda, Tal. Lodhika, Dist.- Rajkot – 360021 Gujarat.
- b. Vigilance and Ethics Officer
Plot no. G2322, G2323 & G2324, GIDC Metoda, Tal. Lodhika, Dist.- Rajkot – 360021 Gujarat.

In order to protect the identity of the complainant, the Chairman of Audit Committee or Vigilance and Ethics Officer will not issue any acknowledgement to the complainants. Also, the complainants are advised not to write their name / address on the envelope nor enter into any further correspondence with the Chairman of Audit Committee or Vigilance and Ethics Officer. The Chairman of Audit Committee or Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

While this Policy is intended to protect genuine Whistle Blower's from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. An employee who makes complaints with mala fide intentions and which is subsequently found to be false will be subject to strict disciplinary action.

The Whistle Blower's role is that of a reporting party. Whistle Blowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

Although a Whistle Blower is not required to furnish any more information than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint which does not contain all the critical information such as the specific charge. The complaint or disclosure must therefore provide as much detail and be as specific as possible in order to facilitate the investigation as well as to allow proper assessment of the nature and extent of the concern and the urgency in conducting preliminary investigation, as required.

To the extent possible, the complaint or disclosure must include the following:

- a. The employee, and/or outside party or parties involved
- b. The sector of the Company where it happened (Location, Department, office);

- c. When did it happen: a date or a period or time;
- d. Type of concern (what happened);
 - i. Financial reporting;
 - ii. Legal matter;
 - iii. Management action;
 - iv. Employee misconduct; and/or
 - v. Health & safety and environmental issues.
- e. Submit proof or identify where proof can be found, if possible;
- f. Who to contact for more information, if possible; and/or
- g. Prior efforts to address the problem, if any.

6. RECEIPT, INVESTIGATION AND DISPOSAL OF PROTECTED DISCLOSURES

On receipt of the Protected Disclosure, the Vigilance and Ethics Officer or the Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

Brief facts:

- a. Whether the same Protected Disclosure was raised previously by anyone on the subject, and if so, the outcome thereof;
- b. Details of actions taken by the Vigilance and Ethics Officer / the Chairman of the Audit Committee processing the complaint
- c. Findings and recommendations.

The Audit Committee, if deems fit, may call for further information or particulars from Vigilance and Ethics Officer or complainant, as the case may be.

7. INVESTIGATION

The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process. 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. He shall have a duty to co-operate with the Vigilance and Ethics Officer / the Chairman of the Audit Committee or any of the Officers appointed by it in this regard and shall be subject to strict disciplinary action up to and including immediate dismissal, if they fail to cooperate in an investigation, or deliberately provide false information during an investigation.

Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer/Investigators and/or members of the Audit Committee and/or the Whistle Blower.

He has 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 him.

Unless there are compelling reasons not to do so, he will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against him shall be considered as maintainable unless there is good evidence in support of the allegation. He has a right to be informed of the outcome of the investigations. If allegations are not sustained, he should be consulted as to whether public disclosure of the investigation results would be in the best interest of him and the Company.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Vigilance and Ethics Officer / Chairman of the Audit Committee deems fit.

8. DECISION

If an investigation leads the Ethics Officer to conclude that an improper or unethical act has been committed, the Ethics Officer shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

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

9. CONFIDENTIALITY

The Complainant, Vigilance Officer, members of the Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy and discuss only to the extent or with those persons as required under this Policy for completing the process of investigations and keep the papers in safe custody. The Company reserves the right to refer any concerns or complaints regarding Protected Disclosure to appropriate external regulatory authorities.

10. PROTECTION

No personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences.

Accordingly, the Company prohibits discrimination, retaliation or harassment of any kind against a Whistle blower, who based on his/her reasonable belief that one or more Protected Disclosure has occurred or are, occurring, reports that information. Any employee, who retaliates against a Whistle

blower who has raised a Protected Disclosure or Complaint in good faith, will be subject to strict disciplinary action up to and including immediate termination of employment or termination of his/her relationship with the Company.

If any employee, who makes a disclosure in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or point of contact. If, for any reason, he/she does not feel comfortable discussing the matter with these persons, he/she should bring the matter to the attention of the Chairman's office, Vigilance and Ethics Officer or the Chairman of the Audit Committee in exceptional cases. It is imperative that such employee brings the matter to the Company's attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

11. 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 period of 7 (seven) years or such other period as may be specified by any other law in force, whichever is more.

12. AMENDMENT TO 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 and Directors unless the same is notified to them in writing.

Annexure 1- Template for Reporting Violation

Please select the applicable incident type(s) from the list below that best describes the issue(s) you are reporting. Please note that multiple issues can be selected:

1. Misappropriation of company assets or resources
2. Conflict of Interest
3. Inappropriate sharing of confidential information
4. Financial Fraud of any nature
5. Violation of Gifts and Entertainment Policy
6. Non-adherence to Environment, Health and Safety Guidelines
7. Inaccurate Financial / Accounting Reporting
8. Bribery and Corruption
9. Insider trading including instances of leak or suspected leak of unpublished price sensitive information
10. Other forms of Harassment-Victimization, Bullying, Discrimination, etc
11. Misuse of Social Media Usage
12. Misuse of Authority
13. Concurrent Employment
14. Others _____

Please provide name, designation and department of the person(s) involved?

	Name	Department	Designation
Individual 1			
Individual 2			
Individual 3			
Individual 4			

When did the incident occur? (Please provide tentative date if you do not know the exact date)

Please confirm the location of the incident

How did you find out about the incident?

How long has this been occurring for?

- Less than a month

- 1-6 months
- 6-12 months

Please provide detailed description of the incident. To enable your company to act on your Complaint, you are requested to provide specific information. Where possible, please include Names, location, date, time etc. Please note that this field is limited to 250 words

Do you have any evidence in support of your allegations?

Yes No

Is anyone else aware of this incident?

Yes No

Is there any additional information that would facilitate the investigation of the matter?

Yes No

Have you reported this incident to anyone in the company?

Yes

No

Date: _____

Name of Person Reporting (optional) _____

Contact Number (optional) _____

Contact Email id(optional) _____