



TERMINALS

Allcargo Terminals Limited

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Whistle Blower Policy and Procedures

WHISTLE BLOWER POLICY AND PROCEDURES

Allcargo Terminals Limited (“ATL” / the “Company”) is committed to establish and demonstrate high standards of corporate governance in the day-to-day management of affairs of the Company. Such high standards will eventually protect the interest of shareholders, creditors – both secured and unsecured, employees and other stakeholders in the Company. To improve the overall corporate governance within the Company, it is proposed to set up a Whistle Blower Mechanism. The scope of this policy shall also include regulatory requirements under the Companies Act, 2013, the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

1. Objectives and Scope:

ATL does not tolerate any unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy, malpractice, impropriety, statutory non-compliance or wrongdoing. This policy is expected to ensure that the employees and directors are empowered to pro-actively bring out such instances without fear of reprisal, discrimination or adverse employment consequences. This policy will also cover all subsidiary companies of the Company operating in India. This policy covers the procedure to be followed, the receipt, retention and treatment of complaints covering the areas mentioned at the beginning of this paragraph and the confidential, anonymous submission by employees and directors in this regard.

In order to facilitate the reporting of complaints by any employee or Director, the Board of Directors of the Company has appointed the Chief Assurance and Risk Executive to receive, retain, investigate and act on complaints and concerns of employees and Directors (“Reports”) regarding:

- (a) Unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy, any other malpractice, impropriety or wrongdoing.
- (b) Compliance with legal and regulatory requirements.
- (c) Retaliation against employees and directors who make such reports/ information / complaints.
- (d) Instances of leakage of/suspected leakage of Unpublished Price Sensitive Information of the Company.

Any employee or Director of the Company may submit a good faith report as per the scope covered above to the management of the Company without fear of dismissal or retaliation of any kind.

2. Exclusions

The following are specifically excluded from the coverage of this policy.

- (a) Employment and career related except retaliatory acts mentioned in (c) above.
- (b) Questioning of business and financial decisions taken by the Company.
- (c) Abuse of policy by repeated frivolous complaints with mala fide intentions.

3. Complainant's duty, rights and responsibilities

In view of the protection given under the policy, it is expected that, complainant will come openly to file complaints as per the scope covered in a confidential manner. It will help to ensure an appropriate interaction to logically conclude the investigation, assurance on non- retaliation etc. However, if the complainant intends to furnish anonymous complaint, it is expected that all relevant details are furnished which will help to logically conclude the investigation as there is no means to get back to them for any additional information to trace the event or transaction(s).

Complainant's responsibility is to bring the attention of the management the Reports as a reporting party. Management is neither an investigator nor can it determine corrective and remedial measures. While the Company encourages complainant to file any information under the purview of the policy, which will be investigated and appropriate corrective measures taken wherever required, the policy does not envisage any communication of findings and details of other investigations to the complainant. However, complaints received other than anonymous shall be acknowledged.

It is also imperative for the complainant to invite the attention of the management promptly, so that any concern on reprisal, discrimination or adverse employment consequence can be investigated and addressed.

4. Protection of complainant - Non-retaliation

The Management shall not retaliate, and shall not tolerate any retaliation by any other person from the Company or group, directly or indirectly, against anyone who, in good faith, files a report / information covered under the scope of this policy or provides assistance to the management or any other person or group, including any governmental, regulatory or law enforcement body etc. The Management shall not, unless compelled by judicial or other legal process, reveal the identity of any person who filed such report / information. The identity of the complainant will remain confidential and shall not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a report anonymously.

5. Procedures for receiving complaints

- a. All complaints concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b. In respect of all other complaints, those concerning the Chief Assurance and Risk Executive and employees at the levels of Vice Presidents and above, should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Chief Assurance and Risk Executive of the Company.
- c. If a Complaint is received by any employee of the Company other than the Chief Assurance and Risk Executive or the Chairman of the Audit Committee, the same should be forwarded to the Chief Assurance and Risk Executive or the Chairman of the Audit Committee of the Company for further appropriate action.

Complaints may be made by email at whistle.blower@allcargoterminals.com

It is recommended that all such communications should be marked confidential.

1. Any Report whether made openly, confidentially or anonymously, shall be promptly reported to the Audit Committee Chairman who in turn will give an appropriate direction to the Audit Committee for each such complaint.
2. It may at their discretion consult with any member of management who is not the subject of the allegation and who may have appropriate expertise to assist the Committee.
3. It shall promptly determine what professional assistance, if any, it needs to order the

conduct of the investigation. It shall be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results. Furthermore, the Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Reports.

6. Considerations for Investigation

In determining the nature of investigation it shall consider, among any other factors that are appropriate under the circumstances, the following:

1. Who is the alleged wrongdoer? If an executive officer, senior financial officer or other high management official including any Board Member, is alleged to have engaged in wrongdoing, that factor alone may influence the decision in favor of Whistle Blower Committee conducting the investigation.
2. How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Whistle Blower Committee should undertake the investigation.
3. How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate it will be that the Whistle Blower Committee should undertake the investigation. In assessing credibility, the Whistle Blower Committee should consider all facts surrounding the allegation, including but not limited to whether similar allegations have been made in the past.
4. Based on the above parameter, the Committee shall carry out its investigation and make its report to the Audit Committee which shall contain, the natures of wrong done, seriousness of such wrong done and its impact on the organization, disciplinary action proposed to be taken against wrongdoer.

7. Audit Committee

Based on the investigation report received from the Company, the Audit Committee shall, if it thinks so, further investigate into the matter under report and take such help of internal and / or external resource to establish the wrong done and direct such disciplinary action against the wrong doer as it may think appropriate considering the circumstances under which such wrong done and its impact on the organization. If the Audit Committee feels that the wrong done is more sever and threat to the organization's survival and will impact it materially, it may

refer the same to the Board of Directors for further directions or redressal.

All complaints received against directors would be investigated directly by the Chairman of the Audit Committee.

Audit Committee shall oversee the overall effectiveness of this vigil mechanism. Apart from specific actions directed by the Audit Committee Chairman on receipt, (reference para 5.1 above), the complaints received under this policy shall be discussed during its periodical meetings and progress of investigations monitored for its logical conclusion.

8. Publication of this Policy on website and intranet:

A copy of this policy shall be published on website and intranet of the Company and reference of it will be made in the Directors report.

9. Retention of records

Chief Assurance and Risk Executive will maintain a log of all complaints, tracking their receipt, investigation and resolution. He / she shall maintain records of all steps taken in connection with any investigation of a Report including investigation of Reports that are found to be unsubstantiated. Such records will be retained for a period of three years after completion of the investigation.

10. Applicability of laws

It is possible that, while the internal complaint procedure may take care of corporate governance aspects such as ethics and code of conduct and unacceptable practices as per terms of employment, the subject matter might attract provisions of various laws under various civil and criminal proceedings. It is expected that, such cases will be reviewed by the Audit Committee on an immediate basis and appropriate action taken.

11. Review of Policy

The Audit Committee and management reserve the right to review the policy from time to time. All such modifications will be communicated to the employees, directors and published on website and intranet.

12. Amendment

In the event of any conflict between the provisions of this Code and the Listing Regulations, the Regulations or any Act or any other statutory enactments, rules, the provisions of such Listing Regulations, the Regulations or any Act or statutory enactments, rules shall prevail over this Policy.

Any subsequent amendment/modification in the Regulations, the Listing Regulations or the Act or any other applicable laws, direction or clarification by SEBI, provision of this Policy shall be read and implemented in context of such amended/modified or clarified positions.

Version	Effective Date	Description of changes
Version 1.0	5 th July 2023	Adoption of Policy at the Board Meeting held on 5 th July 2023