



## **ATLANTA LIMITED**

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Under the provisions of Section 177 (9) and (10) of the Companies Act, 2013 and subject to Companies (Meeting of Board and its Powers) Rule, 2014 and in terms of amended Clause 49 II F made applicable w.e.f. 1<sup>st</sup> October, 2014, the Company Atlanta Limited, being a listed Company with BSE and NSE proposes to establish a vigil mechanism for its directors and employees to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct and formulate a policy for the same.

The Company in terms of Clause 49 of the Listing Agreement has adopted a Code of Conduct ("the Code") for Directors and Senior Management Personnel and posted it on its website which lays down the principles and standards that should govern their actions.

#### **Objective and Scope of Policy**

The Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractice 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 and other matters or activity on account of which the interest of the Company is adversely affected.

The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up their personal grievances.

#### **Definitions**

"Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosure 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.

"Whistle Blower" is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.



“Vigilance Officer” means an officer of the Company nominated to conduct detailed investigation under this policy and to receive Protected Disclosure from Whistle Blowers, maintain record thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the results thereof.

### **Eligibility**

All employees of the Company and various stakeholders of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

### **Procedure**

All Protected Disclosures should be reported in writing by the complainant as soon as possible not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in legible handwriting in English.

The Protected Disclosures should be submitted in closed and secured envelope and should be super-scribed as “**Protected Disclosure under the Whistle Blower Policy**”. Alternatively, the same can be sent through email with the subject “**Protected Disclosures under the Whistle Blower Policy**”. If the compliant is not super-scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainants, the Vigilance Officer will not issue any acknowledgement to the complaints and they are advised neither to write their names/address on the envelope nor enter into any further correspondence with the Vigilance Officer who shall ensure that in case any further clarification is required, he will get in touch with the complainant.

The Company shall not entertain anonymous/ pseudonymous disclosures

All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

The contact details of the Vigilance Officer and the Chairman of the Audit Committee are as under:

Shri Arpan Brahmhatt  
Atlanta Limited  
101, Shree Amba Shanti Chambers,



Opp. Hotel Leela,  
Andheri Kurla Road,  
Andheri East  
Mumbai – 400 059

On receipt of the protected disclosure, the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle blower and process only the protected disclosure.

### **Investigation**

All protected disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/Committee constituted for the same/an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional officer of the Company and /or committee and /or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deem fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.

### **Decision and Reporting**

If an investigation leads to a conclusion that an improper or unethical act been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.



Any disciplinary or corrective action 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.

A quarterly report with the number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

### **Confidentiality**

The complainant, Vigilance Officer, Member of the Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigation and keep the papers in safe custody.

### **Protection**

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. Adequate safeguards against victimisation of complainants shall be provided. The Company will take steps to minimise 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.

### **Disqualifications**

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.

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 malafide intention.

Whistle Blowers, who make any protected Disclosures, which have been subsequently found to be malafide, frivolous, shall be subject to appropriate



disciplinary action in accordance with rules, procedures and policies of the Company.

### **Access to the Chairman of the Audit Committee**

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

### **Communication**

Directors and Employees shall be informed of this Policy by publishing on the notice Board and the website of the Company.

### **Retention 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 specified by any other law in force, whichever is more.

### **Amendment**

The Company reserves its right to amend or modify this Policy in whole or in part, at any times without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated to them in writing.