

ANMOL INDUSTRIES LIMITED



VIGIL MECHANISM (WHISTLE BLOWER) POLICY

Version 2.0

ANMOL INDUSTRIES LIMITED
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Documentation Validation Note

Anmol Industries Limited (AIL), a limited company incorporated under the Companies Act, 1956 (now within the meaning of Companies Act, 2013) and having its registered office at 229, A. J. C. Bose Road, 3rd Floor, Crescent Tower, Kolkata - 700020 has formulated and adopted the Vigil Mechanism (Whistle Blower) Policy, Version 2.0 in terms of mention of such mechanism in Section 177(9) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014.

Section 177(9) of the Act requires the Company to establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.

Title	Particulars
Reviewing Authority	Audit Committee
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1. **LEGAL PROVISIONS**

Section 177(9) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 requires every listed company and the companies belonging to the following class or classes to establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances:

- (a) the Companies which accept deposits from the public;
- (b) the Companies which have borrowed money from banks and public financial institutions in excess of Rs.50 crores.

The Company has borrowed money from banks and public financial institutions in excess of Rs. 50 crores hence the applicability to establish a Vigil Mechanism arises and thereby the Policy.

Sub-rule 2 of Rule 7 mentions that the companies which are required to constitute an Audit Committee shall oversee the vigil mechanism through the Committee and if any of the members of the Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Committee would deal with the matter on hand.

Section 177(10) read with Sub-rule 4 of Rule 7 provides that the vigil mechanism shall provide for adequate safeguards against victimization of employees and directors who avail of such mechanism and make provision for direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee, in exceptional cases.

Sub-rule 5 of Rule 7 mentions that in case of repeated frivolous complaints being filed by a director or an employee, the Audit Committee or the director nominated to play the role of Audit Committee may take suitable action against the concerned director or employee including reprimand.

Proviso to Section 177(10) mentions that the details of establishment of such Mechanism shall be disclosed by the Company on its website, if any, and in the Board's Report.

2. **POLICY**

The Vigil Mechanism (Whistle Blower) Policy provides a channel to the Employees and Directors of the Company to report to the Management their genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of 'The Code of Business Conduct & Ethics', legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

This Policy shall not be a substitute for other formal arrangements and procedures established in this regard.

3. **APPLICABILITY**

This Policy is an internal policy and is applicable to the Employees and Directors of the Company to make Protected Disclosures in relation to matters concerning the Company.

4. **DEFINITIONS**

- a) **‘Act’** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- b) **‘Alleged wrongful conduct’** shall mean violation of laws applicable to the Company, infringement of Company’s rules, misappropriation of monies, substantial and specific danger to public health and safety, non-adherence to the Code or abuse of authority.
- c) **‘Audit Committee’** means the Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013.
- d) **‘Board of Directors’ or ‘Board’** means the collective body of the Directors of the Company.
- e) **‘Code’** means The Code of Business Conduct & Ethics as adopted by the Company.
- f) **‘Company’** means Anmol Industries Limited, a Company constituted under the provisions of Companies Act, 1956 (now within the meaning of Companies Act, 2013).
- g) **‘Employee’** means every employee of the Company, including the Directors in employment of the Company.
- h) **‘Protected Disclosure’** means a concern raised by an employee/director or group of employees/directors of the Company, through a written communication and made in good faith that discloses or demonstrates information about an unethical or improper activity falling under ‘Coverage of the Policy’ (under point 6 of the Policy) or alleged wrongful conduct with respect to the Company. Protected Disclosures should be factual and not speculative in nature.
- i) **‘Subject’** means a person or group of persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- j) **‘Vigilance Officer’** means an officer of the Company nominated by Board of Directors of the Company, 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.
- k) **‘Whistle Blower’** is an employee/director or group of employees/director(s) making a Protected Disclosure under this Policy.

5. **AIMS & OBJECTIVES**

- a) To encourage openness.
- b) To develop a culture where it is safe for all Directors/Employees to raise concerns about any unacceptable practice and any event of misconduct.
- c) To adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its Directors/Employees who have concerns about suspected misconduct to come forward and report these concerns without fear of punishment or unfair treatment.
- d) To provide a mechanism for adequate safeguards against victimization of Employees and Directors who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.
- e) To minimize the organization's exposure to the damage that can occur when employees circumvent internal mechanisms.
- f) To let employees know that the organization is serious about adherence to the Code of Business Conduct & Ethics.
- g) The Vigil Mechanism (Whistle Blower) Policy neither releases the Directors/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 about a personal situation or with a mala fide intent.

6. **GUIDING PRINCIPLES**

To ensure that this Policy is adhered to and to assure that the concern will be acted upon seriously, the Company shall:

- a) Ensure that the Whistle Blower and/or the person processing the Protected Disclosure are not victimized for doing so.
- b) Treat victimization as a serious matter including initiating disciplinary action on such person/(s).
- c) Ensure complete confidentiality.
- d) Not attempt to conceal evidence of the Protected Disclosure.
- e) Take, *inter-alia*, disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made/to be made and
- f) Provide an opportunity of being heard to the persons involved especially to the Subject.

7. **COVERAGE OF POLICY**

The Policy covers malpractices and events which have taken place/suspected to take place involving:

- a) Alleged wrongful conduct.

- b) Abuse or misuse of authority.
- c) Breach of contract.
- d) Negligence causing substantial and specific danger to public health and safety.
- e) Manipulation of Company's data/records.
- f) Financial irregularities, including fraud, or suspected fraud.
- g) Criminal offence.
- h) Pilfering of confidential/propriety information.
- i) Deliberate violation of law/regulation including Insider Trading.
- j) Misuse/misappropriation of Company's funds/assets.
- k) Violation of Company's Code of Business Conduct & Ethics or Rules; and
- l) Any other unethical, biased, favored, imprudent event.

The above list is only illustrative and should not be considered as exhaustive.

The Policy should not be used as a route for raising malicious or unfounded allegations against colleagues.

8. **DISQUALIFICATIONS**

- 8.1 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, *inter-alia*, warrant disciplinary action.
- 8.2 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.
- 8.3 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable for disciplinary action under the Company's Code Business Conduct & Ethics. In case of repeated frivolous complaints being filed by a Whistle Blower, the Audit Committee may take suitable action against such person including reprimand.

9. **PROCEDURE**

- 9.1 A person can make Protected Disclosure in writing or by e-mail, as soon as possible, but not later than 30 days after the Whistle Blower becomes aware of the same and should be typed or written in legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.
- 9.2 The Protected Disclosure should be factual and neither speculative nor in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern. Sample format of 'Protected Disclosure Form' is attached herewith as 'Annexure: A'

- 9.3 The 30 days, as mentioned above in point 9.1 could be from the occurrence of the concern/event or before such occurrence.
- 9.4 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as '**Protected disclosure under the Vigil Mechanism (Whistle Blower) Policy**'. Alternatively, the same can also be sent through e-mail with the subject '**Protected disclosure under the Vigil Mechanism (Whistle Blower) Policy**'. If the complaint is not super-scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the Whistle Blower and the Protected Disclosure will be dealt with as if a normal disclosure.
- 9.5 In order to protect the 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. 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.
- 9.6 All Protected Disclosures against Employees (except Vigilance Officer) should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in appropriate or exceptional cases. The contact detail of the Vigilance Officer is as under:

Name: Poonam Chandra Tibrewal

Address: 229 A.J.C. Bose Road, 3rd Floor, Crescent Tower, Kolkata – 700020.

Email: tibrewalpoonam@anmolindustries.com

Contact No: 9830269311

- 9.7 Protected Disclosure concerning financial/accounting matters or matter against the Vigilance Officer or any of the Directors of the Company should be addressed to the Chairman of the Audit Committee. The contact detail of the Chairman of the Audit Committee is as under:

Name: Mrs. Mamta Binani

Address: 229 A.J.C. Bose Road, 3rd Floor, Crescent Tower, Kolkata – 700020

Email: mamtabinani@gmail.com

- 9.8 Whistle Blower must put his name on the covering letter for Protected Disclosure. Anonymous/ pseudonymous protected disclosures shall not be entertained by the Vigilance Officer/Chairman of the Audit Committee.

10. **INVESTIGATION**

- 10.1 If initial/preliminary enquiries by the Vigilance Officer/Chairman of the Audit Committee indicate that the concern has no basis, or it is not a matter to be further investigated or pursued under this Policy, it may be dismissed at this stage and the decision will be documented.
- 10.2 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Vigilance Officer/Chairman of the Audit Committee or by such other person as may be authorised or appointed by the Vigilance Officer/Chairman of the Audit Committee. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings will be made.
- 10.3 Name of the Whistle Blower shall not be disclosed by the Vigilance Officer/Chairman of the Audit Committee unless otherwise required under any law or regulation or by a competent court of law.

11. **DECISION AND REPORTING**

- 11.1 The Vigilance Officer/ Chairman of the Audit Committee shall make a detailed written record of the Protected Disclosure. The record will, *inter alia*, include:
- (a) Facts of the matter;
 - (b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - (c) Whether any Protected Disclosure was raised previously against the same Subject;
 - (d) The financial/otherwise loss which has/have been incurred by the Company;
 - (e) Findings of the Vigilance Officer/Investigation Person; and
 - (f) The recommendations of the Vigilance Officer on disciplinary/other action(s).

The Vigilance Officer shall finalize and submit the report to the Chairman of the Audit Committee, within 30 days of the receipt of protected disclosure.

- 11.2 On submission of report, the Chairman of the Audit Committee shall discuss the matter with the Vigilance Officer who shall either:
- (a) In case the Protected Disclosure is proved, accept the findings of the Vigilance Officer and take such disciplinary action as he may think fit and take preventive measures to avoid reoccurrence of the alleged wrongful conduct;
 - (b) In case the Protected Disclosure is not proved, extinguish the matter; or
 - (c) Depending upon the seriousness of the matter, Chairman of the Audit Committee may refer the matter to the Board of Directors with proposed disciplinary action/counter measures. The Board of Directors, if thinks fit, may further refer the matter to the Audit Committee for necessary action with its proposal.
- 11.3 The Vigilance officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

12. **PROTECTION**

12.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.

The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower 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.

12.2 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under the applicable laws.

12.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

13. **SECRECY/CONFIDENTIALITY**

The Whistle Blower, the Subject, the Chairman of the Audit Committee, the members of the Audit Committee, the Vigilance Officer and everybody involved in the process shall:

- (a) maintain complete and strict confidentiality/secretcy of the matter;
- (b) not discuss the matter with any other person other than one required for enquiry/ investigation into the matter;
- (c) discuss only to the extent required for the purpose of completing the process and investigations;
- (d) ensure that the papers are kept in safe custody;
- (e) not keep the papers unattended anywhere at any time; and
- (f) keep the electronic mails/files under password.

If anyone is found not complying with the above, he/she shall be held liable for such disciplinary and punitive action as is considered fit.

14. **COMMUNICATION**

This policy, as adopted by the Audit Committee and amended from time to time, shall be communicated to the Directors and Employees of the Company by publishing on the website of the Company.

15. **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 5 (five) years or such other period as specified by any other law in force, whichever is more.

16. **LEGAL REMEDIES**

Nothing contained in this Policy shall prejudice any right available to or prevent any person from seeking any legal remedy under any law for the time being in force.

17. **AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

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SAMPLE FORMAT OF PROTECTED DISCLOSURE FORM

Date	:	
Name of the Employee/Director	:	
E- mail id of the Employee/ Director	:	
Communication Address	:	
Contact No.	:	
Subject matter which is reported	:	
Name of the person/ event focused at	:	
Brief about the concern	:	
Evidence (enclose, if any)	:	

Signature