



WHISTLE BLOWER POLICY
AND VIGIL MECHANISM
OF
ANKA INDIA LIMITED

Preface

Traditionally, a whistle blower is a person who somehow becomes aware about some illegal/unauthorized activity in an organization either through witnessing the behavior or being told about it.

A properly framed vigil mechanism requires that any person acting as a whistle blower should be able to comprehend and understand the process of bringing his concern to the attention of appropriate authority through a clearly laid down process and at the same time such person should be assured of protection against any kind of harassment that may follow once he has blown the whistle.

Whistle Blower Policy/ Vigil Mechanism vis-à-vis Corporate Governance

This Policy seeks to improve Corporate Governance by fostering a compliant and ethical culture through:

1. Early detection of wrong doings, frauds, wastages, illegal activities and significant risks;
2. Bringing in an extra check on compliance with Code of Conduct and applicable laws.

To this intent, genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment.

Statutory Requirement

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

Clause 49 of the Listing Agreement provides for a mandatory requirement for all listed companies to establish a mechanism called “Whistle Blower Policy” for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company’s code of conduct.

The Company has adopted Code of Conduct (“the Code”) as prevalent from time to time, which lays down the principles and standards that should govern the actions of the Company, its

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Associates and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Definitions

The definitions of some of the key terms used in this Policy are given below.

- a. **“Alleged wrongful conduct”** shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.
 - b. **“Audit Committee”** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement with the Stock Exchange(s);
 - c. **“Code”** means the Code of Conduct of the Company.
 - d. **“Company”** means Anka India Limited.
 - e. **“Investigators”** mean those persons authorised, appointed, consulted in respect of a Protected Disclosure and includes the auditors of the Company and the police.
 - f. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity;
 - g. **“Staff Member”** means every employee of the Company including a trainee and persons on contract (whether working in India or abroad).
 - h. **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation;
 - i. **“Whistle blower”** means an Director, Employee, supplier, vendor or any other person making a Protected Disclosure under this Policy;
 - j. **“Vigilance and Ethics Officer”** means an officer appointed to 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.
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The Chairman of the Company shall act as Vigilance and Ethics Officer of the Company.

Scope

This policy is an extension of Code of Conduct of the company.

Applicability of Policy

The policy extends to staff member and all directors and employees and other category of people covered under the definition of whistle blower, who acting in good faith and in the best interest of the company reports the matter including but not limited to breach of Company's code of conduct, breach of integrity and ethical practices, any financial or legal fraud including suspected fraud, gross or willful negligence causing legal, financial or environmental damage, breach of confidential information of the company. If any Whistle Blower observes malpractices or events mentioned herein below, the staff member may without any fear of retribution blow the whistle and raise an alarm. Unethical or improper activity / Malpractices and events:

1. Breach of Company's Code and Policy.
 2. Abuse of authority resulting in violation of Code including but not limited to:
 - a. Discrimination;
 - b. Harassment;
 - c. conflict of interest (abuse or wrongful non-disclosure)
 - d. transactions with related parties (abuse or wrongful non-disclosure)
 - e. securities transactions (use or leakage of market sensitive information / breach of SEBI regulations)
 - f. illegal payments\
 3. Manipulation of Company data/records
 4. Financial irregularities, including fraud, or suspected fraud.
 5. Deliberate violation of law/regulation
 6. Any unlawful act whether Criminal/ Civil
 7. Any matter or activity on account of which the interest of the Company is affected.
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Procedure

1. The concern / allegation should preferably be reported in writing via e-mail so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English. Alternatively, concern / allegation can also be reported by phone.
2. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “**Protected disclosure under the Whistle Blower policy**”.

Alternatively, the same can also be sent through email with the subject “**Protected disclosure under the Whistle Blower policy**”.

3. In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and they are advised not to write their name / address on the envelope. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.
4. All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee as stated below –
 - a) Any Protected Disclosure against any employee of the Company shall be addressed to the Vigilance and Ethics Officer of the Company.
 - b) Any Protected Disclosure against any Director of the Company (except Chairman of the Audit Committee) should be addressed to the Chairman of the Audit Committee.
 - c) Any Protected Disclosure against the Chairman of the Audit Committee should be addressed to the Vigilance and Ethics Officer of the Company.

5. The contact details of the of Vigilance and Ethics Officer or Chairman of the Audit Committee of the Company are as under:

1. **Vigilance and Ethics Officer**

Name: Mr. H.S. Sethi (Chairman of the Board of Directors)

Address: 4A/35 Old Rajinder Nagar, Basement New Delhi-110060

Email Id: response@ankaindia.com

Phone No:-011-47525580

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2. Chairman of Audit Committee

Name: Mr. J.P. Singh (Independent Director)

Address: 4A/35 Old Rajinder Nagar, Basement New Delhi-110060

Email Id: response@ankaindia.com

Phone No:-011-47525580

If a protected disclosure is received by any executive of the Company other than Vigilance and Ethics Officer/Chairman of the Audit Committee, as the case may be, the same should be forwarded to the Vigilance and Ethics Officer/Chairman of the Audit Committee, as the case may be, for further appropriate action;

Protected Disclosures should be reported in writing so also ensure a clear understanding of the issues raised including the identity of the whistle blower. Any anonymous disclosure will not be accepted by the Company;

7. Appropriate care must be taken to keep the identity of the Whistleblower as confidential to the extent possible and permitted by Law;
8. On receipt of the Protected Disclosure, the Vigilance and Ethics Officer/Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the Whistle Blower whether he was the person who made the Protected Disclosure or not. The record will include:
 - Brief facts;
 - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - Details of actions taken by Vigilance and Ethics Officer / Chairman of the Audit Committee for processing the said complaint
 - Findings of the Audit Committee on the said complaint
 - The recommendations of the Audit Committee/ other action(s) on said complaint.

The Audit Committee, if deems fit, may call for further information or particulars from the Whistle Blower.

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Investigation

1. All Protected Disclosures under this policy will be recorded and thoroughly investigated by the Vigilance and Ethics Officer of the Company who will investigate / oversee the investigations under the authorization of the Audit committee and may at its discretion consider involving any other Officer(s)/Employee(s) of the Company and/ or an outside agency for the purpose of investigation.
 2. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.
 3. 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.
 4. Subject(s) shall have a duty to co-operate with the Vigilance & Ethics Officer/Audit Committee or any of the Officer(s)/Employees(s) or an outside agency appointed by them in this regard.
 5. 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.
 6. Subject(s) have a right to be heard and the Vigilance and Ethics Officer must give adequate time and opportunity for the subject to communicate his/her say in the matter
 7. Subject(s) have 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 the subject(s).
 8. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
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9. Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject(s) should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject(s) and the Company.
10. The Vigilance and Ethics Officer shall complete the investigation normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit.

Investigators

1. Investigators are required to conduct a process towards fact-finding and analysis, Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.
2. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

Decision and Reporting

1. If an investigation leads to a conclusion that an improper or unethical act has 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.
 2. 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.
 3. A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.
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4. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company

Protection

1. No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. The term unfair treatment will include but would not be limited to 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 Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure;
2. If during the course of investigation or upon conclusion of the same if the Whistleblower is required to give evidence or being witness in any criminal or disciplinary proceedings, then Company will arrange that whistleblower receives the advice about the procedure;
3. Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower;
4. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention and the same would result in disciplinary action against such false Whistleblower.

Access to Chairman of the Audit Committee

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.

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. However, no such amendment or modification will be binding on the Directors and employees unless the same is communicated in the manner described as above.
