



ANUH PHARMA LTD.

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WHISTLE BLOWER POLICY AND VIGIL MECHANISM

PREAMBLE

Section 177 of the Companies Act, 2013 requires every listed Company or 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.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all listed entities shall 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.

Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 provides that the listed company shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairman of the Audit Committee in appropriate or exceptional cases.

OBJECTIVE

The Company is committed 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 express these concerns without fear of punishment of unfair treatment. This policy aims to provide an avenue for Directors/Employees to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.



DEFINITIONS

“**Company**” means, “Anuh Pharma Limited.”

“**Policy** or “**This Policy**” means, the “Whistle Blower Policy.”

“**Whistle Blower**” is someone who makes a Protected Disclosure under this Policy including an employee who reports instance of leak of price sensitive information under this Policy, which also includes ex-employee of the Company.

“**Disciplinary Action**” means, any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“**Employee**” means, every employee of the Company.

“**Director**” means a Director on the Board of Directors of the Company pursuant to the provisions of the Companies Act, 2013.

“**Improper Practice**” includes:

- a) Any actual or potential violation of the legal & regulatory requirements whether Criminal/ Civil;
- b) Any claim of theft or fraud;
- c) Abuse of authority;
- d) Breach of contract/ trust, pilferation of confidential/propriety information;
- e) Negligence causing substantial and specific danger to public health and safety;
- f) Manipulation/ theft of the Company data/records;
- g) Financial irregularities, including fraud or suspected fraud or deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports;
- h) Wastage/misappropriation of the Company funds/assets, embezzlement;
- i) Breach of Company Policy or failure to implement or comply with any approved Company Policy/ies;
- j) Any claim of retaliation for providing information to or otherwise assisting the Audit Committee;
- k) Any other action or inaction that could have impact on the operations, performance, value and the reputation of the Company.

“**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 Practice. Protected Disclosures 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 under this Policy.

“Audit Committee” means an Audit Committee formed under the provisions of the Companies Act, 2013 and the Listing Agreement.

“Good Faith”: means a Director and an Employee shall be deemed to be communicating in “good faith” if there is a reasonable basis for communication of unethical and Improper or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and Improper Practices or alleged wrongful conduct is malicious, false or frivolous.

SCOPE

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/suspected to take place involving:

1. Breach of the Company’s Code of Conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws / regulations
6. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of Company data / records
8. Gross Wastage/misappropriation of Company funds/assets

ELIGIBILITY

All Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

WHISTLE BLOWING IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

- i. Any instance of leak of UPSI should be on the basis of a direct first- hand experience of the Whistle Blower. It should not be based on any secondary, unreliable source such as grapevine or any other form of informal communication.
- ii. The Whistle Blower may report leak of UPSI by an email to the Managing Director at his e-mail ID mentioning the subject line “LEAK OF UPSI”.



- iii. On the basis of reporting, the Managing Director shall conduct examination about the genuineness of the reporting before conduct of inquiry.
- iv. The Managing Director as soon as ascertaining the genuineness of the reporting about leak of UPSI, intimate to Board of Directors and Audit Committee.
- v. The Company shall take further action based on the recommendations of Board of Directors and Audit Committee accordingly.
- vi. The instance of leak of UPSI made by the Whistle Blower must be genuine with adequate supporting data/proof. If it is established that the allegation was made with mala-fide intentions or was frivolous in nature or was not genuine, the Whistle Blower shall be subject to Disciplinary Action.

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 a legible handwriting in English.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as **“Protected disclosure under the Whistle Blower Policy”** or sent through email with the subject **“Protected disclosure under the Whistle Blower Policy”**. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Chairman of the Audit Committee, Email ID of Mr. Jasvantlal G. Shah, current Chairman of the Audit Committee is ***acmchairman1960@gmail.com***.

The Company has appointed Ms. Ashwini Ambrale as a Vigilance Officer for assisting the Chairman of the Audit Committee in investigation.

The contact details of the Vigilance Officer are as under:-

Name and Address – Ms. Ashwini Ambrale, Anuh Pharma Limited, 3-A, Shivsagar Estate, North Wing, Dr. Annie Besant Road, Worli, Mumbai – 400 018
Email - ***aplcs@sk1932.com***.

In order to protect the identity of the complainant, the Chairman of the Audit Committee will not issue any acknowledgement to the complainants and they are not advised neither to write their name nor address on the envelope & also do not enter into any further correspondence with the Chairman of the Audit Committee.



On receipt of the protected disclosure the with the Chairman of the Audit Committee shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

INVESTIGATION

1. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any Member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand. In case where a Company is not required to constitute an Audit Committee, then the Board of directors shall nominate a director to play the role of Audit Committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.
2. The Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
3. The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
4. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
5. Subjects shall have a duty to co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
6. Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
7. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.



8. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
9. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
10. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

DECISION

If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee deems 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.

REPORTS

A quarterly status report on the total number of Protected Disclosures received during the period, with summary of the findings of the Audit Committee and the corrective actions taken will be sent to the Board of the Company.

For **Anuh Pharma Limited**

Jasvantlal G. Shah
Jasvantlal G, Shah
Chairman
(DIN: 00372600)



Place : Mumbai
Date : August 07, 2020