



## **ANUH PHARMA LTD.**

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# **WHISTLE BLOWER** **POLICY AND VIGIL** **MECHANISM**



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## ANUH PHARMA LIMITED WHISTLE BLOWER POLICY AND VIGIL MECHANISM

### 1. INTRODUCTION

As per Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates the Company to constitute a vigil mechanism called the 'Whistle Blower Policy' for directors and employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. Our Company has adopted this Whistle Blower Policy in line with the objective of strengthening the governance mechanism and to report to the management instances of unethical behaviour, actual or suspected misconduct or fraud.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides for all listed companies to establish a "**Whistle Blower Policy**".

Pursuant to SEBI (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.

SEBI (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have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.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 believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour.

### 2. 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 or unfair treatment. This policy aims to provide an avenue for Directors/Employees to raise concerns of any violations of legal or



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regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

## 3. **DEFINITIONS**

1. **“Act”** means the Companies Act, 2013.
2. **“Audit Committee”** means Committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013 and read with Regulation 18 of Listing Regulations.
3. **“Company”** means, “Anuh Pharma Limited.”
4. **“Director”** means a Director on the Board of Directors of the Company pursuant to the provisions of the Companies Act, 2013.
5. **“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.
6. **“Employee”** means, every employee of the Company.
7. **“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.
8. **“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, perforation of confidential/propriety information;
  - e) Negligence causing substantial and specific danger to public health and safety;



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- 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 Policies;
- 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.

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

10. **“Protected Disclosure”** means, a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical, improper Practice or wrong doing. Protected Disclosures should be factual and not speculative in nature. Reporting of Concerns, including but not limited to:

- a. Misuse of funds or resources;
- b. Discrimination or oppression;
- c. Gross negligence;
- d. Mismanagement;
- e. Corruption;
- f. Criminal offenses;
- g. Fraud;
- h. Failure to comply with rules and regulations, etc.

11. **“Regulation”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

12. **“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.



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13. “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.

#### 4. **INTERPRETATION:**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Act, Listing Regulations and/or any other SEBI Regulation(s) as amended from time to time.

#### 5. **SCOPE**

The Whistle Blower’s role is to report or raise any concern which he/ she believes is an internal malpractice or wrongdoing (including contravention of laws or fraud) which could affect the business or reputation of the Company. Any allegation which falls within the scope of the concerns identified below will be seriously considered and investigated.

**These concerns would include but are not restricted to: -**

- i. Fraud;
- ii. Financial malpractice;
- iii. Failure to comply with applicable legal requirements or Company policy;
- iv. Improper conduct or unethical behaviour, including breach of the Company’s code of conduct, business integrity or ethics;
- v. Attempts to conceal any material facts or misrepresentation;
- vi. Negligence causing substantial and specific danger to public health, safety or environment;
- vii. Any unlawful act whether criminal/civil;
- viii. Colluding with third parties/associates to exploit or cause harm to the company; and
- ix. Breach of terms and conditions of employment and rules thereof;
- x. Manipulation of company data/ records;
- xi. Unauthorised use, access or disclosure of confidential/proprietary information; Abuse of authority;
- xii. Misappropriation or authorised use of Company Funds/assets.

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:



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- a. Breach of the Company's Code of Conduct
- b. Breach of Business Integrity and Ethics
- c. Breach of terms and conditions of employment and rules thereof
- d. Intentional Financial irregularities, including fraud, or suspected fraud
- e. Deliberate violation of laws / regulations
- f. Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment
- g. Manipulation of Company data / records
- h. Gross Wastage/misappropriation of Company funds/assets

## 6. **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.

## 7. **GUIDING PRINCIPLES**

- 1) Protected disclosures are acted upon in a time bound manner.
- 2) Complete confidentiality of the Whistle Blower is maintained.
- 3) The Whistle Blower and / or the person(s) processing the Protected Disclosure are not subjected to victimization.
- 4) Evidence of the Protected Disclosure is not concealed and appropriate action including disciplinary action is taken in case of attempts to conceal or destroy evidence.
- 5) Subject of the Protected Disclosure i.e. person against or in relation to whom a protected disclosure has been made, is provided an opportunity of being heard.

## 8. **WHISTLE BLOWER – ROLE & DISQUALIFICATIONS**

### **A) ROLE**

1. The Whistle Blower's role is that of a reporting party with reliable information.
2. The Whistle Blower is not required or expected to conduct any investigations on his own.
3. The Whistle Blower does not have any right to participate in investigations.
4. Protected Disclosure will be appropriately dealt with by the Competent Authority.
5. The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons on his written request.



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## B) DISQUALIFICATIONS

Protection under this policy should not mean protection from disciplinary action arising due to false allegations made by a Whistle blower knowing it to be false or with a malafide intention.

Whistle blowers who make two or more protected disclosures which are subsequently found malafide, baseless, malicious or otherwise than in good faith will be disqualified from reporting further.

## 9. 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.

## 10. PROCEDURE

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



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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, of the Board as under.

The details of the Chairman of the Audit Committee and Vigilance Officer shall be placed on the website of the Company at [www.anuhpharma.com](http://www.anuhpharma.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 with the Chairman of the Audit Committee he/she shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

## **11. 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



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outcome of the investigation may not support the conclusion of the Whistle blower 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 Whistle blower. 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.

### **12. 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



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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.

### **13. 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.

### **14. RETENTION OF DOCUMENTS**

All Protected Disclosures in writing or documented alongwith the results of Investigation relating thereto shall be retained by the company for a period of five years.

### **15. AMENDMENTS**

The Board of Directors shall reserve the rights and powers to make any amendments to the Policy, in whole or in part, as it deems fit from time to time, provided that the Policy continues to be in line with the requirements as per the relevant act and regulations, for the time being in force.