

ANNAPURNA FINANCE PVT LTD

WHISTLEBLOWER POLICY

V 2.0

Approved by Board on November,2013

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The purpose of this policy is to provide an avenue for the stakeholders to raise concerns and also provide the necessary safeguards for protecting the individuals who come forward from reprisals or victimization, for whistle blowing in good faith.

Introduction

Annapurna Finance Pvt Ltd is committed towards maintaining highest standards of ethics for a transparent and fair environment while conducting its business, and in promoting an open communication in all its interaction between its employees, customers and all the people with whom comes into contact, through its values of honesty, integrity, professionalism, client privacy, fair practices, quality of service and ethics, as prescribed in its Code of Conduct.

The Company believes that it is important to prevent corruption, misuse of office property/powers, suspected actual frauds, acts resulting in Financial Loss / Operational Risk, Loss of reputation, etc. These are activities which are detrimental to the customer's interest and the Company's interest. Annapurna considers it important to provide an appropriate forum to various stakeholders to fearlessly and openly inform about any of the above mentioned activity. The Whistle blower policy has been introduced for this purpose.

The Companies Act, 2013 {Sec. 177 (9)} also mandates that the Companies falling under this category (Every listed company; Every other company which accepts deposits from the public; Every company which has borrowed money from banks and public financial institutions in excess of INR 50 crores) shall establish a Whistle Blower policy. This policy will encourage the stakeholders to bring any issue relating to violation of ethical, regulatory norms, rules and regulations to Organisation's notice without any fear of retaliation, discrimination or harassment.

Objective

The purpose of this policy is to provide an avenue for the stakeholders to raise concerns who come forward in good faith, with complaints relating to disclosure on any allegation of corruption or wilful misuse of power or wilful misuse of discretion against any employee, or violation of law, and to inquire or cause an inquiry into such disclosure and to provide adequate safeguards against victimization of the person making such complaint and for matters connected therewith and incidental thereto.

Eligibility

All stakeholders of AFPL are eligible to raise an issue under the provisions of the policy. The stakeholders of AFPL are Employees (Including under probation or confirmed), Consultants, Vendors, Customers and any other individual who is associated with AFPL.

Definitions

- a) **Complainant or Whistle blower:** An employee, customer / vendor/ stakeholder making complaint /disclosure under this policy
- b) **Company:** Refers to Annapurna Finance Pvt Ltd
- c) **Audit Committee:** refers to the Audit Committee constituted by the Board Members of Annapurna
- d) **Employee:** Every employee of the company (whether on under probation or confirmed) including the trainees
- e) **Consultant:** Every consultant associated with the organisation and all those who render their services
- f) **Concern/Complaint/Protected Disclosure:** Refers to the alleged wrongdoing and any communication made in good faith relating to an improper activity under the scope of this policy.
- g) **Alleged Person:** Refers to the individual against whom the concern has been raised
- h) **WBEC:** Whistle Blower and Ethics Committee
- i) **Code of Conduct (CoC):** Refers to the Code of Conduct of Annapurna.

Scope

This policy is an extension of the employee Code of Conduct and the Disciplinary action and includes all unethical or improper conduct. The policy is applicable to all the employees, the Directors and the stakeholders of Annapurna. Under this, the complainant can make protected disclosures and complaints with matters related to the Company. The Whistle blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. Also, whistle blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators. Protected Disclosure will be appropriately dealt with by the Audit Head/ Audit Committee Chairperson, as the case may be.

The following list of disclosures is indicative and not exhaustive:

-) Criminal offence (Fraud, Corruption, Theft) committed/ likely to be committed
-) Failure to comply with legal/ organisation's rules and regulations
-) Deviation from the defined processes or operational procedures
-) KYC related violations
-) Misuse of company property/ funds
-) Any action that may lead to incorrect financial reporting
-) Actions that can endanger the safety of employees or public
-) Sexual harassment or any other form of harassment
-) Any act that violates the guiding principles or the Code of Conduct of the Institution

The Committee

The Company has appointed a committee of four members, known as the "Whistle Blower Ethics Committee" (WBEC), to receive all the reports/ complaints made under this policy. This team will be responsible for receiving all complaints under this policy, maintaining confidentiality and ensuring appropriate action. The Team details are given in below.

- 1) Gobinda Chandra Pattanaik: Chairman & Managing Director
- 2) Dibyajyoti Pattanaik: Director & Chief Finance Officer
- 3) Suraj Bali Painkra: Head –Internal Audit

The team is empowered to appoint an enquiry committee (as may be required) to conduct investigation and enquiries as part of their fact finding process. The members in this committee must exhibit fairness, objectivity, thoroughness, ethical behaviour and must observe high standards of professionalism. The team can also involve investigators at its discretion for the purpose of investigation and as part of fact finding.

Reporting Guidelines

-) Every employee of Annapurna shall report to the designated authority, if s/he suspects a possible violation of a law, regulation or the Company's ethical standard or a criminal offence, or if the employee is being asked to do something which is improper or illegal.
-) All complaints will have the name/identity of the complainant. Any employee can choose to make a protected disclosure under the whistle blower policy of the company. All reported cases will be handled confidentially and thoroughly investigated.

-) The Company shall ensure protection to the whistle blower and any attempts to intimidate him/her would be treated as a violation of the policy.
-) The Audit department shall not disclose the identity of the complainant with anyone, except to the head of the department only if he deems necessary.
-) Employees should be aware, that if a suspicion is reported and after investigation, results in a prosecution or disciplinary hearing, their involvement as a witness in those processes may be necessary, unless other substantial reliable evidence is available.
-) The organisation assumes that the whistle blower has acted in good faith and that the complaint has been based on a genuine concern.

If the finding by the investigating team indicates that the complaint by the whistle blower has been done with malice or is discriminatory, frivolous, baseless, and other than in good faith, penalising action will be initiated against the complainant.

Procedure

Any person may report a concern of suspected unethical activity to WBEC and this can originate from any of the stakeholders. The disclosures and complaints under the scope of this policy can be reported in two ways. If the complaint is regarding the operations/business/finance/accounting matters of the company, then the complaint shall be reported to the Audit Head, or Head of the Audit Committee, as applicable. If the complaint is of any other nature, they shall be communicated to the HR head of the company.

In case of protected disclosures made by, or concerning the HR head, Audit head, or any person above Senior Manager level, shall be reported to the Chairperson of the Audit Committee.

Chairman of the Audit Committee: Mr. K.K. Tiwary

Head of Internal Audit: Mr. Suraj Bali Painkra

A concern can also be raised through the immediate Manager or Area Manager or Zonal Manager by any employee of AFPL by the means listed below. If a protected disclosure is received by any other person of the Company, other than Chairman of Audit Committee or the HR head or Audit Head, the same should be forwarded to the Audit Head for further appropriate action. Any such suspected unethical activity can be reported through any of the following means:

- a) **Written complaint:** A written complaint can be submitted to any member of the WBEC directly or the complainant can send it through post or courier. The complainant must send the complaint in a sealed envelope. These complaints must be addressed to

Whistleblower

Attn:

Name & Address of complainant

- b) **Email:** An email complaint can be sent to WBEC at wbec@ampl.net.in. Through this channel, the disclosure will directly be received by the Audit Head, who is a part of the WBEC.
- c) **Telephone:** The complainant can call any one member of the WBEC and lodge a concern. Any reports received over phone will normally be documented by the person who took the call. The Telephone numbers are given below.

Mr. Suraj Bali Painkra: 8280336056

The complainant must ensure that there is no potential conflict of interest while reporting to any person other than that of the WBEC. It is the responsibility of the person receiving the complaint from the complainant to escalate it to the WBEC through any of the means listed above.

The concern raised by a complainant must be factual and not speculative and must necessarily cover the following aspects to the extent possible –

-) What is the wrongdoing that is being reported?
-) When did it occur?
-) Who are involved?
-) What made the complainant believe that the individual(s) committed the alleged wrongdoing?
-) Are there any documentation/ evidence available which can substantiate?
-) Any other witnesses (if any)

Exceptions to the procedure:

It shall be noted that while the policy is in place for the protection of the complainant, any abuse of the same will result in strict disciplinary action. Any protection as under the scope of this policy shall not be considered as protection from any disciplinary action taken against false allegation that may be made by the said whistle blower, who had prior knowledge of them being false/bogus, and done with a mala fide intention. Also, any whistle blower, who have a record of making three or more protected disclosures, that have been subsequently found to be mala fide, false, and bogus, or reported otherwise than in good faith, shall be disqualified from reporting under the protected disclosure facility, as prescribed under this policy.

Accountabilities/ Responsibilities

Stakeholder – Employees/ Consultants/ Customers/ Vendors

-) Bring to the attention of AFPL any improper practice that they are aware of or unaware of
-) Avoid anonymity when raising a concern
-) Cooperate with the team appointed for enquiry
-) Maintain absolute confidentiality

Complainant

-) Plays a role of reporter by providing the relevant information
-) They are not required to investigate and they should not on their own involve in any investigative activities
-) They are not required to determine the corrective action which is required to be taken

WBEC

-) Ensure effective implementation of this policy
-) Ascertain the credibility of the issue/concern raised
-) Document the investigation, related enquiries and further proceedings
-) Ensure that necessary safeguards are provided to the complainant
-) Maintain strict confidentiality
-) Ensure complete fact-finding and conduct enquiry in a fair and unbiased manner (discretely wherever possible)
-) Decide on the course of investigation and recommend an appropriate course of action
-) Document the proceedings and minute all the deliberations and store them confidentially

-) Take periodical back-ups of such records to prevent loss of information

Alleged Person

-) Must cooperate with the investigation process and the WBEC
-) Should not interfere with the enquiry process and further proceedings
-) Have a right to know the outcome of the investigation and also has a right to appeal

Investigation

In order to protect the identity of the complainant WBEC will not issue any written acknowledgement of receipt of the complaint. Subject to verification of facts, WBEC will take the necessary action and if required, will get in touch with the complainant to obtain more information.

WBEC will initiate the following steps –

- 1) Ascertain from the complainant whether he was the person who made the complaint or not, if necessary
- 2) The identity of the complainant will not be revealed unless the complainant himself has made the details of the complaint in public
- 3) In cases where the identity of the complainant is concealed, the team shall make discreet inquiries to ascertain if there is any basis for proceeding further with the complaint
- 4) Either as a result of the discreet enquiry, or on the basis of complaint itself without any inquiry, if the team is of the opinion that the matter requires to be investigated further, WBEC will initiate appropriate action. In cases, where the initial enquiries indicate that the concern has no basis, or it is not to be pursued under this policy, then the decision is documented.
- 5) The decision to conduct further investigation will be taken only if –
 - a) The concern constitutes an unethical activity (based on the initial enquiry)
 - b) The concern comes under the purview of the policy. If the complaint pertains to Sexual harassment of any nature, the investigation shall be handed over to the Sexual Harassment Prevention Committee and the procedures listed out under Sexual Harassment Policy shall take precedence.
 - c) The decision to conduct further investigation is not an accusation and the entire enquiry must be treated as fact-finding process. The outcome of the investigation may not conclude an improper or unethical act.
- 6) The alleged person and the whistle blower will be kept confidential to the extent possible.
- 7) All investigations shall normally be completed within 30 days from the date of receipt of the concern.

Safeguards

If any individual raises a concern under this policy, WBEC will ensure that the individual is not at risk of retaliation or reprisal and will also make every effort possible to protect the identity of the complainant. Retaliation includes harassment, vengeance in any manner. In case if the complainant is an employee of Annapurna, then WBEC will ensure that he/she is not at risk of losing the job or affected professionally (in terms of performance reviews, confirmation etc.) in any other manner.

WBEC will safeguard the complainant on the following beliefs -

-) The issue was raised in good faith
-) The complainant believes that the allegations are true to their best knowledge
-) The complainant has no personal gain or not acting for personal gain

Disqualifications

Safeguards under this policy would not entail any protection from any disciplinary action to be taken for false allegations (where it is proved that the false complaint was made with an intention).

Decision

If the investigation confirms the complainant's concern, WBET shall recommend to the Board to take such disciplinary action and preventive/corrective action as deemed fit.

During investigation process, if any employee retaliates or tampers with evidence, then this would lead to disciplinary action including termination of employment. The disciplinary action or the corrective action initiated against the alleged person shall adhere to the disciplinary action policy and procedures.

Documentation

The HR representative is responsible for maintaining the records of the complaints received under the policy. The record should contain the details of the complaints/ concerns raised under this policy along with the complete information on the complainant, alleged person, enquiry findings and action taken. All communications pertaining to these complaints will be documented. The HR representative must also record the results of every investigation and related action.

Communication

The policy will be communicated to all its stakeholders and a copy of this policy can be obtained from AFPL on demand by any stakeholder. Constant reminders on the policy will be sent to all the employees via email once in every quarter by the HR representative.

Amendment

AFPL reserves the right to review, modify and recall this policy, without assigning any reason, at any given point in time.

Annexure I

Format of Report to be sent to the Audit Committee by Internal Audit team on a quarterly basis

S. No	Reference No	Complainant (Emp. Code)	Emp. Name	Branch or location	Nature of complaint	Details of Complaint	Alleged Person	Complaint Date	WBEC Enquiry Date	Enquiry Findings	Action Taken by WBEC

Annexure II

Process Flow for disclosures received.

