

VIGIL MECHANISM POLICY

PREAMBLE

The Company believes in the conduct of its business in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Any actual or potential violation of any Policy/Code of the Company, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Whistle Blower/ Complainant in pointing out such violations of the Code of the Company cannot be undermined. In many cases, a violation does not affect an individual directly, but is detrimental to the organisation's interest. When a Whistle Blower/ Complainant sees violations of integrity norms, he/she may not be directly aggrieved, but may have information that the organisation's interests are being compromised on account of unethical behaviour, suspected or actual fraud, violation of any Policy/Code of the Company etc. Individuals hesitate to report such violations out of fear or indifference. The Vigil Mechanism Policy provides a mechanism for an individual to report violations without fear of victimization. The Company has a duty to ensure that it has an adequate vigil mechanism to address all complaints related to questionable practices, internal controls, auditing matters, or the reporting of all information to the shareholders, the regulators and/or the government and the financial markets. Such a mechanism should allow the Whistle Blower/ Complainant to make a disclosure internally of such matters without fear of reprisal, discrimination or adverse employment consequences and address the disciplining of those responsible.

Applicability of Vigil Mechanism:

Section 177(9) of the Companies Act, 2013 (the Act) mandates the following classes of companies to constitute a vigil mechanism for their directors and employees to report their genuine concerns or grievances –

- 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 ₹ 50 crore.

The vigil mechanism shall provide for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee, as the case may be, in exceptional cases.

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ALLIED NIPPON PRIVATE LIMITED

(Formerly known as Allied Nippon Ltd.)

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POLICY

In compliance of the above requirements, Allied Nippon Private Limited (ANPL), being a Private Limited Company has established a Vigil Mechanism and formulated a Policy in order to provide a framework for responsible and secure vigil mechanism.

POLICY OBJECTIVES

This Vigil Mechanism Policy ("the Policy") has been formulated with a view to provide a mechanism for Directors and employees of the Company to report genuine concerns about unethical behaviour, actual or suspected fraud or violation to the Vigilance Officer.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company also encourages employees to report concerns of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct, to come forward and express his/her concerns without fear of punishment or unfair treatment.

This Policy aims to provide an avenue for employees to raise their concerns that could have grave impact on the operations, performance, value and the reputation of the Company and it also empowers the Vigilance Officer to investigate the concerns raised by the employees.

This neither releases 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.

DEFINITIONS

"Company" means the Allied Nippon Private Limited and all its Offices.

"Director" means every Director of the Company, past or present.

"Employee" means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.

"Protected Disclosure" means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and

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not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

“Policy” means “Whistle Blower Policy/Vigil Mechanism Policy” as amended from time to time

“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.

“Vigilance Officer /Vigilance Committee or Committee” is a person or Committee of persons, nominated/appointed to receive protected disclosures from complainants, maintaining records thereof, placing the same before the Managing Director for its disposal and informing the complainant the result thereof.

“Complainant” is a Director or employee who makes a Protected Disclosure under this Policy.

SCOPE OF THE POLICY

The Policy covers disclosure of any unethical and improper malpractices and events which have taken place/ suspected to take place involving:

1. Misuse or abuse of authority
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 Wilful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Pilferation of confidential/propriety information
9. Gross Wastage/misappropriation of Company funds/assets
10. Violation of Company Rules
11. Sexual Harassment of Female Employees

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 or any other group Companies.

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

PROCEDURE

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

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 Vigil Mechanism”** or sent through email with the subject **“Protected Disclosure under the Vigil Mechanism”**. 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 against Employees (except Vigilance Officer) should be addressed to the Vigilance Officer of the Company or to the Managing Director of the Company in exceptional cases. The contact details of the Vigilance Officer is as under:-

Ms. Monika Dhingra
GM (Corporate Affairs) & Company Secretary
Allied Nippon Private Limited
A-12, Site-IV Industrial Area
Sahibabad
Email- monika@alliednippon.com

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

On receipt of the Protected Disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Complainant and process only the Protected Disclosure.

Protected Disclosure against the Vigilance Officer and any of the Directors of the Company should be addressed to the Managing Director of the Company. The contact details of the Managing Director are as under:-

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Mr. Rohan Talwar
Managing Director
Allied Nippon Private Limited
A-12, Site-IV Industrial Area
Sahibabad
Email- rohantalwar@alliednippon.com

INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Managing Director of the Company.

The Vigilance Officer of the Company, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Managing Director of the Company deems fit.

Any Vigilance Officer or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Vigilance Officer shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

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.

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A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Board.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

CONFIDENTIALITY

The complainant and the Vigilance Officer and everyone 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) Not keep the papers unattended anywhere at any time; and
- (e) 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.

PROTECTION

No unfair treatment will be meted out to the Complainant by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimisation of complainants shall be provided. The Company will take steps to minimize difficulties, which the Complainant may experience as a result of making the Protected Disclosure.

The identity of the Complainant shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Complainant.

DISQUALIFICATIONS

While it will be ensured that genuine Complainants are accorded complete protection from any

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kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Complainant knowing it to be false or bogus or with a mala fide intention.

Complainants, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

ACCESS TO VIGILANCE OFFICER AND MANAGING DIRECTOR OF THE COMPANY

The Complainant shall have right to access Vigilance Officer and Managing Director directly in exceptional cases and the Managing Director is authorized to prescribe suitable directions in this regard.

COMMUNICATION

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

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.

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 not communicated in the manner described as above.

Sd/-
Rohan Talwar
Managing Director
(DIN-00177963)
Date- 30.10.2021

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