

## **ANDREW YULE & COMPANY LIMITED**

(A Government of India Enterprise)

CIN No.: L63090WB1919GOI003229

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### **WHISTLE BLOWER / VIGIL MECHANISM POLICY**

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#### **1. Preface**

- (i) The Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises vide OM dated 14.05.2010 inter-alia provide for establishment of a mechanism for employees to report to the Management, concerns about unethical behaviour, actual or suspected fraud, instances of leak of Unpublished Price Sensitive Information, or violation of the Company's general guidelines on conduct or ethics. This mechanism could also provide for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also has a similar provision.
- (ii) Section 177 of the Companies Act, 2013 provides as follows:-  
'(9) Every listed company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.  
(10) The vigil mechanism under sub-section (9) shall provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases:  
Provided that the details of establishment of such mechanism shall be disclosed by the company on its website, if any, and in the Board's report.'
- (iii) This Whistle Blower Policy has been formulated and issued with the aforesaid objective and purpose.
- (iv) The Whistle Blower Policy does not tantamount in any manner to dilution of the vigilance mechanism in the Company.

#### **2. Short-title and commencement**

This policy may be called the Whistle Blower Policy of Andrew Yule & Company Limited (AYCL). This Policy will be effective from 12<sup>th</sup> February, 2019.

#### **3. Definitions**

- (a) 'Audit Committee' means the Audit Committee as per section 177 of the Companies Act, 2013.
- (b) 'Company' means Andrew Yule & Company Limited.

- (c) 'Competent Authority' means the Chairman & Managing Director (CMD) or any Functional Director nominated by CMD to receive and deal with complaints under this policy from time to time.
- (d) 'Complaint' means a complaint made under this policy, which discloses information may be treated as evidence of unethical behaviour, actual or suspected fraud, instances of leak of Unpublished Price Sensitive Information, or violation of the Company's general guidelines on conduct and ethics as prescribed in the AYCL's Conduct, Discipline and Appeal Rules, 2017/Standing Orders etc.
- (e) 'Employee' means a person in the employment of the Company and includes a person on deputation/secondment to / from the Company,
- (f) 'Fraud' includes any act, omission, concealment of any fact or abuse of position committed by any employee or with his connivance in any manner, whatsoever, with intent to deceive, to gain undue advantage from, or to injure the interests of the Company or its employees.
- (g) 'Investigator(s)' means a person(s) authorized, appointed, consulted or approached by the Competent Authority / Chairman, Audit Committee in connection with conducting investigation into a complaint and includes the Auditors of the Company.
- (h) 'Screening Committee' means a committee constituted under this Policy comprising the CMD or a Functional Director nominated by CMD and Heads of two Corporate Functions as nominated by CMD.
- (i) 'Unethical behaviour' includes actions such as the ones given below but not limited to:
  - a. Abuse of authority,
  - b. Action aimed at taking advantage of another without his knowledge or consent,
  - c. Financial irregularities,
  - d. Disclosure of confidential / proprietary information 'to unauthorised persons,
  - e. Wastage/ misappropriation of Company funds/ assets,
  - f. Non-conformance to reasonable standard of social or professional behaviour, or
  - g. (vii) Any other biased, favoured or imprudent action.
- (j) 'Victimization' means punishment or discrimination against the Whistle Blower selectively or unfairly.
- (k) 'Whistle Blower' means an employee who has made a complaint under this policy.

#### **4. Eligibility**

All employees are eligible to make a complaint under this policy.

#### **5. Whistle Blower Protection**

- i. The identity of the Whistle Blower shall not be revealed.
- ii. The Whistle Blower shall not be subjected to victimization due to the fact that he had filed a complaint under this policy.

- iii. if the Whistle Blower is required to give evidence in legal or disciplinary proceedings, arrangements towards his travel etc. will be made, or expenses incurred by him in this connection will be reimbursed, as per his entitlement as per Rules of the Company.
- iv. Protection under this Policy would not mean protection against disciplinary action arising out of false, motivated or vexatious complaint made by a Whistle Blower.
- v. Any other employee assisting in the investigation or furnishing evidence in respect of complaint shall also be protected.

## **6. Procedure**

- i. The name, address, contact number(s) and e-mail address of the Competent Authority / Chairman, Audit Committee will be notified from time to time.
- ii. If, the Audit Committee of the Company is not in place due to any reason, then the CMD will nominate one of the Directors to discharge the functions of the Chairman, Audit Committee, under this policy.
- iii. If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the subject matter of the complaint, then he may send the complaint directly to the Chairman, Audit Committee, C/o the Company Secretary, AYCL, "Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata – 700 001.
- iv. The complaint should be sent in a closed/ secured envelope. The complaint can also be sent through e-mail.
- v. The envelope should be addressed by name to the Competent Authority or the Chairman, Audit Committee, as the case may be, and should be superscribed 'Complaint under the Whistle Blower Policy'. If the envelope is not closed/ secured and not superscribed, then it may not be possible to protect the identity of the Whistle Blower.
- vi. The complaint should preferably be made in Hindi or English.
- vii. The complaint should either be typed or written in legible handwriting and should provide a clear understanding of the issue/ concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.
- viii. The Whistle Blower should give his name, address, contact number(s) and e-mail address in the beginning or at the end of complaint or in an attached letter so that the same can be canceled, while processing further.
- ix. The text of the complaint should be carefully drafted so as not to give any details or clue as to the Whistle Blower's identity. However, the details of the complaint should be specific and verifiable.
- x. Whistle Blower should not enter into any correspondence with the Competent Authority / Chairman, Audit Committee in their own interest. If any further clarification is required, the Whistle Blower will be contacted.
- xi. Anonymous or pseudonymous complaints shall not be entertained.

## 7. Action

- i. The Competent Authority or the Chairman, Audit Committee, as the case may be, shall upon receipt of the complaint, ascertain from the complainant, whether he was the person who made the complaint or not.
- ii. After concealing the identity of the Whistle Blower, the Competent Authority or the Chairman, Audit Committee, as the case may be, shall send the complaint to the Screening Committee. However, in case of conflict of interest between the subject matter of the complaint and any member(s) of the Screening Committee, the complaint may be sent directly to the Investigator(s) for investigation and report or may be dealt with in a manner as deemed fit.
- iii. Complaints against the Board Level Executives shall, after concealing the identity, be forwarded by the Competent Authority or the Chairman, Audit Committee, as the case may be, to the CVO of Department of Heavy Industry, Ministry of Heavy Industry and Public Enterprises, Government of India, for further processing.
- iv. The Screening Committee upon receipt of the complaint may make discreet inquiry to ascertain whether there is any basis for proceeding further to investigate the complaint.
- v. If the Screening Committee, as a result of the discreet inquiry or otherwise, is of the opinion that the complaint requires further investigation, it will make a recommendation to forward the complaint to the Investigator(s) for further investigation. On receipt of the recommendation, the Competent Authority or the Chairman, Audit Committee, as the case may be, shall forward the complaint to the Investigator(s) for further investigation and report.
- vi. if the Screening Committee is of the opinion that there are no sufficient grounds for proceeding further on the complaint, it shall recommend closure of the matter and filing of the complaint.
- vii. The Screening Committee shall make the recommendations ordinarily within one week from the date of receipt of the complaint. In the absence of any member(s), the available member(s) of the committee shall make the recommendations.
- viii. The Investigator(s) may require, for the purpose of any investigation, any employee(s) who in its opinion shall be able to furnish information or produce documents relevant to the investigation or assist in the investigation, to furnish any such information or produce any such document as may be necessary for the said purpose.
- ix. If the Investigator(s), as a result of the investigation, are of the opinion that the complaint discloses the existence of unethical behaviour, actual or suspected fraud, instances of leak of Unpublished Price Sensitive Information, or violation of the Company's general guidelines on conduct and ethics as prescribed in the AYCL's CDA Rules, 2017/ Standing Orders etc. they may make any of the following recommendations:-

- a) Appropriate action to remedy the unethical behaviour, actual or suspected fraud, instances of leak of Unpublished Price Sensitive Information, or violation of the Company's general guidelines on conduct and ethics and/ or to prevent their re-occurrence.
  - b) Appropriate disciplinary action against the concerned person by his Disciplinary Authority if the complaint prima-facie discloses an act of omission or commission which amounts to misconduct under AYCL CDA Rules, 2017/ Standing Orders, as the case may be.
  - c) Any other action as deemed fit.
- x. If the complaint is found to be false, motivated or vexatious the Investigator(s) shall recommend appropriate disciplinary action against Whistle Blower by his Disciplinary Authority.
  - xi. If it is found that there are no sufficient grounds for proceeding further on the complaint, the Investigator(s) shall recommend closure of the matter and filing of the complaint.
  - xii. The Investigator(s) shall, submit their recommendations to the Competent Authority ordinarily within one month from the date of receipt of the complaint.
  - xiii. If the Competent Authority or the Chairman, Audit Committee, as the case may be, agrees with the recommendations of the Investigator(s), he shall take further action on the complaint as per the recommendations. If, however, the Competent Authority or the Chairman, Audit Committee, as the case may be, does not agree with the recommendations of the Investigator(s), he shall take such action as deemed fit.
  - xiv. The complaints forwarded by the Competent Authority / Chairman, Audit Committee under this policy, without the identity of the Whistle Blower will not be treated as anonymous complaints.
  - xv. The authority to whom the complaint is sent for taking action, will inform the Competent Authority or the Chairman, Audit Committee, as the case may be, of the final action taken. Competent Authority or the Chairman, Audit Committee, as the case may be, shall also be updated on the status of the complaint from time to time.
  - xvi. The final action taken on the complaint shall be conveyed to the Whistle Blower by the Competent Authority or the Chairman, Audit Committee, as the case may be, ordinarily within six months from the date of receipt of complaint. If, however, final action has not been taken within this period, then an interim intimation on the status of the complaint will be sent to the Whistle Blower.
  - xvii. Any person who needs any further information/ clarification from the Whistle Blower shall request the Competent Authority / Chairman, Audit Committee to obtain the same, who will contact the Whistle Blower for obtaining such information/ clarification.

## **8. Grievance**

If the Whistle Blower feels aggrieved with the final action taken on his complaint or if he feels that protection, which he is entitled to has not been provided, then he

may make a representation in writing of his grievance to the Chairman, Audit Committee, who will take such action as may be considered necessary to redress the grievance.

#### **9. Reporting**

The Chairman, Audit Committee or the Competent Authority, as the case may be, shall submit a periodic report of the complaints received and the action taken thereon to the Audit Committee. The report will be submitted at the end of every Quarter and for any other period, if required.

#### **10. Amendment**

This policy can be amended or abrogated at any time with the approval of the Board of Directors of AYCL.