



VIGIL MECHANISM & WHISTLEBLOWER POLICY

ALP NISHIKAWA COMPANY PRIVATE LIMITED

Approving Authority	Board of Directors of ALP Nishikawa Company Private Limited
Current Revision Date	September 30, 2025
Version No.	2 (two)



1. Title

This document shall be known as the "**Vigil Mechanism & Whistleblower Policy**".

2. Preface

2.1 In compliance with **Section 177 of the Companies Act, 2013** and **Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014**, every company is required to establish a **Vigil Mechanism**, also referred to as a **Whistleblower Policy**. This mechanism enables Directors and Employees to report genuine concerns or grievances regarding unethical conduct, actual or suspected fraud, or violations of the Company's Code of Conduct. It also ensures adequate safeguards against any form of victimization of individuals who report such concerns in good faith.

2.2 **ALP Nishikawa Company Private Limited ("ANCO")** is committed to conducting its business in compliance with all applicable laws, rules, and regulations, while upholding the highest standards of ethics, transparency, and integrity. The Company fosters a culture of fairness and accountability, encouraging professional and ethical behaviour at all levels.

This revised Whistleblower Policy supersedes the previous version and shall be effective from **September 30, 2025**.

3 Purpose

The purpose of this Policy is to:

- Encourage Directors, Employees, and Stakeholders to promptly report any actual or suspected instances of unethical conduct, fraud, or violations of the Company's Code of Conduct that may adversely impact the Company's operations, performance, or reputation.
- Provide a secure and confidential channel for raising bona fide concerns.
- Ensure that all such reports are investigated in a fair, objective, and impartial manner, and that appropriate corrective actions are taken where necessary.
- Protect individuals who report concerns in good faith from any form of retaliation or victimization.

4 Definitions

The definitions of some of the key terms used in this Policy are given below:

i) "Act" means the Companies Act, 2013 and relevant rules, as amended from time to time;



- ii) **"Board"** means the Board of Directors of the Company;
- iii) **Chief Vigilance Officer (CVO)** will be a person who will be authorised to receive all complaints under this Policy and ensuring the appropriate action.
- iv) **"Code of Conduct"** means the Code of Conduct for the Board of Directors, Senior Management, and all employees of the Company.
- v) **"Company or ANCO"** means ALP Nishikawa Company Private Limited.
- vi) **"Disciplinary Action"** means Any action taken upon completion of or during investigation proceedings, including but not limited to warnings, fines, suspension, or any other action deemed appropriate based on the gravity of the matter.
- vii) **"Directors"** means every Director on the Board of the Company.
- viii) **"Employee"** means every employee (permanent or temporary) of the Company, its Subsidiary (ies), Associate(s) and Joint Venture(s) including the directors in the employment of the Company.
- ix) **"Fact Finder"** shall mean, the person(s) or outside entity agency appointed by the Chairperson of the Committee to investigate a Protected Disclosure;
- x) **"Fraud"** in relation to the company means any act, omission, concealment, or abuse of position committed by any Director/Employee or with their connivance, with intent to deceive, gain undue advantage, or cause harm to the Company, its shareholders, creditors, or any other person.
- xi) **"Investigation 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.
- xii) **"Policy"** means the **"Vigil Mechanism and Whistleblower Policy"** as approved by the Board of the Directors of the Company.
- xiii) **"Protected Disclosure"** means any communication made in good faith by the whistle blower that discloses or demonstrates information that may indicate evidence towards unethical or improper activity.
- xiv) **"Rules"** means the Companies (Meetings of the Board of Directors and its Powers) Rules, 2014 notified by the Ministry of Corporate Affairs, Govt. of India vide no. G.S.R. 240(E) dated 31.03.2014 as amended thereof.
- xv) **"Senior Management"** shall mean senior functionaries of the Company, i.e., Chief Financial Officer, Chief Human Resource Officer, Company Secretary, all Business Heads and all Functional Heads of the Company.
- xvi) **"Stakeholders"** means and include vendors, suppliers, lenders, customers, business associates, trainees and others with whom the Company has any financial or commercial dealings.



xvii) **"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.

xviii) **"Unethical and Improper Practices"** include – Unethical and improper practices may include, but are not limited to, the following:

- a) Commission or likelihood of commission of a criminal offence (e.g., fraud, corruption, theft);
- b) Non-compliance with legal, regulatory, or statutory obligations;
- c) Breach of commitments made to clients by the Company;
- d) Occurrence or potential occurrence of miscarriage of justice;
- e) Unauthorized use of Company funds or resources;
- f) Sexual or physical abuse, or harassment of employees, service recipients, or service providers;
- g) Discrimination based on gender, caste, religion, disability, or any other protected characteristic;
- h) Actions that pose a threat to the health or safety of employees or the public;
- i) Any other form of misconduct or improper behaviour;
- j) Engagement in unethical business practices;
- k) Breach of professional etiquette or morally offensive conduct;
- l) Misrepresentation or manipulation of financial information leading to inaccurate reporting;
- m) Practices that are inconsistent with the Company's policies or values
- n) Financial irregularities of any kind;
- o) Violation of any internal policies or procedures of the Company.

xix) **"Vigil Committee"** means a committee comprising of the following members:

- Mr. Ranjeet Singh (Head HR) – Vigilance Officer
- Mr. Satish Kaushal (Section Head – P&IR) – Member Secretary (GGN)
- Mr. Naresh Midha (Section Head – P&IR) – Member Secretary (LLR)
- Mr. Ravi Kant Sharma (Section Head – P&IR) – Member Secretary (GUJ)
- Mr. Keshav Sharma (In-charge – P&A) – Member
- Mr. Amrender Singh (Head – Production) – Member
- Mr. Lakhwinder Singh (Head – Operations) - Member
- Mr. Joseph K (Head – QA & Tech) – Member

xx) **"Vigilance Officer"** means the HR Head of the Company or any other person(s) nominated by the Board of Directors for the purpose.

xxi) **"Whistleblower" or "Complainant"** means an Employee, Director, contractors, consultants, trainees, service providers, vendors, consumers or any other person who directly deals with the Company in a transaction, monetary or otherwise, making a Protected Disclosure.



5 Policy

5.1 **Applicability:** This Policy applies to all **Employees, Directors, Stakeholders, and Consultants** (including part-time, full-time, and temporary personnel) of **ALP Nishikawa Company Private Limited** ("the Company"), as well as its subsidiaries and associate companies under the Companies Act, 2013, whether located in India or abroad. All such individuals are expected to report any suspected violations of applicable laws, regulations, or the Company's **Code of Conduct**.

5.2 **Objectives:** The objectives of this Policy are to:

- Foster an environment where Employees, Directors, and Stakeholders feel safe and encouraged to report unethical behaviour, suspected fraud, or violations of the Company's Code of Conduct.
- Ensure that all reported concerns are investigated fairly, objectively, and confidentially.
- Take appropriate disciplinary action against individuals found to be involved in misconduct.
- Protect Whistleblowers from retaliation, harassment, or victimization for reporting concerns in good faith.
- Define the process for identifying reportable events, filing Protected Disclosures, and assigning responsibilities to designated officers.
- Outline a structured and time-bound process for investigation, review, and resolution of reported incidents.

5.3 **Scope:** This Policy covers the genuine reporting of Unethical and Improper Practices that may directly or indirectly harm the interests of the Company or its Stakeholders.

5.4 **Oversight:** The **Board of Directors** shall be responsible for the effective implementation and oversight of this Policy, including periodic reviews of the functioning of the whistleblower mechanism.

5.5 **Good Faith Reporting:** Complainants must act in good faith and have reasonable grounds to believe that the information disclosed pertains to Unethical or Improper Practices. This Policy must not be misused to make false, malicious, or unfounded allegations against colleagues or individuals in positions of authority.

6. Protection from retaliation

6.1 **Safeguarding Whistleblowers:** No Whistleblower shall face harassment, retaliation, or any adverse employment consequences for reporting concerns in good faith under this Policy. All disclosures made by Whistleblowers shall be treated with strict confidentiality and handled sensitively by the designated authorities. If disclosure of the Whistleblower's identity becomes necessary either by law or mutual



agreement their written consent must be obtained prior to such disclosure.

6.2 Misuse of Protection: While genuine Whistleblowers will be fully protected, misuse of this Policy will not be tolerated. Any individual found to be making false, malicious, or unfounded allegations with intent to harm or defame others may be subject to disciplinary action. Protection under this Policy does not extend to those who knowingly submit false complaints or act with *mala fide* intent.

Indicators of such misuse may include:

- Malicious or baseless allegations
- Lack of supporting evidence or failure to provide required information (which may lead to case closure)
- Complaints lacking material relevance or monetary impact
- Vexatious or repetitive complaints intended to disrupt or harass

7. Reporting Mechanism

7.1 What Should Be Reported?

Any individual eligible to be a Whistleblower is encouraged to report unusual or concerning incidents, including but not limited to:

- a) Illegal or unethical conduct that adversely affects investors, shareholders, customers, suppliers, employees, or the Company's performance, image, or reputation
- b) Violation of laws or regulations, including actual or suspected fraud
- c) Conflicts of interest involving the Company
- d) Unauthorized disclosure of confidential or proprietary Company information
- e) Breaches of the Company's Code of Conduct
- f) Any other unusual incident that warrants management's attention, provided it is supported by a strong rationale. Complaints lacking sufficient justification may be rejected.

7.2 How to Make a Protected Disclosure and Whom to Contact

Protected Disclosures should be made in writing and submitted via email to the Vigilance Officer at ranjeetsingh@anbros.com and cs@anbros.com

In exceptional cases, disclosures may be addressed directly to the Managing Director of the Company at:

The Managing Director

ALP Nishikawa Company Private Limited

Plot No. 32 (HUDA), Sector-18, Gurugram-122015, Haryana



While the Company encourages Whistleblowers to identify themselves to facilitate follow-up and investigation, anonymous complaints may also be considered at the discretion of the Vigilance Officer or the Board of Directors, based on:

- The seriousness of the issue
- The credibility of the concern
- The likelihood of verifying the allegation through other sources

7.3 Format for Submitting a Protected Disclosure

There is no prescribed format, but the following details must be included:

- a) Name, address, and contact details of the Whistleblower (if not anonymous)
- b) A brief description of the alleged Improper Practice, including names of individuals involved, and specific details such as time and location
- c) For written letters: mark the envelope as "Whistleblower" and address it to the Vigilance Officer
- d) For emails: mark the subject line as "Whistleblower" and label the email as "Confidential"

The Whistleblower's role is to provide credible information; they are not expected to conduct investigations or verify facts.

7.4 Post-Submission Process

- a) **Acknowledgment:** The Vigilance Officer will acknowledge receipt of the Protected Disclosure within 7 days, if contact details are provided.
- b) **Preliminary Review:** The Vigilance Officer, possibly with input from the Committee, will assess whether the allegations constitute Unethical or Improper Practices. If not, the complaint will be closed with documented reasons and communicated to the Whistleblower.
- c) **False Allegations:** Whistleblowers who knowingly submit false or malicious complaints may face disciplinary action, including termination or removal from directorship.
- d) **Conflict of Interest:** Any Committee member with a conflict of interest will recuse themselves from the investigation.
- e) **Investigation:** If the complaint is valid, the Vigilance Officer will initiate an investigation with support from the Committee, Internal Auditor, and relevant department representatives. If the issue falls under another legal mechanism, it will be referred accordingly.
- f) **Subject Notification:** The individual(s) against whom the complaint is made will be informed at the outset and given an opportunity to respond.



- g) **Cooperation:** All individuals involved must cooperate by providing documents, system access, and attending interviews as required.
- h) **Criminal Offences:** If the issue involves a criminal offence, it will be escalated to the Managing Director for appropriate action.
- i) **Reporting:** A written report of findings and recommendations will be submitted to the Board of Directors within 30 days of receiving the complaint, or within an extended timeframe if necessary.

8. Investigation

- 8.1 **Confidentiality:** All Protected Disclosures received by the Vigilance Officer will be promptly and thoroughly investigated. Information shared during the investigation will remain confidential, except where disclosure is necessary to conduct the investigation or implement remedial actions, in accordance with applicable laws.
- 8.2 **Initial Assessment:** Upon receiving a complaint (excluding those involving or made by senior management and/or the Vigilance Officer), the Vigilance Officer will assess its seriousness and credibility. If the complaint warrants investigation, it will be referred to a designated Fact Finder. If not, the Vigilance Officer will close the matter with a documented rationale.
- 8.3 **Duty to Cooperate:** All Directors, Employees, Managers, and Stakeholders are expected to fully cooperate during the investigation. Any failure to cooperate or deliberate submission of false information may result in disciplinary action, including termination of employment or association with the Company.
- 8.4 **Timeliness:** Investigations must be completed within a reasonable timeframe, and in any case, within **90 days** from the date of receipt of the complaint.
- 8.5 **Reporting:** The Fact Finder shall submit a detailed report to the Vigilance Officer, including findings, reasoning, and supporting documentation. All complaints received and addressed by the Vigilance Officer shall be reported to the Committee.
- 8.6 **Complaints Involving Senior Management:** Complaints involving or made by senior management and/or the Vigilance Officer shall be investigated under the direction of the Board of Directors.
- 8.7 **Remedial Action:** If the Managing Director (MD) or the Board of Directors determines that a violation has occurred, appropriate action will be taken. This may include disciplinary proceedings, up to and including termination of employment or removal from office.

Disqualifications



- (1) While genuine Whistleblowers are protected, misuse of this Policy will result in disciplinary action.

- (ii) Protection does not extend to individuals who knowingly make false, malicious, or baseless allegations.
- (iii) Whistleblowers found to have submitted mala fide, frivolous, or malicious complaints may be subject to prosecution and disciplinary action.

10. Confidentiality

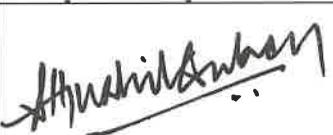
All parties involved including the Complainant, Vigilance Officer, Board Members, Investigation Subjects, and others must maintain strict confidentiality throughout the process. Information should only be shared on a need-to-know basis and all related documents must be securely stored.

11. Retention of Documents

All Protected Disclosures, along with investigation reports and related documentation, shall be retained for a minimum period of **eight (8) years**, or longer if required by applicable laws.

12. Amendments

The Company reserves the right to amend or modify this Policy, in whole or in part, at any time without prior notice. However, such amendments shall only become effective upon appropriate communication made to all Directors and Employees.

Prepared By:	Reviewed By:	Approved By:
		
Sushil Kumar Dubey Company Secretary	Devinder Singh Saini Head – F & A	Pawandeep Singh Anand Managing Director

