

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

### **PREAMBLE**

Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns.

A vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. Poly Medicure Limited (Polymed), being a Listed Company establishes a Vigil Mechanism.

### **POLICY OBJECTIVES**

The Vigil Mechanism guide Directors and Employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected and/or actual misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

### **SCOPE**

The Mechanism 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:

1. Breach of the Company's Code of Conduct
2. Breach of Business reliability and principles
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Manipulation of company data/records
6. Pilferation of confidential/propriety information
7. Misappropriation of Company funds/assets

**“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto.

**“Company”** means Poly Medicure Ltd

**“Code”** means Conduct for Directors and Senior Management Personnel adopted by Poly Medicure Ltd

**“Employee”** means every employee of the Company, including the Directors in the employment of the Company.

**“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature

**“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

**“Whistle Blower”** means an Employee making a Protected Disclosure under this Policy.

## **PROCEDURE**

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

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope or sent through email with the subject “Protected disclosure under the Whistle Blower policy”.

All Protected Disclosures of the Directors, Key Managerial Personnel and other Employees including Assistant General Manger above cadre should be addressed to the Chairman of the Audit Committee.

All Protected Disclosures of the other Employees i.e below Assistant General Manger cadre should be addressed to the Vigilance Officer of the Company.

The contact details of the Chairman to the Audit Committee and Vigilance Officer of the Company are as under:-

Name and Address –

Chairman of Audit Committee: - Mr. Prakash Chand Surana

Address: A-401, Defence Colony, New Delhi-110024 Telephone No: 011- 24339591

Email Id: [prakash@suraindia.com](mailto:prakash@suraindia.com)

Vigilance Officer: - Sh. Naresh Vijayvergiya, Chief Financial Officer.

Poly Medicure Limited, Plot No. 104-105, Sector-59, HSIIDC Industrial Area, Ballabgarh, Faridabad-121004 Telephone No.:0129- 4287000 Email Id:- [naresh.vijay@polymedicure.com](mailto:naresh.vijay@polymedicure.com)

## **INVESTIGATION**

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Chairman of the Audit Committee/Vigilance Officer, as the case may be, carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency.

The Chairman of the Audit Committee/Vigilance Officer as the case may be, 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 can be extended by such period as the Audit Committee deems fit.

Any member of the Audit Committee 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 Chairman of the Audit Committee/Vigilance Officer shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

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

#### **CONFIDENTIALITY**

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

#### **PROTECTION**

The identity of the Whistle Blower 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 Whistle Blower.

#### **ACCESS TO VIGILANCE OFFICER AND CHAIRMAN OF THE AUDIT COMMITTEE**

The Whistle Blower shall have right to access Vigilance Officer and Chairman of the Audit Committee as the case may be, directly and the Vigilance Officer and Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

**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.