

EIKO LIFESCIENCES LIMITED
VIGIL MECHANISM / WHISTLE BLOWER POLICY

1. Preamble:

- a. Eiko Lifesciences Limited (“the Company”) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity, and ethical behaviour.

The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct or violence of law in force.

- b. Section 177 (9) of the companies Act, 2013 read with Rules framed there under, inter-alia, mandates the following classes of companies to constitute a vigil for employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the law:

- 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

- c. Further the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, contains similar requirement for establishment of a Vigil Mechanism termed ‘Whistle Blower Policy’ under following Regulations read with Schedule II:

Regulation 4(2)(d)(iv) : The listed entity shall devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

Regulation 22: The listed entity shall formulate a vigil mechanism/whistle blower policy for directors and employees to report genuine concerns.

Regulation 46(2)(e) : The listed entity shall disseminate details of establishment of vigil mechanism/ Whistle Blower policy on its functional website.

Regulation 18(3) read with sub-part A of Part C of Schedule II: The role of the audit committee shall include to review the functioning of the whistle blower mechanism.

- d. Accordingly, this Whistle-blower Policy (“the Policy”) and Vigil Mechanism as part of this Policy has been formulated with a view to provide a mechanism for directors, employees as well as other stakeholders of the Company to approach the Chairman of the Audit Committee of the Company.
- e. The Audit Committee shall review the functioning of the Whistle-blower mechanism, at least once in a financial year.
- f. The Whistle-blower Policy & Vigil Mechanism will be displayed on the website of the Company

2. Definitions:

“**Alleged wrongful conduct**” shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.

“**Audit Committee**” means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and read with Regulation 18 of Listing Regulations.

“**Employee**” means every employee of the Company (whether working in India or abroad), including contractual, outsourced, temporary, probationer, trainees, apprentice or called by any other such name, ex-employees, the directors in the employment of the Company.

“**Subject**” means a person or group of persons against or in relation to whom protected Disclosure is made or evidence gathered during the course of investigation.

“**Protected disclosure**” means any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical/improper activity within the company.

“**Investigators**” means those persons authorised, appointed, consulted, or approached by the Chairman of the Audit Committee and includes the auditors of the Company and the police.

“**Vigilance and Ethics Officer**” means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

“**Director**” means every Director of the Company, past or present.

“**Stakeholders**” means and includes vendors, suppliers, lenders, customers, business associates, trainee and others with whom the Company has any financial or commercial dealings.

“**Whistle-blower**” means an Employee or director or any stakeholder making a Protected Disclosure under this Policy.

3. Interpretation

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or SEBI Act and/or any other SEBI Regulation(s) as amended from time to time.

4. Eligibility

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

5. Procedure

- a. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle-blower confidential.
- c. Protected Disclosures should preferably be reported in writing to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in regional language of the place of employment of the Complainant. In case of urgent matters, the Whistle-blower/complainant verbally (through phone or person) but he/she must put the case in writing at the first available opportunity.
- d. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle-blower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- e. Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- f. For providing protection to the Whistle-blower/Complainant, the Whistle-blower/ Complainant must disclose his/her identity in the covering letter forwarding such Protected Disclosure.
- g. Anonymous disclosures are not favoured as it would not be possible to investigate a complaint which has been made anonymously by Whistle-blowers. However, when an anonymous Whistle-blower provides specific and credible information that supports the complaint, such as alleged perpetrators, location and type of incident, names of other personnel aware of the issue, specific evidence, amounts involved etc. while choosing to maintain anonymity, then there are often sufficient grounds for the Company to consider an investigation into the complaint.

6. Investigation

- a. All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.
- b. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- c. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed during investigation to the extent that such co-operation will not compromise self-incrimination protections available with applicable laws.



- d. Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistle Blower.
- e. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed, or tampered with and witness shall not be influenced, coached, threatened, or intimidated by the subject(s).
- f. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrongdoing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- g. Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- h. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

7. Decision

If an investigation leads the Vigilance and Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take following disciplinary or corrective action.

- Counselling or Warning letter
- Withholding of Promotions/increments
- Termination
- Legal Suit

It is clarified that 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.

Note: The above is only suggestive, and committee may decide on the action to be taken on a case to case basis depending on the gravity of the offence.

8. Reporting

The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

In case the Subject is the Chairman of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

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

9. Secrecy / Confidentiality

The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject, and everybody involved in the process shall:

- a. Maintain confidentiality of all matters under this Policy
- b. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- c. Not keep the papers unattended anywhere at any time
- d. Keep the electronic mails / files under password

10. Protection

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization, or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat, or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistle-blower.

11. Access to Chairman of the Audit Committee

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

12. Communication

A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

13. 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 7 (seven) years or such other period as specified by any other law in force, whichever is more.

14. Disclosure

This Policy shall be disclosed in the annual report of the Company and posted on the website of the Company, if required under the Companies Act, 2013 and rules thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any other regulatory requirements.

15. Administration and Review of the Policy

The board with the concurrence of the Audit Committed 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, employees, and stakeholders unless the same is notified to the Directors and Employees in writing and displayed on the website in case of stakeholders.