



AMI LIFESCIENCES PRIVATE LIMITED
VIGIL MECHANISM/WHISTLE BLOWER POLICY

Corporate Identity Number: U24110GJ1994PTC021470

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CONTENTS:

PREAMBLE & OBJECTIVE	3
REGULATORY REFERENCE	3
APPLICABILITY	3
SCOPE OF POLICY	4
DEFINITIONS	4
ELIGIBILITY	5
PROCEDURE	5
INVESTIGATION	6
DECISION AND REPORTING	6
SECRECY / CONFIDENTIALITY	6
PROTECTION	7
FRIVOLOUS COMPLAINTS	7
ACCOUNTABILITIES – WHISTLE BLOWERS	7
ACCOUNTABILITIES – VIGILANCE OFFICER AND INVESTIGATORS	8
ACCESS TO CHAIRMAN	8
COMMUNICATION	8
RETENTION OF DOCUMENTS	9
ADMINISTRATION AND REVIEW OF THE POLICY	9
REPORTS	9
AMENDMENTS	9
INTIMATION	9

PREAMBLE AND OBJECTIVE

In the Companies Act, 2013, sub-section (9) of section 177 read with Rule 7 of the **Companies (Meetings of Board and its Powers) Rules, 2014** provides that the following classes of Companies are required to establish a vigil mechanism.

- Every listed companies;
- Every other company which accepts deposits from the public;
- Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50.00 (Fifty) Crores.

The Company's borrowings are in excess of Rs.50 Crore. Ami Lifesciences Pvt Ltd proposes to establish a Vigil Mechanism/Whistle Blower Policy with a view to provide a mechanism for Directors/ Employees of the Company to approach the Management of the Company.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of any nature whatsoever, or fear of any unfair treatment.

A vigil mechanism provides a channel to employees and Directors to report to the management concerns about unethical behaviour, inappropriate behaviour/conduct, actual or suspected fraud, report any non-compliance and wrong Practices or violation of the Codes of Conduct or any Policy of the Company.

The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman/Board of Directors in exceptional cases. The policy 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 against people in authority and / or colleagues in general.

REGULATORY REFERENCES

- Section 177 of the **Companies Act, 2013**;
- The Companies (Meetings of Board and its Powers) Rules 2014.

APPLICABILITY

The Policy is approved by the Board vide its resolution dated 29th October, 2021.

SCOPE OF THE POLICY

All Employees and Directors of the Company who are associated with the company can raise concerns regarding malpractices and events which may negatively impact the company such as:

The Policy generally covers instances or cases or events which have taken place/suspected to take place involving:

- Misuse of authority
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of Company's data/records
- Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- Any unlawful act whether Criminal/ Civil
- Leakage of unpublished price sensitive information
- Pilferage of confidential/propriety information
- Deliberate violation of law/regulation
- Wastage/misappropriation of Company's funds/assets
- Corruption & bribery.
- Inappropriate sharing of company sensitive information
- Misuse of company assets & resources.
- Breach of Company Policy or improper practice of the Company's policies or procedures, failure to implement or comply with any approved Company Policy
- Wilful negligence of assigned duties that could result in damage/loss to the Company Policy should not be used in place of the Company's grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.
- Discrimination in any form and any other matters or activities on account of which the interest of the Company is affected.

The employees of the Company are eligible to make Protected Disclosures under the Policy. An employee can avail of the channel provided by this Policy for raising an issue covered under this Policy.

DEFINITIONS

“Company” or “AMIL” means AMI LIFESCIENCES PRIVATE LIMITED

“Board” means the Board of Directors of the Company.

“Disciplinary Action” means any action that can be taken on the completion of/during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“Employee” means all the present employees and Directors of the Company.

“Vigilance and Ethics officer” means Company Secretary or Chief Financial officer or any person appointed by Board from Time to Time.

VIGIL MECHANISM/WHISTLE BLOWER POLICY - AMI LIFESCIENCES PRIVATE LIMITED

“Whistle Blower” is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

“Investigators” means those persons authorised, appointed, consulted or approached by the Vigilance and Ethics officer and includes the auditors of the Company and the police.

“Protected Disclosure” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

ELIGIBILITY

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

PROCEDURE

- The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”.
- Hand written Letter need in sealed Envelop shall be dropped in Mail Box Installed at Factory/Registered Office/ Marketing Office.
- Letter can be written in English or Local language
- Envelop must mention ‘TO BE OPENED BY VIGIL AND ETHICS OFFICER’ or mention ‘TO BE OPENED BY CHAIRMAN’
- No disclosure of Person need to be mentioned on Envelop but for further enquiry and to more details contact details need to be mentioned in Letter body.
- The Letter should be marked to Vigil and Ethics Officer/ Chief Financial Officer or in certain cases Chairman of the Company.
- All Letter from the Mail box shall be drawn out by the Authorized Person by the Board and shall personally and physically shall be handover this sealed Envelope to VIGIL AND ETHICS OFFICER or CHIARMAN ONLY.
- No one other than VIGIL AND ETHICS OFFICER or CHIARMAN shall open this envelope.
- Letter should provide source of information and proof or evidence for basis and support investigation
- In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and they are further advised not to write their name / address on the envelope and not to enter into any further correspondence with the Vigilance and Ethics Committee.

On receipt of the protected disclosure the Chairman as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not.

Chairman shall engage Vigil and Ethics Officer to carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the BOD of the Company for further appropriate investigation and needful action. The record will include: a) Brief facts; b) Whether the same Protected Disclosure was raised

VIGIL MECHANISM/WHISTLE BLOWER POLICY - AMI LIFESCIENCES PRIVATE LIMITED

previously by anyone, and if so, the outcome thereof; c) Whether the same Protected Disclosure was raised previously on the same subject; d) Details of actions taken by Vigilance and Ethics Officer / Chairman for processing the complaint e) Findings by the investigator f) The recommendations and other action(s).

INVESTIGATION

All protected disclosures under this policy will be recorded and thoroughly investigated. The Chairman or BOD 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. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process. 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. Subject(s) shall have a duty to co-operate with the BOD or any of the Officers appointed by it in this regard. 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 the Whistle Blower. 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). 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 wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation. 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. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as may deems fit by Chairman or BOD.

DECISION AND REPORTING

If an investigation leads the Vigilance and Ethics Officer / Chairman to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer/ Chairman shall recommend to the BOD of the Company to take such disciplinary or corrective action as he may deem fit. 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. The Vigilance and Ethics Officer shall submit a report to the Chairman on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

SECRECY / CONFIDENTIALITY

The Complainant, Vigilance and Ethics Officer, Chairman 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.
- Not keep the papers unattended anywhere at any time
- Keep the electronic mails / files under password. All reports and records associated with Protected Disclosures are considered confidential information and access will be

VIGIL MECHANISM/WHISTLE BLOWER POLICY - AMI LIFESCIENCES PRIVATE LIMITED

restricted to the Whistleblower and Vigilance and Ethics Officer. Protected Disclosures and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time

PROTECTION

a. 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 blower. 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.

b. 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.

c. The identity of the Whistle blower shall be kept confidential to the extent possible and permitted under law. The identity of the Whistle blower 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 Whistle Blower being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure.

d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower. Provided however that the Whistle blower before making a complaint has reasonable belief that an issue exists, and he has acted in good faith. Any complaint not made in good faith as assessed such by the Audit Committee shall be viewed seriously and the Whistle Blower shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

e. A Whistle Blower may report any violations of the above clause to the Board, who shall investigate into the same and recommend suitable action to the management-

FRIVOLOUS COMPLAINTS

In case of repeated frivolous/ mala fide complaints being filed by a director or an employee, the Company may take suitable action against the concerned director or employee including reprimand

ACCOUNTABILITIES – WHISTLE BLOWERS

- Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for

VIGIL MECHANISM/WHISTLE BLOWER POLICY - AMI LIFESCIENCES PRIVATE LIMITED

concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company

- Avoid anonymity when raising a concern
- Follow the procedures prescribed in this policy for making a Disclosure
- Co-operate with investigating authorities, maintaining full confidentiality
- The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty disclosures
- A whistleblower has the right to protection from retaliation
- Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged malpractice/violation. It may forewarn the Subject in case any important evidence is likely to be destroyed In exceptional cases, where the whistleblower is not satisfied with the outcome of the investigation carried out by the Vigilance Officer, he/she can make a direct appeal to the Chief Executive Officer of the Company. Where the whistleblower is not satisfied with the outcome of the investigation carried out the Chief Executive Officer of the Company.

ACCOUNTABILITIES – VIGILANCE OFFICER AND INVESTIGATORS

- Conduct the enquiry in a fair, unbiased manner
- Ensure complete fact-finding
- Maintain strict confidentiality
- Decide on the outcome of the investigation
- Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures.
- Minute Investigators' deliberations and document the final report RIGHTS OF A SUBJECT
- Subjects have a right to be heard and the Whistle Officer must give adequate time and opportunity for the subject to communicate his/her say on the matter
- Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process
- Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or the Whistle Blower.
- Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. However, if the allegations against the subject are not sustainable, then the Company may see reason to reimburse such costs

ACCESS TO CHAIRMAN

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

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.

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.

ADMINISTRATION AND REVIEW OF THE POLICY

The Vigil and Ethics Officer shall be responsible for the administration, interpretation, application and review of this policy. The Vigil and Ethics Officer also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence with BOD.

REPORTS

A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Vigilance Officer and the corrective actions taken will be sent to the BOD.

AMENDMENT

The Board of Directors of the Company shall review the policy periodically and amend or modify this Policy in whole or in part, as required at any time and notify such amendments or modifications to all the employees. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

INTIMATION

The Compliance Officer shall be responsible for intimating to all Directors and Departmental heads of any changes in policy. This policy as amended from time to time shall be disclosed by the company on its website and in the Board's report.
