

Jenburkt Pharmaceuticals Limited

POLICY ON WHISTLE BLOWER



VIGIL MECHANISM OF JENBURKT PHARMACEUTICALS LTD.

I. Preface:

Section 177 (9) and (10) of the Companies Act, 2013 and rules made there under, implies that every listed Company shall establish a vigil mechanism for directors and employees to report genuine concern for matters mentioned therein and provide direct access to the Superior /Chairperson of Audit Committee.

Clause 49 (F) of Listing Agreement lays down that:

- A. The company shall establish a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of business conduct.
- B. This mechanism should also provide for adequate safeguards against victimization of director (s) / employee (s) who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.
- C. The details of establishment of such mechanism shall be disclosed by the company on its website and in the Board's report

This policy is framed to provide opportunities to the directors and employees of the Company to approach the superior / Chairman of Audit Committee for reporting the instances, actual or potential, of unethical or improper behavior or wrongful conduct or fraud by any Director or employee of the Company or gross waste or misplappropriation of Company's property and fund or violation by them of any present rules, regulations and policies framed by the Company.

This policy henceforth referred herein as "Whistle Blower Policy".

II. Definitions:

- A. Audit Committee : means the committee constituted by the Board pursuant to Clause 49 of the listing agreement and Section 177 of the Companies Act. 2013.
- B. Employee : means every employee of the Company, including executive directors of the Company.
- C. Sheltered Disclosure : means any communication reported in good intention by the Whistle Blower to the Superior or the Chairperson of Audit Committee that discloses or demonstrates information reporting the instances, actual or potential, of unethical or improper behavior or wrongful conduct or fraud by any Director or employee of the Company or gross waste or misplappropriation of Company's property and fund or



violation by them of any present rules, regulations and policies framed by the Company.

- D. Whistle Blower: means an employee/director making sheltered disclosure under this policy.
- E. Superior : means the immediate senior or the Head of the Department.

III. Applicability:

All employees of the Jenburkt Pharmaceuticals Limited are free to report the information of instances as actual or potential, committed or/ being committed by any Director or employee of the Company (herein after referred to as “Wrongful Conduct”), to the Superiors / Chairman of Audit Committee as defined under sheltered disclosure, above.

The Whistle Blowers are not expected to act as investigators or finders of facts, nor would they determine the corrective actions. They would not take part in any investigation activities.

IV. Procedure:

- A. Any Employee who observes any Wrongful Conduct, etc. can report directly to his / her immediate Superior with evidence.
- B. The Superior then has to forward and report in writing in detail to the Chairman of Audit Committee.
- C. In case no action is initiated / taken by the superior within 7 working days after the above submission, then the employee has a right to write / to contact directly the Chairperson of Audit Committee.
- D. The Chairperson of Audit Committee there upon shall seek written clarification from the alleged employee / Director and call upon a meeting of the Audit Committee for discussion and to decide, if deemed necessary, to initiate the process of investigating the matter expeditiously.
- E. The Audit Committee shall for and against whom the reporting has been made the proper investigation, may appoint any person/s other than the employee reporting the wrongful conduct, for investigation. It may call for any documents / information or call upon any employee/s of the Company for examination, as they consider appropriate for the verification / investigation purpose.
- F. The Audit Committee shall prepare a conclusive report based on its own verification / investigation and/or on the report of person(s) appointed in this regard.
- G. The complaint, name of complainant and the report may be kept secret.



H. Decision: The Audit Committee upon the investigation and findings, conclude whether the wrongful conduct has been committed or not. They shall recommend their decision to the Board of Directors of the Company. The Board of Directors of the Company shall be the final authority to take final course of action under this policy.

V. Protection:

The employee making “Sheltered disclosure” under this policy shall be provided with full protection. No unfair treatment will be met out to him / her. As a policy no harassment / discrimination, victimization or any other unfair employment practice would be adopted against such employee, in view of his reporting under the mechanism. This protection will not be available for his own acts of wrongful conduct, in any other incident.

VI. Right to Amend:

The Company reserves its right to amend or modify this policy, as and when found necessary or considered fit, without assigning any reason whatsoever.

VII. Exclusions:

The following events or occurrence will NOT be treated as “Sheltered disclosure” or no action will be taken on their disclosure by Superior or the Chairperson of Audit Committee, as the case may be.

- A. Disclosure made with malafied intention, or without any wrongful conduct by the employee against whom the sheltered disclosure is made to misguide the seniors / audit committee.
- B. Disclosure of any action of superior against the employee within the normal employment rule, warranting actions including suspension, expulsion etc.

