



FREDUN PHARMACEUTICALS LIMITED

POLICY ON VIGIL MECHANISM

[Under Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013]



FREDUN PHARMACEUTICALS LIMITED

1. Preamble:

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and to maintain these standards the Company encourages the employees to voice their genuine concerns without fear.

Section 177 (9) of Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *inter-alia*, provides, a mandatory requirement, for all listed companies to establish a mechanism called “Vigil Mechanism (Whistle Blower Policy)” for Directors and Employees.

2. Objective:

- To encourage employees to bring genuine ethical and legal concerns, violations and suspected fraudulent behaviour of which they are or become aware of, to an internal authority so that action can be taken immediately to resolve the problem.
- To minimize the Company's exposure to the damage that can occur when the employees actually or potentially try to circumvent internal mechanisms in furthering the aforementioned concerns, violation and frauds.
- To provide for adequate safeguards against victimization of employees and directors who avail the vigil mechanism.

3. Eligibility:

All Employees, Directors of the Company and any stakeholders of the Company who observe any discrepancy are eligible to make disclosures under the mechanism in relation to matters concerning the Company.

4. Definitions:

“*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 Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“*Employee*” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

“*Disclosures*” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“*Whistle Blower*” means an employee or director of the Company who discloses in good faith any unethical & improper practices or alleged wrongful conduct in writing.

5. Scope of Policy:

The policy intends to cover following information on suspected unethical and improper practices or wrongful conduct, which employee's or Directors in good faith believes to exist:

- a. Abuse of authority;
- b. Breach of contract;
- c. Negligence causing substantial and specific danger to public health and safety;





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- d. Manipulation of company data/records;
- e. Financial irregularities, including fraud, or suspected fraud;
- f. Criminal offence including bribes;
- g. Leaking of confidential/propriety information;
- h. Deliberate violation of law/regulation;
- i. Wastage/misappropriation of company funds/assets;
- j. Breach of employee Code of Conduct;
- k. Any other unethical, biased, favoured, imprudent event.

The above list is only illustrative and should not be considered as exhaustive.

6. Procedure:

The person who observes any unethical / improper practices or alleged wrongful conduct shall make a disclosure to the Head of Department or in case it involves Managerial Personnel to the Managing Director and in exceptional cases to the Audit Committee including its Chairman as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same.

The following process shall be followed:

- a) The Departmental Head shall immediately forward the Whistle Blower Report to the Managing Director or in case the concern is raised from any stakeholder then that shall be immediately forwarded to the Managing Director or the Chairperson of the Audit Committee.
- b) The Managing Director may cause such enquiry to be conducted as deemed appropriate given the nature and the complaint lodged.
- c) On a six-monthly basis, the Managing Director shall report to the Audit Committee a summary of all complaints received under the Whistle Blower Policy and the action taken on the same.
- d) If a complaint is made to the Audit Committee against the Managing Director, then the Audit Committee may undertake such enquiries as it deems fit and may take such action as it deems appropriate.
- e) If the action to be taken by the Audit Committee is against the Managing Director, the Committee may also suitably discuss the same with the Chairman of the Board and decide on action to be taken.

Any Director who observes any unethical & improper practices or alleged wrongful conduct shall make a disclosure to the Audit Committee or the Chairman of the Board as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same.

The Managing Director or the Chairman of the Audit Committee or the Chairperson of the Board as the case maybe, after due enquires, pass orders for remedies which may inter-alia include:

- i. Order for an injunction to restrain continuous violation of this policy;
- ii. Reinstatement of the employee to the same position or to an equivalent position;
- iii. Order for compensation for lost wages, remuneration or any other benefits etc.

7. Protection:

- a. No discrimination, harassment, victimization or any other unfair employment practice like retaliation, threat or intimidation by termination /suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like will be adopted against Whistle Blowers.
- b. A Whistle Blower may report any violation of the above clause to the Audit Committee.





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- c. Direct access to the Audit Committee Chairman, in exceptional circumstances, can be given to the Whistle Blower.
- d. The Audit Committee may recommend suitable action to the management which may inter alia include:
 - i. Reinstatement of the employee to the same position or to an equivalent position.
 - ii. Order for compensation for lost wages, remuneration or any other benefits, etc.

8. Confidentiality:

The Company will treat all such disclosures in a sensitive manner and will keep the identity of the Whistle Blower confidential. However, the investigation process may inevitably reveal the source of the information and the individual making the disclosure may need to provide a statement which cannot be kept confidential if legal proceedings arise.

9. Vexatious Allegations / Frivolous Complaints:

If an individual makes an allegation, which is not confirmed by subsequent investigation and the investigation shows that an individual has made malicious or vexatious allegations for personal leverage or if an individual makes repeated frivolous complaints, disciplinary action may be taken against the individuals concerned.

10. Annual Affirmation:

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to the Whistle Blower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

11. Communication:

All communication under this policy is to be made on the below mentioned mail id: business@fredungroup.com , cs@fredungroup.com



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