



TATVA CHINTAN PHARMA CHEM PRIVATE LIMITED

**VIGIL MECHANISM AND
WHISTLE- BLOWER POLICY**



INDEX

Sr. No.	Particulars	Page Number
1	Introduction	1
2	Objective	1
3	Policy	1
4	Definitions	1
5	Applicability	3
6	Guiding Principles	3
7	Anonymous Disclosures	4
8	Protection To Whistle Blower	4
9	Role And Responsibility of Whistle Blowers	5
10	Role And Responsibility of Vigil Mechanism Officer	5
11	Communication	5
12	Management Action for False Disclosures	5
13	Procedure For Reporting & Dealing With Disclosures	6
14	Access to Reports and Documents	6
15	Contact Address	7
16	Modification	7
Annexure		8

WHISTLE BLOWER POLICY

1. INTRODUCTION

Tatva Chintan Pharma Chem Private Limited(TCPCPL) is committed to develop a culture where it is safe for any Whistle Blower to raise concerns about any improvements, unacceptable practice and any event of misconduct / unethical / improper practices or any other wrongful conduct in the Company. TCPCPL 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.

2. OBJECTIVE

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of 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 punishment or unfair treatment. The purpose of this Policy is to establish a vigil mechanism for director(s) /stakeholder(s) to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Ethics and Code of Conduct.

However, this Policy does not protect director(s)/ stakeholder(s) from an adverse action which occurs independent of his disclosure of unethical and improper practice or Alleged Wrongful Conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this Policy.Establishment of this Policy shall be referred by the Company on its website and in the Board's report.

3. POLICY

The Whistle Blower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

4. DEFINITIONS

- a. **“Disciplinary Action”** means any action that can be taken on the completion of /during the investigation proceedings including but not limited 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.
- b. **“Employee”** means every employee of the Company (whether working in India or abroad) .
- c. **“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.

- d. **“Stakeholder(s)”** This includes internal stakeholder(s) like TCPCPL employee(s), officer(s), project trainee(s), temporary/ contractual staff, member(s) of Executive Board.
- e. **“Whistle blower”** Shall mean Director(s)/ stakeholder(s) of the company who discloses in Good Faith any Unethical and Improper Practices or Alleged Wrongful Conduct.
- f. **“Vigil Mechanism Officer” or “Whistle Committee” or “Committee”** means an officer or Committee of persons who is/are nominated/ appointed by the Board of Directors of the Company to conduct detailed investigation of the disclosure received from the whistle blower and recommend disciplinary action. At Present, Board of directors has nominated Mr. Ajay Patel (DIN:00183745) to play the role of audit committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.

Mr. Ajay Patel may appoint Internal - external personnel/ consultant(s) to manage the Whistle blower policy/Vigil Mechanism and the reporting system related to raising concern, if required. However in any case he will be apex person for Whistle Blower Mechanism.

- g. **“Company” means**, “Tatva Chintan Pharma Chem Private Limited” including all group of entities over which the Company has management control.
- h. **“Good Faith”** an employee shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- i. **“Alleged wrongful conduct”** Shall mean violation of law, infringement of Company’s Ethics and Code of Conduct policies, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

Alleged Wrongful Conduct as illustrated below may include but is not limited to:

- Forgery, falsification or alteration of documents,
- Unauthorized alteration or manipulation of computer files internet data,
- Fraudulent reporting, wilful material misrepresentation,
- Pursuit of a benefit or advantage in violation of the Company’s interest,
- Misappropriation/misuse of Company’s resources, like funds, supplies, vehicles or other assets,
- Improper use of authority,
- Unauthorized release of proprietary information,
- Theft of cash,
- Theft of goods/ services,
- Falsification, destruction of Company records,
- Solicitation accepting/ giving, Kickbacks, bribes, expensive gifts, directly or indirectly through business connections including vendors and contractors (for this purpose, gifts / complimentary, etc.)
- Authorizing/receiving compensation for goods not received/ services not performed,

- Authorizing/receiving or receiving compensation for hours not worked,
- Fraudulent insurance claims,
- or Providing (unauthorized) confidential information to external agencies.

Matters pertaining to the following may be excluded as there are separate forum available for the same:

- Personal grievance,
- Dissatisfaction with appraisals and rewards,
- Complaints relating to service conditions, □
- Sexual harassment,
- Suggestions for improving operational efficiencies act is malicious, false or frivolous.

j. **“Policy or This Policy”** means, “Whistle Blower Policy.”

5. APPLICABILITY

This policy is applicable to all the stake holder(s) of TCPCPL. No individual or body associated with it can waive compliance with this policy. All the director(s) /stakeholder(s) in each of the units/ jurisdictions in which TCPCPL operates are expected to follow this policy in addition to the applicable laws and regulations of the respective jurisdiction.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act 2013 as amended from time to time.

This policy is an internal policy on disclosure by Directors, stakeholder(s) of any Unethical and Improper Practices or wrongful conduct. Any Directors stakeholder(s) against whom any Adverse Personnel Action has been taken due to his disclosure of information under this Policy may approach the Mr. Ajay Patel, Director of the Company, who plays role of audit committee under vigil mechanism.

6. GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- Ensure that the Whistle blower and/or the person processing the Protected Disclosure is not victimized for doing so.
- Treat victimization as a serious matter, including initiating disciplinary action on person/(s) indulging in victimization.
- Ensure complete confidentiality.
- Not attempt to conceal evidence of the Protected Disclosure.
- Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made.
- Provide an opportunity of being heard to the persons involved especially to the Subject.

7. ANONYMOUS DISCLOSURES

Whistle blowers are encouraged to put their names to their disclosures. However, individuals may raise concerns anonymously.

As compared to concerns raised where whistle blowers have chosen to identify themselves, the Company will decide to take up an anonymously expressed concern based on the following factors:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.

Whistle blowers are, therefore, strongly encouraged to share their identity when making the disclosure.

8. PROTECTION TO WHISTLE BLOWER

If anyone raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like 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/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- a. The Whistle blower has chosen to identify themselves.
 - b. The communication/ disclosure is made in good faith.
 - c. The Whistle blower reasonably believes that information, and any allegations contained in it, are substantially true; and
 - d. The Whistle blower is not acting for personal gain.
- Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.
However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.
 - The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistle blower.

9. ROLE AND RESPONSIBILITY OF 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 concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
- Avoid anonymity when raising a concern.
- 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. Employees are expected to avoid invoking their rights under this Policy to settle personal scores or to give vent to their malicious intentions. Malicious allegations by employees may attract disciplinary action.
- A whistle blower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation.
- Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged wrongful act. It may forewarn the Subject and important evidence is likely to be destroyed.
- In exceptional cases, where the whistle blower is not satisfied with the outcome of the investigation carried out by the Whistle Officer or the Committee elected by director for this matter, he/she can make a direct appeal to the Director of the Company.

10. ROLE AND RESPONSIBILITY OF VIGIL MECHANISM OFFICER

- Conduct the enquiry in a fair, unbiased manner.
- Ensure complete fact-finding.
- Maintain strict confidentiality, especially of the whistle blower's identity (if available).
- Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom .
- Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures.

11. COMMUNICATION

The Whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by email and the website of the company.

12. MANAGEMENT ACTION ON FALSE DISCLOSURES

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further this policy may not be used as a defence by an employee against whom an adverse personnel action has been taken independent of any disclosure made by him and for legitimate reasons or cause under Company rules and policies.

The decision of Vigil Mechanism officer shall be final and binding.

13. PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES

TCPCPL encourages all its directors/ stakeholder(s) to report in good faith or on the basis of a reasonable belief attempted, suspected and actual bribery, or any violation of or weakness to Mr. Ajay Patel or Human Resource Department of TCPCPL as soon as possible. Further refer annexure for indicative format. It shall be directly reported through any of the below channel: □



By Writing a Letter To:

Mr. Ajay Patel - Director, Tatva Chintan Pharma Chem Private Limited.
Plot No 502/17 GIDC Estate, Ankleshwar, GIDC Ankleshwar,
Bharuch, Gujarat- 393002,



By Writing E- Mail To:

Mr. Ajay Patel- ajay@tatvachintan.com (Director)
Mr. Nitesh Prajapati- hrd@tatvachintan.com (HR- Manager)



By sending a complaint letter in a sealed envelope marked **“Private and Confidential”** to

Mr. Ajay Patel - Director, Tatva Chintan Pharma Chem Private Limited.
Plot No 502/17 GIDC Estate, Ankleshwar, GIDC Ankleshwar,
Bharuch, Gujarat- 393002,

14. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with ‘Disclosures’ are considered confidential information and access will be restricted to the Whistle blower, the Whistle Committee, Whistle Officer, Manager HR & Administration and Policy Process Owner. ‘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.

15. CONTACT ADDRESS

For the purpose of registering any complaint or for any questions/ query on this policy, please contact the Company at the following address:



HR- Manager
Human Resource Department
Tatva Chintan Pharma Chem Private Limited
Address: Plot No 502/17, GIDC Estate, Ankleshwar,
GIDC, Ankleshwar,
Bharuch, Gujarat- 393002
E-mail: hrd@tatvachintan.com

16. MODIFICATION

The Company may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with local, state and central regulations and/or accommodate organizational changes within the Company.

ANNEXURE

INDICATIVE FORMAT FOR REPORTING BY WHISTLE BLOWER

Personal details :

- a. Date:
- b. Name of the Employee/Director E-mail id:
- c. Communication Address
- d. Contact No.

Subject matter which is reported :

- a. Name of the Person against whom complaint is to be registered:
- b. Designation and Department
- c. incident focused at Elaborate in detail
- d. The nature of violation
- e. List of Documents/Copies relied upon in support of the allegation (to be attached, if any).

