



SURAKSHA DIAGNOSTIC LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

**SURAKSHA DIAGNOSTIC LIMITED - VIGIL MECHANISM / WHISTLE BLOWER
POLICY**

I. PREFACE

- a) 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 Companies Act, 2013 and the Listing Agreement requires that every listed Company shall establish a Vigil Mechanism (Whistle Blower Policy) for the Directors and employees of the Company to report genuine concerns, instances of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct.
- b) The Company has adopted a Code of Conduct for Directors and Senior Management Personnel, which lays down the Principles and standards that governs the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Besides, Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairman of the Audit Committee in appropriate and exceptional cases.
- c) Section 177(9) of the Companies Act, 2013 (the Act) mandates the following classes of companies to constitute a vigil mechanism –
 - 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.
- d) Further, Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), inter alia, provides for the listed entity to devise an effective Whistleblower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.
- e) Accordingly, this Whistleblower 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 Vigil Mechanism Officer / Chairperson of the Audit Committee of the Company.
- f) The Audit Committee shall review the functioning of the Whistleblower mechanism, atleast once in a financial year.
- g) The Whistleblower Policy & Vigil Mechanism will be displayed on the website of the Company.

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II. PURPOSE

The Whistle Blower Policy is intended to cover serious concerns that could have a large impact on the Company, such actions which :

- May lead to incorrect financial reporting ;
- Are unethical and unlawful ;
- Are not in consistence to Company's policy, including the Code of Conduct.

III. POLICY

The main purposes behind formation of Vigil Mechanism (Whistle Blower Mechanism) are:

- a) creation of an environment where every employee feels free and secure to report specific incidents of unethical behaviour, actual or suspected incidents of fraud or any violation of the Code ;
- b) To investigate such reported incidents in a fair manner ;
- c) To take appropriate disciplinary action against the delinquent employee(s) ;
- d) To ensure that no employee is victimized or harassed for bringing such incidents to the attention of the Company.

IV. SCOPE

This policy applies to all employees of the Company, including part time, temporary and contractual employees.

V. ELIGIBILITY

All employees of the Company including Directors are eligible to acquaint the respective Branch/ Factory Manager/ Departmental Head / Vigilance & Ethics Officer in relation to matters concerning the Company, provided complainant must act in good faith and the Policy must not be used as a tool for victimization, making false allegation or malafide intension.

VI. REPORTING

The reporting shall be as under:

- a) All disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation. In respect of all other disclosures, those concerning the Vigilance & Ethics Officer and employees at the work level, should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Vigilance & Ethics Officer of the Company.

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b) The contact details of the Chairman of the Audit Committee of the Company are as under:

Mrs. Ishani Ray- Chairman – Audit Committee of Directors

E-mail- surakshavigilmechanism@gmail.com

c) The contact details of the Vigil Mechanism Officer is as under:

Mr. Niren Kaul- Vigil Mechanism Officer

E-mail- niren.kaul@surakshanet.com

E-mail-

d) Employees are encouraged to bring to the attention of the Company incidents pertaining, inter alia to:

- i. Illegal or unethical conduct including that which adversely affects investors, shareholders, customers, suppliers, other employees, or the business performance or image or reputation of the Company;
- ii. Violation of any law or regulation including actual or suspected fraud;
- iii. Conflict of interest with the Company;
- iv. Leaking of confidential or proprietary information of the Company;
- v. Any other violation of the Code of Conduct for prevention of Insider Trading and as adopted by the Company.
- vi. Any other violation impacting the interest of the Company.

e) 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 Company's Vigilance & Ethics Officer or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.

f) Complaint shall be made in writing so as 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 the regional language of the place of employment of the Whistleblower.

g) It must include as much information about the suspected violation as the complainant can provide. It should describe:

- i. the nature, period of commission and details of the alleged violation;
- ii. the identities of the persons suspected to have committed the alleged violation; and
- iii. description of the documents that may prove or relate to the suspected violation.

h) Employees are encouraged to report such incidents as early as possible but not later than 30 days.

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VII. INVESTIGATION

- a) All concerned employees have a duty to cooperate in an investigation.
- b) All information disclosed during the course of an investigation, including the identity of the complainant, will be kept confidential, except as necessary or appropriate to disclose for the purposes of the investigation or where required to be statutorily disclosed.
- c) The Complaint received by the respective Branch/Factory Manager/Departmental Head will be forwarded to the Vigilance & Ethics Officer who will carry out the investigations and submit Report of Investigations to the Audit Committee alongwith reasoning and supporting material. Depending on the materiality, the investigation findings will be reported to the Audit Committee.
- d) Complaint by or against senior management will be investigated as directed by the Audit Committee.

VIII. DECISION

If an investigation leads the Vigilance & Ethics Officer /Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Management shall recommend appropriate disciplinary or corrective action to the Chairman of the Audit Committee for his consideration and approval. 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, including termination of employment.

IX. NO RETALIATION

- a) This Policy is intended to encourage and enable employees to raise bonafide concerns. No employee who reports a violation shall suffer any harassment, retaliation or adverse employment condition as a consequence of such reporting.
- b) Any employee who retaliates against a person reporting a violation will be subject to disciplinary proceedings, which may extend to termination of employment.

X. COMPLAINT TO BE MADE IN GOOD FAITH

- a) A complainant must act in good faith and have reasonable grounds for forming a belief that his/her complaint constitutes a violation as described above .
- b) This Policy must not be used as a tool for victimization, making false allegation or with malafide intentions.
- c) Any person who is found to be making baseless, reckless, malicious or deliberately false

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allegation, shall be subject to disciplinary proceedings, which may extend to termination of employment.

XI. RETENTION OF DOCUMENTS

All disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

XII. AMENDMENT

The Board of Directors of the Company has the right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever, if considered in necessary and in the interest of the Company as well as public interest.