

MEDGEL PRIVATE LIMITED

VIGIL MECHANISM POLICY

PREAMBLE

The Company is committed to conducting business with integrity, including in accordance with all applicable laws and regulations. Its expectations with respect to business ethics are contained in the Code of Business Conduct and Ethics (the “Code of Conduct”). Section 177 of the Companies Act, 2013 and read with Rule 7 of Companies (Meeting of Board and its Power) Rules, 2014 requires establishing a mechanism called “vigil mechanism” for the directors and employees to report genuine concerns in such manner as may be prescribed. Accordingly, a Vigil Mechanism Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees and directors of the Company to write a complain to Audit Committee and in exceptional circumstance even to approach the Chairman of Audit Committee to ensure adequate safeguards against victimization. This policy would help to create an environment where individuals feel free and secure to raise an alarm where they see a problem.

DEFINITIONS

In this policy unless the context otherwise requires:

“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.

“Code” means the Code of Conduct and Ethics of the Company.

“Director” means Directors of the Company

“Employee” means every employee of the Company.

“Investigators” mean those persons (including employees, directors and auditors) authorized, appointed, consulted or approached by the Competent Authority or the Chairman of the Audit Committee and include the police.

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

“Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

“Whistle Blower” means a Director or an Employee making a Protected Disclosure under this policy.

Medgel Private Limited (hereinafter referred to as “the Company”) recognizes the value of transparency and accountability in its administrative and management practices. As a Private limited and wholly owned Subsidiary of a Listed company **Medicaps Limited**, the integrity in the financial matters of the Company and the accuracy of its financial information is paramount.

COVERAGE OF THE VIGIL MECHANISM

All the stakeholders who are associated with the Company can raise concerns regarding malpractices and events which may negatively impact the company.

- Inaccuracy in maintaining the Company’s books of account and financial records
- Financial misappropriation and fraud
- Procurement fraud
- Conflict of interest, False expense reimbursements
- Misuse of company assets & resources
- Inappropriate sharing of company sensitive information
- Corruption & bribery
- Insider trading
- Unfair trade practices & anti-competitive behavior
- Non-adherence to safety guidelines
- Sexual harassment
- Child labor
- Discrimination in any form
- Violation of human rights
- Whistle Blowers are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

ELIGIBILITY

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

PROCEDURE

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English or Hindi. All Protected Disclosures should be addressed to the Competent Authority of the Company or to the Chairman of the Audit Committee in exceptional cases. The Contact details of the Competent Authority for addressing and sending the Protected Disclosures:

Managing Director/ Chief Financial Officer

Medgel Private Limited

201, Pushpratna Paradise, 9/5, New Palasia,

Indore (M.P.) 452001

accounts@medgel.net

The Contact details for addressing a protected disclosure to the Chairman, Audit Committee are as follows:

Chairman, Audit Committee

Medgel Private Limited

201, Pushpratna Paradise, 9/5, New Palasia,

Indore (M.P.) 452001

accounts@medgel.net

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy” or sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Competent Authority will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Competent Authority. Anonymous disclosure shall not be entertained by the Competent Authority. On receipt of the protected disclosure the Competent Authority shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Competent Authority will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company. The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit. Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

PROTECTION

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

DECISION

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit. 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. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Competent Authority or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

CONFIDENTIALITY

The complainant, Competent Authority, Members of Audit Committee, 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 and keep the papers in safe custody.

ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

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

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 5 (five) years or such other period as specified by any other law in force, whichever is more.

AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.