

Vigil Mechanism / Whistle Blower Policy

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Policy Objective: The objective of this policy is to establish vigil mechanism to ensure highest standards of ethical, moral and legal conduct of business operations. Inventia Healthcare Private Limited (hereinafter referred to as “the Company” or “Inventia”) is committed to developing a culture where it is safe for all employees and Directors to raise concerns about any poor or unacceptable practices and any event of misconduct.

Applicability: This Policy is applicable to all employees and Directors of the Company.

1. Definitions

- a. “Audit Committee” means a Committee of Directors constituted by the Board of Directors of the Company in accordance with provisions of Companies Act, 2013 and rules thereof.
- b. “Board” means the Board of Directors of the Company.
- c. “Code” means Code of Conduct of the Company.
- d. “Employee” means any present employee or Director of the Company.
- e. “Protected Disclosure” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity with respect to the Company. Protected Disclosures to be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and evidence (to the extent possible).
- f. “Subject” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- g. “Vigilance Officer” means officer authorized to receive protected disclosures from whistle blowers and maintaining records thereof, placing the same before the Audit Committee for its review / noting.
- h. “Whistle Blower” is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

2. Scope

Protected Disclosures covers malpractices and events which have taken place / suspected to take place involving:

- i. Abuse of authority.
- ii. Breach of contract.
- iii. Negligence causing substantial and specific danger to public health and safety.
- iv. Manipulation of company data/records/register.
- v. Financial irregularities, including fraud, or suspected fraud.
- vi. Accused or convicted in any Criminal offence.
- vii. Pilferation of confidential/propriety information.
- viii. Deliberate violation of law/regulation.
- ix. Wastage/misappropriation of company funds/assets.
- x. Breach of Code of Conduct or Rules of the Company.
- xi. Harm or negative effect, to the goodwill or reputation.
- xii. Any other events or mal practices performed directly or indirectly.
- xiii. Indirect fraud or misleading – procedure – Confidentiality binding.

3. Procedure

Mr. Naresh Shah is the authorized Vigilance Officer for the purposes of this policy. Protected Disclosures are to be made to him. He shall place such protected disclosures as received from whistle blowers before the Vigil Mechanism Committee to process, investigate and dispose the Protected Disclosures and report the same to the Audit Committee of the Company.

All Protected Disclosures to be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised. It should either be typed or written in a legible handwriting in English. Such reporting can be via:

1. Email to: naresh.shah@inventiahealthcare.com
2. Letter addressed to: Mr. Naresh Shah in a closed and secured envelope and marked as "Private and Confidential" and delivered to Mr. Naresh Shah, Inventia Healthcare Private Limited, Unit 703-704, 7th Floor, Hubtown Solaris, N S Phadke Marg, Andheri (E), Mumbai 400 069.

In the event the Protected Disclosure is against Mr. Naresh Shah, the same shall be reported to Mr. Janak Shah, Chairman of the Audit Committee ("exceptional case") either addressed by email at janak.shah@inventiahealthcare.com or through letter addressed to him at the aforesaid address.

In order to protect identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are advised not to write their name / address on the envelope.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

On receipt of the protected disclosure the Vigilance Officer shall make a record of the Protected Disclosure and shall carry out investigation through the Vigil Mechanism Committee who may carry out the investigation either themselves or by involving any other Officer of the Company or an outside agency.

The record will include:

- i. Brief facts
- ii. Name of the Subject
- iii. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof.
- iv. Whether the same Protected Disclosure was raised previously on the same Subject.
- v. Details of actions taken by Vigilance Officer for processing the complaint.
- vi. Findings
- vii. Action taken
- viii. Date of the Audit Committee where such Protected Disclosure was reported.

To enable further investigation, complainants are strongly encouraged to provide their name and contact details, to enable the Vigilance Officer to contact the complainant for any further details / information required.

4. Decision

If an investigation leads to conclude that an improper or unethical act has been committed, the Vigil Mechanism Committee shall recommend to the management of the Company to take such disciplinary or corrective action as it may deem fit. 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 conduct and disciplinary procedures.

A Complainant who makes false allegations of unethical and improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

5. Reporting and review

The Vigilance Officer shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred since the last report together with the results of investigations, if any.

The Audit Committee shall have the power to review any action or decision taken by the Vigil Mechanism Committee. The Audit Committee of the Company shall be responsible to review periodically the efficient and effective functioning of the vigil mechanism.

6. Protection

No unfair treatment will be meted out to a Complainant by virtue of his/ her having reported a Protected Disclosure under this Policy.

The identity of the Complainant shall be kept confidential.

Any other Employee assisting in the said investigation shall also be protected to the same extent as the Complainant.

7. Secrecy and Confidentiality

The Complainant, Vigilance Officer, Vigil Mechanism Committee, Members of Audit Committee, the Subject and everybody involved in the process shall:

- i. Maintain complete confidentiality/ secrecy of the matter.
- ii. Not discuss the matter in any informal/social gatherings/ meetings.
- iii. Discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
- iv. Not keep the papers unattended anywhere at any time.

8. Display of information with regard to Vigil Mechanism:

The details of establishment of vigil mechanism in the Company shall be disseminated to all employees and Directors of the Company, and shall also be disclosed on the Company's website.

9. 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.

Document Applicability Date	Issued by	Remarks	Signature
21 st October 2016	Naresh Shah, Chief Operating Officer	First Roll-out	