

THEMIS MEDICARE LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Preamble:

Section 177 of the Companies Act, 2013, inter alia, provides every listed Company to establish Vigil Mechanism for the Directors and Employees to report genuine concerns to the management, amongst others, of unethical behavior, actual or suspected frauds and violation of the Company's code of conduct.

THEMIS MEDICARE LIMITED (the Company) has adopted code of conduct for its Directors, senior management personnel and employees which lay down the principles and standards which governs the actions of the employees of the Company at all levels.

Policy:

In compliance with the above requirements of the Companies Act, 2013 as well as provisions of the listing agreement Themis Medicare Ltd., has entered into with the Stock Exchanges, following policy has been established to secure Whistle Blowing/Vigil Mechanism.

Objectives:

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of the business operations and in order to meet the same, encourages its Directors/Employees who have genuine concerns about the suspected misconduct to report such without fear of punishment or unfair treatment.

The Company will provide adequate safeguards to the whistle blowing Directors/Employees availing the Vigil mechanism and in exceptional cases allow direct access to the Chairman of the Audit Committee.

Scope:

The Policy expects disclosure of any of the following unethical events which have taken place/ suspected to take place involving:

1. Breach of the Company's Code of Conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations
6. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Pilferation of confidential/propriety information
9. Gross Wastage/misappropriation of Company funds/assets
10. Leak of Unpublished price sensitive information

Eligibility:

Directors and employees are eligible to make the disclosure under the policy by means of written communication in relation to the matters concerning the Company.

Procedure:

All Disclosures should be reported in writing by the complainant as soon as possible, not later than 15 days after the Whistle Blower (Director or Employee of the Company) becomes aware of the same.

The disclosure should either be typed or written in a legible handwriting in English.

The Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as “**Disclosure under the Whistle Blower policy**” or sent through email with the subject “**Disclosure under the Whistle Blower policy**”. If the complaint is not super scribed and closed as mentioned above, the disclosure will be dealt with as if a normal disclosure.

All Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

The contact details of the Vigilance Officer are as under

Name and Address: Ms. Priti Nemani
Senior Manager HR
Themis Medicare Ltd.
11/12 Udyog Nagar, S. V. Road,
Goregaon West, Mumbai-400104
Email: hrmgr@themismedicare.com

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

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

On receipt of the disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Disclosure.

Investigation:

All Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officers of the Company/ Committee to be constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company.

The Committee referred above shall be constituted by the vigilance officer and Chairman of the Audit Committee in case of need having three members one of them shall be the Vigilance officer.



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 by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 45 days of the receipt of the 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.

Decision and Reporting:

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 Director/s and/or employee/s, 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 report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee meetings.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Director/s and/or employee/s, to the Vigilance Officer or the Audit Committee Chairman shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

Confidentiality:

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.

Communication:

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

Retention of Documents:

All disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Vigilance Officer for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.
