

**ENTERO HEALTHCARE SOLUTIONS LIMITED**

**VIGIL MECHANISM / WHISTLE BLOWER POLICY**

<i>Effective Date</i>	<i>25<sup>th</sup> August, 2023</i>
<i>Date of Amendment</i>	<i>November 12, 2024</i>
<i>Approved By</i>	<i>Board of Directors</i>
<i>Version No.</i>	<i>3.0</i>
<i>Policy Owner</i>	<i>Secretarial Department</i>

## 1. PREFACE

**Entero Healthcare Solutions Limited** (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 Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct or violation of law in force.

As per the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed and such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. Further Regulation 9A of the SEBI (Prevention of Insider Trading) Regulations, 2015 also envisages putting in place a Whistle Blower Policy to enable employees to report instances of leak of Unpublished Price Sensitive Information.

This Vigil Mechanism/Whistle Blower Policy (the Policy) has been formulated to enable all employees and directors to raise concern against any malpractice such as immoral, unethical conduct, fraud, corruption, non-compliances/wrong practices, violation of law, potential infractions of the Code of Conduct of the Company and alike.

## 2. OBJECTIVE

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behaviour in all its operations and to outline the procedure for reporting, handling, investigating and deciding on the course of action to be taken in case any actual or suspected inappropriate conduct is reported.

The Policy encourages all the employees to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviours or practices) that affect Company's interest / image. Under the policy, the customers, agencies, contractors, vendors, suppliers and/or any of their employees or any other stakeholders of the Company can also report such events to the Company.

## 3. DEFINITIONS

- i. **“Alleged wrongful conduct”** shall mean violation of law, infringement of Company's rules, misappropriation / misutilisation of Company's assets or monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of

authority.

- ii. **“Audit Committee”** means a Committee in accordance with the Provisions of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii. **“Board”** means the Board of Directors of the Company.
- iv. **“Company”** means Entero Healthcare Solutions Limited.
- v. **“Code”** means Code of Conduct for Directors and Senior Management Executives and Employees of Entero Healthcare Solutions Limited.
- vi. **“Disciplinary Action”** means any action that can be taken on the completion of/during the investigation proceedings including but not limiting 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.
- vii. **“Disciplinary Committee”** means the committee formed under this Policy which shall include the following:
  - 1) HR Head
  - 2) Finance Controller
  - 3) Legal Head
  - 4) Business Head
- viii. **“Employee”** means all the employees and Directors of the Company and its subsidiaries.
- ix. **“Investigator/ Investigating Authority”** shall mean and include members of Disciplinary Committee or such other person as may be designated by the Audit Committee, to investigate the alleged Wrongful Conduct.
- x. **“Protected Disclosure”** means a concern raised 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. It should 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.
- xi. **“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.

xii. **“Whistle Blower”** is any Stakeholder who makes a Protected Disclosure under this Policy and referred in this policy as complainant.

#### 4. SCOPE

This Policy provides a channel to the stakeholders to report to the management, concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

The policy neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, demanding and /or accepting gratification, obtaining a valuable thing without or inadequate consideration from a person with whom he have or may have official dealings, obtaining for self or any other person pecuniary benefits by corrupt or illegal means or abusing his position and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

The Policy generally covers malpractices and events which have taken place/suspected to takeplace or has the potential to affect the Company financially or otherwise including but not limited to the following instances:

- i. Abuse of authority
- ii. Breach of contract
- iii. Negligence causing substantial and specific danger to public health and safety
- iv. Manipulation of Company’s data/records
- v. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- vi. Leak of Unpublished Price Sensitive Information
- vii. Any unlawful act whether Criminal/ Civil
- viii. Pilferage of confidential/propriety information
- ix. Deliberate violation of law/regulation

- x. Wastage/misappropriation of Company's funds/assets
- xi. Breach of Company Policy or improper practice of the Company's policies or procedures, failure to implement or comply with any approved Company Policy
- xii. Wilful negligence of assigned duties that could result in damage/loss to the Company
- xiii. Fraud or suspected fraud
- xiv. Harassment at work place
- xv. Unfair or prejudicial treatment of people and groups based on characteristics such as race, gender, age, or sexual orientation

## 5. AUDIT COMMITTEE

The Audit Committee is constituted to receive, review, investigate and redress the concerns raised in the Disclosures made on any one of the above Reporting Platforms and currently comprises the following Members:

Sr. No.	Name	Designation
1.	Mrs. Sandhya Gadkari Sharma	Chairperson
2.	Mr. Sujesh Vasudevan	Member
3.	Mr. Rajesh Shashikant Dalal	Member
4.	Mr. Prabhat Agrawal	Member

## 6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible after the Whistle Blower becomes aware of the same to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or Hindi.

The Protected Disclosure should be submitted / supported by critical information, documents and evidences, as per suggested Format as per **Annexure -I** with supporting documents in a closed and secure envelope and should be super scribed as "Protected disclosure under the Whistle Blower policy". Alternatively, the same can also be 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, it will not be possible for the Company to protect the complainant and the protected disclosure will be dealt with as if it's a normal disclosure.

The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Audit Committee shall detach the covering letter bearing the identity of

the Whistle Blower and process only the Protected Disclosure. No anonymous complaints shall be entertained by the Company.

All Protected Disclosures should be addressed to the Audit Committee to the following correspondence:

**The Audit Committee**

**Entero Healthcare Solutions Limited**

Corporate Office Address: 605 & 606, 6th Floor, Trade Centre Bandra Kurla Complex, Bandra East, Mumbai-400051

E-mail: [sandhya.gadkari.sharma@gmail.com](mailto:sandhya.gadkari.sharma@gmail.com)

**7. INVESTIGATION PROCESS**

S. No.	Activity	Vertical responsible	Timeline
1.	Preliminary analysis by HR In-charge whether the complaint is prima facie Wrongful Conduct or not. In case of Wrongful Conduct forward it to Investigating Authority (IA) for investigation.  If any complaint is prima facie not Wrongful Conduct then reasons thereof shall be documented and intimated to Disciplinary Committee for review.	HR Head	Within 3 Days of receipt of complaint
2.	Disciplinary Committee shall review prima facie reasons for not referring the matter to IA for investigation. If not satisfied, forward the matter to IA for investigation.	Disciplinary Committee	Within 7 days
3.	IA to decide whether the complaint merits or does not merits investigation and document the reasons thereof in case of rejection. The reason so documented for rejection be communicated to the Disciplinary Committee.	Investigating Authority	Within 7 days
4.	Investigation of Wrongful Conduct by IA upon acceptance of case and submission of Final Investigation Report to Disciplinary Committee.	Investigating Authority	Within 30 days
5.	Decision on firming up or modification of business/operational process in discussion with IA and respective Functional Head to prevent and curb any such recurrence.	Concerned Functional Head	Within 14 Days of receipt of Report
6.	Upon receipt of Report from IA, the Disciplinary Committee shall take the necessary disciplinary action as per the categorization of wrongful conduct done by IA and reviewed by Disciplinary Committee.  The matters of Termination of employment shall be forwarded to HR Head.	Investigating Authority in consultation with Chairman of Audit Committee	Within 21 days

	Cases warranting legal proceedings shall be forwarded to Legal team.		
7.	Disciplinary Committee in consultation of Legal Head to take action e.g. Lodging of FIR, recovery/legal proceedings etc. against the concerned Employees.		As per the judicial process

Investigating Authority shall depute its team to investigate the matter thoroughly, if it feels necessary. Investigating Authority may also take the help of any other department/external resources for investigation, if it feels necessary. However, there should not be any conflict of interest while taking help of other department.

All protected disclosures under this policy will be taken on record and thoroughly investigated. The Audit Committee shall obtain further details and clarification as may be required to proceed further in the investigation. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.

The Audit Committee shall after due investigation and receipt of the entire report shall dispose-off the case in the manner as it may deem fit including by way of issuing warning, taking any disciplinary action or imposing penalty, etc. If the protected disclosure/ the Complaint is against any of the Members of the Audit, the same shall be submitted to the Audit Committee of the Company for further investigation.

Failure to cooperate in investigation or deliberately providing wrong information will be subject to disciplinary action by the Committee.

The investigation shall be completed normally within 45 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

## 8. DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairperson of the Audit Committee shall take such disciplinary or corrective action as it may deem fit. In case the complaint is against any member of the Audit Committee/ Disciplinary Committee and if any conflict of interest arise then such person shall recuse himself from during such investigation and decision-making process. In such cases Audit Committee shall recommend disciplinary or corrective action as it may deem fit to the Board of Directors of the Company.

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 shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company. The company may also opt to reward the Whistle Blower, based on merits of the case.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.

## **9. CONFIDENTIALITY**

The Whistle-blower and the members of the Audit Committee 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. All the relevant papers and documents related to any issue shall be under the safe custody of the Audit Committee.

## **10. PROTECTION FOR AUDIT**

The Company will protect the whistle-blower from any unfair treatment given to him/her by consequent to the complaint lodged to the Audit Committee and the Committee is authorized to take all necessary steps to curb the unethical behaviour and protect the Whistle-blower. The identity of Whistle-blower(s) shall be kept confidential to the extent possible and permitted under law.

The Company, as a policy, condemns any kind of discrimination, harassment, victimization, or any other unfair employment practice being adopted against Whistle-blowers.

Adequate protection will be given to Whistle-blowers against any unfair practice like intimidation of termination or suspension of service, refusal of promotion, disciplinary action, transfer, demotion, threatening, or such acts which might hinder the Whistle-blower's right to continue to perform his/her duties/functions.

In case of repeated or frivolous complaints being filed by a Director or an employee, the Audit Committee may take suitable action against the concerned director or employee including reprimand.

## **11. EXCLUSIONS**

The following types of Complaint will not fall under this policy:

- i. Salary/performance appraisal related issues



- ii. HR related issues
- iii. Customer Complaints

## **12. ACCESS TO CHAIRPERSON OF THE AUDIT COMMITTEE**

The Whistle-blower shall have right to access Chairperson of the Audit Committee directly in exceptional cases as may be decided by the Audit Committee and the Chairperson of the Audit committee is authorised to prescribe suitable directions in this regard, on a case-to-case basis.

## **13. ROLE OF THE AUDIT COMMITTEE**

The Audit Committee is responsible for supervising the development and implementation of this Policy and the functioning of the Audit Committee. The Audit Committee shall periodically review the Policy to consider whether amendments are necessary, and, if so, it shall communicate any such amendments to all Employees as soon as possible.

## **14. COMMUNICATION**

Stakeholders shall be informed of the Policy by publishing on the website of the Company.

## **15. RETENTION OF DOCUMENTS**

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept by the Company for minimum period of 5 years. The documentation shall include any written communication in connection with the complaint, any material evidence and all the documents submitted by the parties to the issue.

## **16. MODIFICATION**

The company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever and no such amendment or modification will be binding on the Directors and employees unless the same is communicated in the manner described as above. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

\*\*\*\*\*

### **ANNEXURE-I**

Note: Please provide information as follows: (\* Required fields) and tick whichever is applicable

(1) \* Do you wish to disclose your identity to the Company? Yes / No

Your name	
Your employee code	
Your phone number	
Your e-mail address	
Best time for communication with you	

(2) \*Please describe your concern here and include all details that could be useful to investigate it:

Please make sure you include the following relevant information in your concern description:

- a) specific misconducts (actions or behaviours) that are the subject of your concern or transactions
- b) that need to be investigated;
- c) dates when these actions/ transactions occurred;
- d) location (at the Company's sites or not) where these actions / transactions occurred;
- e) potential witnesses that can be interviewed;
- f) potential evidence or documentation that need to be reviewed;
- g) any detail you think might be useful;

(Describe concern here)

**Be as specific as you can in your explanations. If you chose to remain anonymous, please ensure that you do not include in this description information that could reveal your identity.**

(3) \* Is the misconduct still on-going at the moment when you are reporting? "Yes" / "No" / "I don't know"

(4) Please identify by name and / or department the person(s) you believe to be involved in the above described misconduct:

*Name	
-------	--

Department (if external Relationship with the company, the nature of relationship):	
E-mail address	
Contact No.:	

(5) How did you become aware of this misconduct? For example:

1. It happened to me;
2. I witnessed it happening;
3. I was told by someone who witnessed it;
4. I have seen evidence that it happened;

Be as specific as you can in order to allow the Company to properly investigate your concern.

(Provide details here)

(6) If you have a document or file that supports your report (Evidences), please enclose herewith.

\*\*\*\*\*