

## MRK HEALTHCARE PRIVATE LIMITED-VIGIL MECHANISM



### 1. PREAMBLE

Section 177(9) of Companies Act, 2013 read with Rule 7 of Companies (Meeting of Board and its Powers) Rules, 2014 makes it compulsory for every listed company or such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees in order to report concerns in such manner as may be prescribed.

**MRK HEALTHCARE PRIVATE LIMITED** considering the interest of all its well-wishers, who want to report genuine concerns within the organization, implements the Vigil Mechanism/Whistle Blower Policy (the Policy).

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. In pursuit of the same, the Company encourages employees to raise genuine concerns about any malpractices in the workplace without fear of retaliation and will protect them from victimization or dismissal.

### 2. APPLICABILITY

The Policy is approved by the Board vide its resolution dated 23<sup>rd</sup> August, 2021 and shall be effective from 23<sup>rd</sup> August, 2021.

### 3. OBJECTIVES

The Vigil Mechanism policy aims to provide a channel through which the directors and employees of the company can report genuine concerns about unethical behaviour, actual or suspected fraud or violation of code of conduct or policy.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Board of Directors in exceptional cases.

This 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 about a personal situation.

### 4. KEY DEFINITIONS

- a) The Company means "**MRK HEALTHCARE PRIVATE LIMITED.**"
- b) "**Alleged wrongful conduct**" shall mean violation of applicable Laws to the Company, infringement of the Company's rules, misappropriation of monies, substantial and specific danger to public health and safety, non-adherence to the Code or abuse of authority.
- c) "**Vigilance Officer or Vigilance Committee**" means a person or Committee of persons, nominated/appointed to receive protected Disclosure from whistle blowers, maintaining records thereof, and concerns on the same.
- d) "**Board**" means the Board of Directors of the Company.

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- e) Policy or This Policy means, "**Vigil Mechanism Policy.**"
- f) "**Employee**" means all the present employees and Directors of the Company.
- g) "**Whistle Blower**" is an employee or group of employees who makes a Protected Disclosure under the Policy.
- h) "**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 under the title "SCOPE OF THE POLICY" 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.

### 5. SCOPE OF THE POLICY

This policy covers malpractices and events which have taken place/ suspected to take place involving but not limited to the following:

- i. Alleged wrongful conduct;
- ii. Abuse of authority;
- iii. Breach of Contract;
- iv. Negligence causing substantial and specific danger to public health and safety;
- v. Manipulation of company data/records;
- vi. Financial irregularities, including fraud, or suspected fraud, bribery;
- vii. Criminal offence;
- viii. Pilferage of confidential/proprietary information;
- ix. Deliberate violation of Laws/regulations including insider trading;
- x. Misuse/misappropriation of Company's funds/assets;
- xi. Breach of Company's Code of Conduct or rules; and xii. Any other unethical, biased, favoured event

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

This Policy is not, however, intended to question financial or business decisions taken by the Company nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. This policy shall not be used for:

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- i. raising grievances related to employees' own career / other personal grievances.
- ii. raising grievances related to career of other employees / colleagues.
- iii. Grievances arising out of the policies / procedures of the Company and any decision taken by the superior / management in this respect.
- iv. Grievances related to such other similar issues as hereinabove

### 6. ELIGIBILITY

All Employees and Directors of the Company are eligible to make Protected Disclosures under policy in relation to matters relating to alleged wrongful conduct. Such a person shall be Director or Employee 'at the time of making' Protected Disclosures under the policy.

### 7. GUIDELINES

#### a. Protection under Policy

The Vigil Mechanism shall provide for adequate safeguards against victimization of employees and directors or such whistle blower who avail mechanism and report their genuine concerns or grievance.

#### b. Disclosure & Maintenance of Confidentiality

Employees and directors shall report to through e-mail addressed to nominate person. Confidentiality shall be maintained to the greatest extent possible.

#### c. Frivolous complaints

In case of repeated frivolous/malafide complaints being filed by a director or an employee, the nominate person may take suitable action against the director or employee including reprimand.

### 8. 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 or Marathi.

The protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelop and should be super scribed as "Protected disclosure under the Whistle Blower policy" or sent through email with the subject or sent through email with the subject "Protected disclosure under the Whistle Blower policy".

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If the complaint is not super scribed and as mentioned above, the protected disclosure will be dealt with as a normal disclosure. All protected Disclosures should be addressed to the Vigilance Officer of the Company. The contact details of the Vigilance Officer are as under: -

**Mr. Sneh Shah, Whole Time Director of the MRK HEALTHCARE PRIVATE LIMITED**

**Contact-09152001117 Email id: [compliance@mrkhealthcare.com](mailto:compliance@mrkhealthcare.com)**

In order to protect the identity of the complainant, the Vigilance Officer 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 'Vigilance officer. The Vigilance Officer shall ensure that in case any further clarification is required he will get in touch with the complainant.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer. While this Policy is intended to protect genuine Whistle Blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. An employee who makes complaints with mala fide intentions and which is subsequently found to be false will be subject to strict disciplinary action.

The Whistle blower's role is that of a reporting party. Whistle blowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted. Although a Whistle blower is not required to furnish any more information than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint, which does not contain critical information such as the specific charge. The complaint or disclosure must, therefore, provide as much detail and be as specific as possible in order to facilitate the investigation.

To the extent possible, the complaint or disclosure must include the following:

1. The employee, and/or outside party or parties involved;
2. The sector of the Company where it happened (Location, Department, office);
3. When did it happen: a date or a period or time;
4. Type of concern (what happened);
  - a. Financial reporting;
  - b. Legal matter;
  - c. Management action;
  - d. Employee misconduct; and/or
  - e. Health & safety and environmental issues.

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5. Submit proof or identify where proof can be found, if possible;
6. Who to contact for more information, if possible; and/or
7. Prior efforts to address the problem, if any.

### 9. DECISION AND REPORTING

When an investigation is concluded, and it is established that an improper or unethical act has been committed, the vigilance officer or vigilance committee shall recommend to the Board of Directors of the company to take appropriate disciplinary and/or corrective action as may be required.

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

### 10. INVESTIGATION

All Protected 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 Officer of the Company / Committee constituted for the same or an outside agency.

The Vigilance Officer, 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 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee or nominate person deems fit.

Any member of the Company 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.

### 11. ROLE OF INVESTIGATOR

- a. A structured approach should be followed to ascertain the creditability of the charge.
- b. Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
- c. Provide timely update to the Vigilance officer on the progress of the investigation.
- d. Ensure investigation is carried out in independent and unbiased manner.
- e. Document the entire approach of the investigation.
- f. Investigation Report including the approach of investigation should be submitted to the Ethics Committee with all the documents in support of the observations.

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## 12. MAINTAINING SECRECY AND CONFIDENTIALITY

**MRK HEALTHCARE PRIVATE LIMITED** expects individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be initiated against anyone found not complying with the below:

- a. Maintain complete confidentiality and secrecy of the matter.
- b. The matter should not be discussed in social gatherings or with individuals who are not involved in the review or investigation of the matter.
- c. The matter should only be discussed only to the extent or with the persons required for the purpose of completing the investigation.
- d. Ensure confidentiality of documents reviewed during the investigation should be maintained.
- e. Ensure secrecy of the whistle blower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.

## 13. PROTECTION

- a. No unfair treatment will be meted out to a Whistle blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns, any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle blower. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected disclosure
- b. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected disclosure. Thus, if the Whistle blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle blower to receive advice about the procedure etc.
- c. The identity of the Whistle blower shall be kept confidential to the extent possible and permitted under law. The identity of the Whistle blower will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the Whistle Blower being disclosed, the Vigilance Officer is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure.

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- d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower. Provided however that the Whistle blower before making a complaint has reasonable belief that an issue exists, and he has acted in good faith. Any complaint not made in good faith as assessed such by the Vigilance Officer shall be viewed seriously and the Whistle Blower shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.
- e. A Whistle Blower may report any violations of the above clause to Vigilance officer, who shall investigate into the same and recommend suitable action to the management.

### 14. DISQUALIFICATIONS :

- a) Issues other than those listed Pt 5.
- b) The complainant is not able to provide specific information that covers at least some of the following points:
- b. Location of incident
  - c. Timing of incident
  - d. Personnel involved
  - e. Specific evidence
  - f. Frequency of issues
- c) In case the complainant is unable to provide adequate information, the Vigilance officer reserves the right to not investigate the reported matter.

### 15. COMMUNICATION

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

### 16. 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 8 (Eight) years or such other period as specified by any other law in force, whichever is more.

### 17. RIGHT TO 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 and displayed on the website in case of stakeholders.

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**18. VIGILANCE OFFICER DETAILS**

**Name:** Sneh Kamlesh Shah

**Designation:** Director

**Contact:** 915 200 1117

**Email id:** compliance@mrkhealthcare.com

**For and on behalf of MRK HEALTHCARE PRIVATE LIMITED**  
**For MRK HEALTHCARE PRIVATE LIMITED**

  
**Director / Authorised Signatory**

Kamlesh Shah  
Director  
DIN: 02237836

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