

ABH HEALTHCARE LIMITED

VIGIL MECHANISM POLICY

1. PREFACE

1.1 The Company believes in a fair and transparent manner of conduct of affairs by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. Any actual or potential violation of these standards is a matter of concern. As per provisions of the Companies Act, 2013 our Company is required to formulate and implement a vigil mechanism for the directors and employees to report genuine concerns regarding conduct of the affairs of the Company and to provide necessary safeguards for protection of employees from reprisals or victimization, for raising genuine complaints / concerns in good faith and for the benefit of the organization.

2. POLICY OBJECTIVES

The primary objectives of the Policy are:

- 2.1 To encourage its employees to share, disclose, complain about actual or suspected misconduct, non-adherence or violation of rules, regulations, fraud, non-compliance, unethical behavior.
- 2.2 To provide mechanism and direct access to consider, investigate and resolve/ redress genuine complaints/ concerns based on facts and valid evidence/s.
- 2.3 To provide adequate protection and safeguards to employees who avail such mechanism.

3. SCOPE OF THE POLICY

The Policy covers the following reportable matters:

- 3.1 Disclosures, genuine complaints and reporting by the employees about the malpractices and events which have taken place or suspected to have been taken place;
- 3.2 Misuse or abuse of the authority;
- 3.3 Questionable Accounting or Auditing Matters;
- 3.4 Fraud or any suspected fraud;
- 3.5 Violation of company rules;
- 3.6 Manipulations, bribery, corruption,
- 3.7 Employee misconduct or negligence which causes risk to public health and safety;
- 3.8 Misappropriation of monies; and
- 3.9 any other matters or activity on account of which the interest of the Company is adversely affected.

4. DEFINITIONS

- 4.1 **“Audit Committee”** means the Audit Committee of the Board constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013.
- 4.2 **“Board”** Means the Board of Directors of the Company.
- 4.3 **“Company”** means Chatha Foods Limited.
- 4.4 **“Complainant”** means any Employee who makes a Protected Disclosure under this policy.

4.5 “Employee” or “Personnel” means any employee/s and Director/s who are in employment of the Company.

4.6 “Protected Disclosure” means disclosures made by an employee about an activity described under the title “SCOPE OF THE POLICY”.

4.7 “Questionable Accounting or Auditing Matters” includes, but is not limited to the following:

- fraud or any deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company and recording and maintaining of financial records of the Company;
- deficiencies in or non-compliance with the Company’s internal accounting controls;
- misrepresentation or false statement to or by a senior officer/s or accountant/s regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company’s financial condition.

4.8 “Reportable Matters” means any matters covered under the scope of the policy.

4.9 “Subject” means a person against or in relation to whom a Protected Disclosure has been made.

4.10 “Vigilance and Ethics Officer” means the person designated by the Audit Committee to handle complaints and the resolution process of protected disclosures.

5. COMPLAINT REPORTING AND DISPOSAL MECHANISM

5.1 An employee should raise Reportable Matters with Vigilance and Ethics Officer:

- by E-mail to chairman@anilbaghihospital.com
- by telephone to the 01632-220555/556
- by letter addressed to the Vigilance and Ethics Officer

5.2 It is essential for the Company to have all factual information in order to enable the Company to effectively evaluate and investigate the complaint. The protected disclosure must therefore provide specific details, in order to facilitate the investigation.

5.3 The Vigilance and Ethics Officer, after a preliminary enquiry and depending upon the merit of the case, shall forward the genuine Complaint to the Audit Committee without disclosing the identity of the employee.

6. INVESTIGATIONS

6.1 The Audit Committee may investigate and may at its discretion consider involving any other officer of the Company and/ or an outside agency for the purpose of investigation.

6.2 Subject(s) shall be informed in writing of the allegations made against him/ them and must be given an opportunity of being heard during the investigation.

6.3 Subject(s) shall be duty-bound to co-operate with the Audit Committee or any of the officer appointed by Audit Committee in this regard.

6.4 Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).

6.5 Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

6.6 Subject(s) have a right to be informed of the outcome of the investigations.

6.7 The investigation shall be completed within 45 days of the receipt of the protected disclosure, however the investigation can be extended by such period as the Audit Committee deems fit.

7. DECISION AND REPORTING

7.1 If an improper or unethical act has been proved by audit committee, the audit committee shall recommend to the Board of the Company to take such disciplinary or corrective action as it may deem fit.

7.2 The decision taken by the Audit Committee/ Board of the Company will be considered final and binding on all the concerned persons.

8. ROLE OF AUDIT COMMITTEE:

8.1 The Audit Committee is responsible for supervising the development and implementation of this Policy, including the work of the Vigilance and Ethics Officer.

8.2 The Audit Committee shall periodically review the Policy to consider whether any amendments are necessary, and, if so, it shall communicate any such amendments to all Employees as soon as possible.

9. CONFIDENTIALITY

The complainant, Vigilance and Ethics Officer, Members of Audit Committee, Subject(s) involved in the process shall maintain confidentiality of all matters under this Policy.

10. PROTECTION

10.1 No unfair treatment shall be given to the complainant by virtue of his/ her having reported a Protected Disclosure under this policy.

10.2 The company, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against complainant.

10.3 Complete protection will, therefore, be given to complainant against any unfair employment practice like retaliation, threat 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 complainant to continue to perform his duties / functions including making further Protected Disclosure.

11. FALSE COMPLAINTS

The protection of employees raising genuine complaints / concerns from any unfair treatment as a result of their disclosure, is essential part of the policy but misuse of this protection by making frivolous and bogus complaints with mala fide intentions and / or for wrongful gains is strictly prohibited. Any Personnel and/or Director who makes such complaints with mala fide intentions and which would subsequently found to be false will be subject to strict disciplinary action.

12. 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 7 (seven) years or such other period as specified by any other law in force, whichever is more.

13. 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.