



VIGIL MECHANISM /WHISTLE BLOWER POLICY

1. Preface

- a) Venus Remedies Limited (The Company) believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.
- b) 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.
- c) Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.
- d) Clause 49 of the Listing Agreement and regulation 22 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 between listed companies and the Stock Exchanges, inter-alia, provides, a requirement, for all listed companies to establish a mechanism called “Whistle Blower Policy”/ “Vigil Mechanism” for directors and employees to report concerns about unethical behavior, actual or suspected fraud/corruption or violation of the Company’s code of conduct or ethics policy.
- e) This Vigil Mechanism /Whistle blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.
- f) This policy neither releases directors and employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a

grievance about a personal situation

2. Definitions

- a) Company” means Venus Remedies Limited
- b) “Director” means a Director on the board of the Company whether whole-time or otherwise.
- c) “Employee” means every employee of the Company (whether working in India or abroad).
- d) “Disciplinary Action” means any action that can be taken on the completion of /during the investigation proceedings including but not limited 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.
- e) “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 under this Policy.
- f) "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity
- g) “Whistle Blower” is someone who makes a Protected Disclosure under this Policy.
- h) “Whistle Officer” means an officer nominated by Competent Authority to conduct detailed investigation under this policy.
- i) “Policy ” means, “Whistleblower Policy.”

3. Scope of this Policy

- a) A violation of any law.
- b) Misuse or misappropriation of the Company's assets.

- c) Wastage/misappropriation of company funds/assets.
- d) Negligence causing substantial and specific danger to public health and safety.
- e) An abuse of authority.
- f) Breach of contract.

- g) Manipulation of company data/records.
- h) Financial irregularities, including fraud, or suspected fraud.
- i) Criminal offence.
- j) Pilferation of confidential/propriety information.
- k) Deliberate violation of law/regulation.
- l) Breach of employee Code of Conduct/Ethics Policy or Rules.
- m) Any other unethical, biased, favoured, imprudent event.
- n) Where Subject possesses assets disproportionate to his known sources of Income.
- o) Cases of misappropriation, forgery or cheating or other similar criminal offences by Subject.
- p) Gross or willful negligence by Subject.

4. Eligibility

All Employees of the Company are eligible to make Protected Disclosures under the Policy.

5. Disqualification:

- a) Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a whistle-blower knowing it to be false or bogus or with a mala fide intention.

- b) While it will be ensured that genuine Whistle-Blowers are accorded complete protection from any kind of unfair treatment as herein set out,

any abuse of this protection will warrant disciplinary action.

6. Procedures

- a) Any employee who observes or has knowledge of an alleged wrongful conduct shall make a disclosure to Whistle officer as soon as possible but not later than 30 consecutive calendar days after becoming aware of the same. The disclosure may be made in writing or orally.
- b) Whistle officer to which the disclosure has been made shall appropriately and expeditiously investigate report received.
- c) If initial enquiries indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- d) If after initial enquiries investigation it is found that the matter has a base than investigation shall be started by the authorised person and after investigation a detailed report shall be made mentioning the following details:
 - Name of the person involved.
 - Facts of the matter
 - Whether the same matter was raised before also by any one.
 - Finding of the case.
 - Recommendations of the case.
- e) A complete detailed shall be prepared within 30 days from the date of receipt of the issue and submitted to the management. After considering the report, management shall determine the future course of action and may order remedial action.

7. Secrecy/Confidentiality

The Whistle Blower, the Subject and every one involved in the process shall maintain complete confidentiality/ secrecy of the matter.

8. Amendment

The reserves its right to amend or modify this Policy in whole or in part, at any

time without assigning any reason whatsoever. This policy, as amended from time to time, shall be made available on the website of the Company.
