

## **BRAWN BIOTECH LIMITED**

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### **Whistle Blower Policy/Vigil Mechanism**

#### **Applicability**

Brawn Biotech Limited (BBL) believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour, in consonance with its Principles of Code of Conduct for Directors & Senior Management Personnel. Any actual or potential violation of these Principles would be a matter of serious concern for the Company.

Employees have a role and responsibility in pointing out such violations. This policy is formulated to provide a secure environment and to encourage employees of the Company to report unethical, unlawful or improper practices, acts or activities in the company and to prohibit managerial personnel from taking any adverse personnel action against those employees who report such practices in good faith. This policy applies to all Directors & the employees of the Company.

#### **Policy**

Every employee of the company is expected to promptly report to the management any actual or possible violation of the BBL Code of Conduct or any other unlawful or unethical or improper practice or act or activity concerning the Company .

The unlawful or unethical or improper practice or act or activity (hereinafter referred to as an "alleged wrongful conduct") may include, but is not limited to, any of the following:

- A violation of any law
- Misuse or misappropriation of the Company's assets
- Gross waste of or misuse or misappropriation of the Company's funds
- A substantial and specific danger to health and safety
- An abuse of authority
- If any manager, director, department head, or any other employee with authority to make or materially influence significant personnel decisions takes or recommends an adverse personnel action against an employee in knowing retaliation for a disclosure of information, made in good faith, about an alleged wrongful conduct.

#### **Definitions**

##### **1. "This Policy" or "Policies"**

"This Policy" or "Policies" refers to the "Whistle-Blower Policy."



## **2. Whistle-Blower (WB)**

WB means an Employee making a Disclosure under this Policy.

## **3. "Employee"**

Employee means every employee of the Company including the directors in the employment of the Company.

## **4. Adverse Personnel Action**

An employment-related act or decision (relating to, but not limited to, compensation, promotion, job location, job profile, leave or other privileges) or a failure to take appropriate action by a manager, which may affect the employee negatively.

## **Reporting Authorities**

Every employee of the company shall promptly report to the Compliance Officer & Chairman of the Board, when he/she becomes aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanor or act not in the company's interest.

An employee can even choose to make a **protected disclosure** under the whistleblower policy of the company, providing for reporting to the **Chairperson of the Audit Committee or the Board of Directors** or any specified authority.

## **Good Faith**

An employee shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of the alleged wrongful conduct. Good faith shall be deemed lacking when the employee does not have personal knowledge of or a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the alleged wrongful conduct is malicious, false or frivolous.

This policy may not be used as a defense by an employee against whom an adverse personnel action has been taken for legitimate reasons or cause under Company rules and policies. It shall not be a violation of this policy to take adverse personnel action against an employee, whose conduct or performance warrants that action, separate and apart from that employee making a disclosure.

## **Protection of Whistleblower**

- 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.
- 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.



## **Procedures**

### **A. For Making a Disclosure**

- Any employee who observes or has knowledge of an alleged wrongful conduct shall make a disclosure to the Reporting Authority of the Company as soon as possible but not later than 60 consecutive calendar days after becoming aware of the same. The disclosure may be made in writing (by e-mail or on paper) or orally (a personal meeting or over the telephone).
- The Reporting Authority to which the disclosure has been made shall appropriately and expeditiously investigate all whistle-blower reports received. In this regard, the Authority, if the circumstances so suggest, may appoint a senior officer or a committee of managerial personnel to investigate into the matter.
- The Reporting Authority shall have the right to outline a detailed procedure for an investigation.

### **B. For Filing a Complaint by Whistle-Blower**

- No later than 30 days after a current or former employee is notified or becomes aware of an adverse personnel action, he or she may protest the action by filing a written Whistle-Blower complaint with any member of the Reporting Authority if the employee believes the action was based on his or her prior disclosure of alleged wrongful conduct. The Reporting Authority on receipt of a Whistle-Blower complaint shall appoint a senior officer or a committee of managerial personnel to review the complaint.
- Within 45 days of the complaint, the Reporting Authority shall consider the report of the appointed personnel for reviewing the complaint , & determine the future course of action and may order remedial action.

## **Notification**

All Departmental Heads are required to notify and communicate the existence and contents of this policy to their employees. The new employees shall be informed about the policy by the HR department.

This policy, as amended from time to time, shall be made available on the website of the Company.

## **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.

