

WHISTLE BLOWER POLICY

Objective

The Company strives to become 100% process and legal compliant company. The Company endeavours to bring set processes, rules & procedures in all aspects of its operations including financial dealings. Being a company managed by the Govt & its controlled corporations, the company has all processes in place and makes efforts to follow the given processes in the relevant situation or take due approval from the Board where deviation is required or no process is in place.

Since inception, the company gives due importance to its stakeholders viz, employees, customers, vendors, shareholders, etc. In order to increase further confidence in all its employees and Directors mind, the company comes with this Whistle Blower Policy. The objective to this policy is as follows:

- (i) To encourage stakeholders to report legitimate concerns which may evidence unethical activity and fraud.
- (ii) To ensure complete protection to genuine whistle blower except where whistle blower has not acted in good faith.

Definitions

<u>“Audit Committee”:</u>	Audit Committee means a committee constituted by the Board of Directors in accordance with the provision of Companies Act 2013.
<u>“Board”</u>	Board of Directors of the Company
<u>“Employee”</u>	All the present employees and Directors of the Company
<u>“Protected Disclosure”:</u>	Any written communication made in good faith which discloses unethical or wrongful or improper activity
<u>Whistle blower:</u>	Employee or director making a protected disclosure under the Policy.

Scope

Whistle Blower only has the role to communicate or disclose the protected disclosure. Whistle blower cannot investigate or participate in the investigation of the matter. Further he is not authorised to determine corrective or remedial action.

Protected disclosure will be dealt by the relevant officer as mentioned in Para “Disposal of Protected Disclosure” in the manner as provided in the policy.

‘Only employees and directors can make/submit protected disclosure with the matters concerning only to the company’.

Eligibility

All Employees or Directors of the Company are eligible to make Protected Disclosures under the Policy in relation to matters relating to alleged wrongful conduct.

Interpretation

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 read along with the rules as amended from time to time

GUIDELINES

a. Protection to Whistle Blower:

Whistle blower will be given complete protection in the following manner:

- (i) No unfair treatment be made with him/them.
- (ii) Whistle blower(s) will be protected from retaliation, intimidation or termination/suspension of service, disciplinary action, transfer, demotion or any other direct or indirect methods which obstruct the performance of duties, making further disclosures etc
- (iii) The company will make available advice in case whistle blower(s) is /are required to give evidence in disciplinary proceedings, courts, etc.
- (iv) The identity of the whistle blower shall not be disclosed to the extent possible. However, whistle blower(s) should be advised that his/their identity may become known during investigation etc which is not in the control of relevant officer(s).
- (v) Any other employee/director assisting with the investigation should also be given above protection.

b. Disclosure & Maintenance of Confidentiality

Employees and directors shall report to through e-mail addressed to cs@ticelbiopark.com. Confidentiality shall be maintained to the greatest extent possible.

c. Frivolous complaints

In case of repeated frivolous/ mala fide complaints being filed by a director or an employee, the audit committee may take suitable action against the concerned director or employee including reprimand.

Non-applicability of protection

The protection provided under this policy is not applicable where allegations made is found to be baseless, wrong or false or without good faith or with a motive of personal vendetta. Then in such cases, strict disciplinary action shall be taken against the person making such allegations.

Disposal of Protected Disclosure

- All protected disclosure should be addressed to the following relevant officers in writing for investigation:
 1. Chairman of Audit Committee
TICEL Bio Park Ltd
No.5, CSIR Road
Taramani, Chennai 600113
 2. Compliance Officer
TICEL Bio Park Ltd
No.5, CSIR Road,
Taramani, Chennai 600113
- Appropriate care shall be taken by the officials to keep the identity of whistle blower secret.
- In case protected disclosure is received by any other employee other than the relevant officers, then such employee shall proceed as follows:
 - Shall not open the covering envelop
 - Shall forward the same to the relevant officers
 - In case, he comes to know the identity of the person, utmost care should be taken to keep the identity secret
- Whistle blower shall disclose his identity in the covering letter with protected disclosure. In case identity is not disclosed, such disclosure will not be entertained.
- Whistle blower should provide relevant information and give facts in details.
- Any speculative information will not be entertained.

Investigation:

1. Investigation will be conducted by the following under the authorisation of Audit Committee:
 - i. Chairman of Audit Committee.
 - ii. Compliance Officer.

Above officials may engage internal or external investigator(s) and supervise/oversee the investigation
2. Any member of the Audit Committee who is interested in the matter under investigation shall not take part in the investigation.
3. Till the time accusation is proved, it shall be treated normal fact finding process.
4. The identity of whistle blower and person(s) who is/are under investigation should be kept secret.
5. The person(s) against whom complaint is made (hereinafter called "Responding Person(s)") will be informed of allegation at the beginning of the investigation.
6. Responding person has the following rights:
 - (i) He can consult with person of his choice.
 - (ii) He can engage counsel at his own cost for his/their representation.
7. Responding Person has the following responsibilities:
 - (i) He shall have the duty to co-operate with the investigator during investigation.
 - (ii) He shall not interfere with the investigation and shall not destroy /withhold / tamper the evidence.
8. Responding person has the following rights after the completion of Investigation:
 - (i) He shall be given the opportunity to respond to material findings contained in an investigation report.
 - (ii) Outcome of the investigation shall be informed to him.
9. The investigation shall be completed within 60 days unless extended by Audit Committee.
10. The Audit Committee shall be provided with the report of the pending/on-going investigation on regular intervals. After completion of the investigation, outcome shall be informed to the Audit Committee and

outcome of the investigation may be made public in the best interest of Company in case Audit Committee directs so.

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 Ethics Committee 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.

Maintaining Secrecy and Confidentiality

TICEL 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.

Access to Chairman of The Audit Committee

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the chairman of the Audit commit is authorized to prescribe suitable directions in this regard.

Communication

A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by email and the website of the company.

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.

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.

Intimation

The Compliance Officer shall be responsible for intimating to all Directors and Departmental heads of any changes in policy. This policy as amended from time to time shall be disclosed by the company on its website and in the Board's report.