



# *CORAL LABORATORIES LTD*

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

**Last Amended: BM 11.07.2023**

## **1. PREFACE**

Coral Laboratories Limited (the "Company") believes that highest standards of professionalism, honesty, integrity and ethical behaviour are the four cornerstones for every business establishment for its sustained growth. Accordingly, the Company had established a Whistle Blower Policy/Vigil Mechanism in terms of the provisions of Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of the Board & its Powers) Rules, 2014 read with Regulation 22 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Employees and Directors to freely communicate their concerns about illegal or unethical practices with necessary protection mechanism for such whistle blower.

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. Coral Laboratories Limited (the Company) has adopted a Code of Conduct for Directors and Employees ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates every Listed Company to formulate a Vigil Mechanism for Employees and Directors to report genuine concerns and to provide adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism.

## **2. POLICY OBJECTIVES**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its Directors and employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees, Directors and other stakeholders such as vendors, suppliers, contractors, etc. to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman/ CEO/ Chairman of the Audit Committee 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 against people in authority and / or colleagues in general.

### 3. SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of the Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers.

### 4. THE PURPOSE OF THIS 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 behavior. If potential violations of Company policies or applicable laws are not recognized and addressed promptly, both the Company and those working for or with the Company could face governmental investigation, prosecution, fines, and other penalties. Violation of company policies and applicable law will affect the company's reputation and image. Consequentially, and to promote the highest ethical standards, the Company will maintain a workplace that facilitates the reporting of potential violations of Company policies and applicable laws. Employees must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. That is the purpose of this policy (the "Policy" or the "**Whistleblower Policy**").

### 5. DEFINITIONS

"**Alleged wrongful conduct**" shall mean violation of law, Infringement of the Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority".

"**Audit Committee**" means a Committee constituted by the Board of Directors of the Company in accordance with the guidelines of erstwhile Listing Agreement/ Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

"**Board**" means the Board of Directors of the Company. 4.4."Company" means "Coral Laboratories Limited" and all its offices.

"**Code**" means Code of Conduct for Directors and Employees adopted by Coral Laboratories Limited.

"**Employee**" means all the employees and Whole Time Directors of the Company.

"**Protected Disclosure**" means a concern raised by an employee or group of employees of the Company or other stakeholders such as vendors, suppliers, contractors, etc., through a written communication or through a call on a Hotline number designated for this purpose 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.

**"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. \_

**"Vigilance and Ethics Officer"** means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

**"Whistle Blower"** is an employee or group of employees or any other stakeholder(s) who make(s) a Protected Disclosure under this Policy and also referred in this policy as complainant

## **6. ELIGIBILITY**

All Employees of the Company and other stakeholders such as vendors, suppliers, contractors, etc. are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

## **7. Your Duty to report**

Employees are required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Conduct and Ethics. It is important that you report all suspected violations. This includes possible accounting or financial reporting violations, insider trading, bribery, or violations of the anti-retaliation aspects of this Policy. Retaliation includes adverse actions, harassment, or discrimination in your employment relating to your reporting of a suspected violation.

It is the policy of the Company that you must, when you reasonably suspect that a violation of an applicable law or the Company's Code of Conduct and Ethics has occurred or is likely to occur, report that potential violation. Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company policies or applicable laws. You should not fear any negative consequences for reporting reasonably suspected violations because retaliation for reporting suspected violations is strictly prohibited by Company policy.

## **8. RECEIPT AND DISPOSAL OF DISCLOSURES**

You must report all suspected violations to the Chairman of the Audit Committee by sending an E-mail to [cs@corallab.com](mailto:cs@corallab.com) and marking a copy to [accounts@corallab.com](mailto:accounts@corallab.com) or by sending a Letter to the Chairperson of the Audit Committee at the following address:

Mrs. Sheela Kamdar, Chairperson  
Audit Committee,  
Coral Laboratories Limited,  
"3B, Patanwala Compound, opp. Shreyas Cinema,  
L.B.S. Marg, Ghatkopar (West) Mumbai – 400 086"

Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred.

## PROTECTED DISCLOSURES

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, does not encourage any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. 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. The Company will take steps to minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

All Protected Disclosures should be reported by the Whistle Blower in writing or through call on number i.e. 022-25005246 or on e-mail designated for this purpose as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English/ Hindi.

The written Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower policy". If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure.

Alternatively, the same can also be sent through email with the subject "Protected disclosure under the Whistle Blower policy" on [cs@corallab.com](mailto:cs@corallab.com)

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

The Protected Disclosure should be forwarded/ intimated under a covering letter signed by the complainant. The Vigilance and Ethics Officer/Chairman of the Audit Committee/ CEO/Chairman as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee and Chairman in exceptional cases. The contact details of the Vigilance and Ethics Officer is as under:-

**Name and Address**

Ms. Ruchi Anjaria

Company Secretary

Coral Laboratories Limited

“3B, Patanwala Compound, opp. Shreyas Cinema,  
L.B.S. Marg, Ghatkopar (West) Mumbai – 400 086”

Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman and Managing Director/ Joint Managing Director of the Company and the Protected Disclosure against the Chairman and Managing director/ Joint Managing Director/ CEO of the Company should be addressed to the Chairman of the Audit Committee.

**The contact details of the Chairman of the Audit Committee are as under:**

**Name and Address of the Chairman of the Audit Committee**

Mrs. Sheela Kamdar

Coral Laboratories Limited

“3B, Patanwala Ind. Estate, opp. Shreyas Cinema,  
L.B.S. Marg, Ghatkopar (West) Mumbai – 400 086”

On receipt of the protected disclosure the Vigilance and Ethics Officer / Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

- a) Brief facts;
- b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- c) Whether the same Protected Disclosure was raised previously on the same subject;
- d) Details of actions taken by Vigilance and Ethics Officer / Chairman/ CEO for processing the complaint;
- e) Findings of the Audit Committee; and
- f) The recommendations of the Audit Committee/ other action(s).

The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

## 9. INVESTIGATION

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment.

All protected disclosures under this policy will be recorded and thoroughly investigated.

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. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard. Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer/ Investigators and/or members of the Audit Committee and/or the Whistle Blower. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be Influenced, coached, threatened or intimidated by the Subject(s).

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 Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation. Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject(s) should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject(s) and the Company. 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 deems fit.

## **10. DECISION AND REPORTING**

If an investigation leads the Vigilance and Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer /Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he/ she may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject(s) as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures. The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any. In case the Subject is the Chairman/CEO of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure. If the report of the investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

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

If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

## **11. SECRECY / CONFIDENTIALITY**

The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

9.1.1. Maintain confidentiality of all matters under this Policy.

Discuss only to the extent or with those persons as required under this policy for completing the process of investigations. Not keep the papers unattended anywhere at any time.

9.1.2. Keep the electronic mails / files under password.

## **12. 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 Committee is authorized to prescribe suitable directions in this regard.

## **13. COMMUNICATION**

A whistle Blower policy cannot be effective unless it is properly communicated to

employees. Employees shall be informed through publishing it on the website of the company.

**14. 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.

**15. ADMINISTRATION AND REVIEW OF THE POLICY**

The Chief Executive Officer shall be responsible for the administration, interpretation, application and review of this policy. The Chief Executive Officer also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

**16. AMENDMENT/MODIFICATION**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Such amendment or modification shall be communicated to the employees by publishing the revised policy on the website of the Company. Such modification and amendment can be done only by Audit Committee of Board of Directors of Coral Laboratories Limited. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local regulations and / or accommodate organizational changes within the Company.