

Fresenius Kabi Oncology Ltd - Vigil Mechanism Policy

1. Introduction

Fresenius Kabi Oncology Limited (hereafter referred to as “FKOL” or “Company”) believes in promoting a fair, transparent, ethical and professional work environment. While the FKOL code of conduct defines the expectations and a to do list from employees in terms of their integrity and professional conduct, the vigil mechanism defines the mechanism for reporting deviations and wrongful conduct from the standards defined in the code.

Vigil Mechanism is the platform, on which FKOL’s employees can come together and help the organization eliminate any wrongful conduct.

2. Purpose

- i. To allow and encourage our employees and Directors to bring to the management’s notice concerns about suspected unethical behaviour, wrongful conduct, fraud, violation of the Company’s Policies, including Code of Conduct, violation of law or questionable Accounting or Auditing matters by any employee/ director in the company (hereinafter referred to as Wrongful Conduct) without fear of reprisal as provided in Section 177 (9) and (10) of the Companies Act, 2013 and the rules made thereunder.
- ii. To ensure timely and consistent organizational response and thereby ensuring complete transparency in the organization.
- iii. To prohibit initiation of adverse action against an employee or Director as a result of the employee’s good faith disclosure of alleged wrongful conduct.
- iv. To build and strengthen a culture of transparency, disclosures without any fear and trust in the organization.

3. Definitions

Definitions of some of the key terms used in this mechanism are given below:

- a. Protected disclosure: Any communication made in good faith that discloses or furnishes evidence of any fraud or unethical activity within the company.
- b. Whistleblower: An individual who makes a protected disclosure under this mechanism. This could be an Employee or Director of FKOL.
- c. Audit Committee: An audit committee is an operating committee formed by the Board of Directors in accordance with Section 177 of the Companies Act 2013.
- d. Code of Conduct: A set of rule outlining the responsibilities of or proper practices for an individual, party or organization. In this case, it refers to FKOL’s “Code of Conduct for business ethics and compliances”.
- e. Empowered Official: Designated employee(s) of the company, who is authorized to receive and initiate action on whistleblower complaints.
- f. Investigators: Selected employees or third parties charged with conducting investigations to ascertain the creditability of such whistleblower complaints.
- g. Subject: means a person against whom, or in relation to whom a Protected Disclosure is made.

4. Guiding principles of the vigil mechanism

To ensure effective implementation of vigil mechanism, the company shall:

- a. Ensure complete confidentiality of the whistleblower identity and the information provided by him/her.
- b. Ensure protection of the whistleblower against victimization for the disclosures made by him/her.
- c. Ensure that the protected disclosure is acted upon within specified timeframes and no evidence is concealed or destroyed.
- d. Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner
- e. Ensure the subject or other involved persons in relation with the protected disclosure be given an opportunity to be heard.
- f. Ensure disciplinary actions are taken against the subject, if complaint found in order and anyone who conceals or destroys evidences related to protected disclosures made under this mechanism.

5. Protection for whistleblower

- a. The identity of the whistleblower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings.
- b. A whistleblower reporting issues related to sexual harassment, child labour, discrimination, violation of human rights would necessarily need to disclose their identity to enable effective investigation.
- c. Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the whistleblower.
- d. The Audit Committee would safeguard the whistleblower from any adverse action. This includes discrimination, victimization, retaliation, demotion, termination or adoption of any unfair employment practices.
- e. Protection under this mechanism would not mean protection from disciplinary action arising out of false allegations made by a whistleblower.
- f. A whistleblower may not be granted protection under this mechanism if he/she is subject of a separate complaint or allegations related to any misconduct.
- g. If a complainant believes that she or he has been treated adversely as a consequence of use of the vigil mechanism, can approach the Chairman of the Audit Committee of Fresenius Kabi Oncology Ltd. The contact information for the Chairman of the Audit Committee is provided at [Appendix - A](#) to this document.

6. Coverage of the vigil mechanism

All employees and directors of FKOL can raise concerns regarding wrongful conduct and events which may negatively impact the company. Below is an illustrative but not exhaustive list of events which may fall under the purview of vigil mechanism:

- a. Inaccuracy in maintaining the Company's books of account and financial records
- b. Financial misappropriation and fraud

- c. Procurement fraud
- d. Conflict of interest
- e. False expense reimbursements
- f. Misuse of company assets & resources
- g. Inappropriate sharing of company sensitive information
- h. Corruption & bribery
- i. Unfair trade practices & anti-competitive behaviour
- j. Non-adherence to safety guidelines
- k. Sexual harassment
- l. Child labour
- m. Discrimination in any form
- n. Violation of human rights

7. Reporting mechanism

The reporting channel(s) which can be made available to the whistleblower is covered in [Appendix- A](#)

On receipt of complaint, the empowered officer shall immediately send an acknowledgement to the whistleblower and initiate a preliminary enquiry on the alleged complaint.

In case the empowered officer is the subject of the complaint or has perceived conflict of interest, the incident report would be sent to the Chairman of the Audit Committee and the empowered officer shall recuse himself from further discussions or meetings on the subject.

Directors may report their concerns or complaints to Audit Committee directly. In addition, under exceptional circumstances where a complainant wants to complain directly to the Chairman of the Audit Committee, he or she may do so at the email address provided on [Appendix- A](#) to this document.

For any complaints made to the Chairman directly, it is mandatory for the complainant to disclose their identity and provide their contact information. The Chairman of the Audit Committee may choose to discuss the matter either directly or through his authorized representative with the complainant prior to initiating any review or investigation.

8. Empowered Official

- a. The Audit Committee has designated an empowered official of the Company for managing the vigil mechanism. The detail of the empowered official is provided in [Appendix A](#) to this document.
- b. The Empowered Official would be responsible to act on the complaints in unbiased manner.

- c. The Empowered Official shall take necessary actions to maintain confidentiality within the organization on issues reported.
- d. The Empowered Official will identify the person/s who would conduct the investigation, based on the nature of the issue reported.
- e. The Empowered Official would be responsible for recommending disciplinary or corrective action to the Audit Committee against the subject if investigation proves to be in favor of the allegations raised by the whistleblower.

9. Investigation

- a. The investigation would be carried out to determine the authenticity of the allegations and for fact-finding process.
- b. The investigation team should not consist of any member with possible involvement in the said allegation.
- c. During the course of the investigation, Empowered Official will be given authority to take decisions related to the investigation.
- d. Any required information related to the scope of the allegation would be made available to the investigators.
- e. The findings of the investigation should be submitted to the Empowered Official by the investigator with all the supporting documents.

10. 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 Empowered Official 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 Empowered Official with all the documents in support of the observations.

11. Maintaining secrecy and confidentiality

FKOL 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 is maintained.
- e. Ensure secrecy of the whistleblower, subject, protected disclosure, investigation team and witnesses assisting in the investigation is maintained.

12. Disqualifications

The complainant is not able to provide specific information that covers at least some of the following points:

- a. Location of incident
- b. Timing of incident
- c. Personnel involved
- d. Specific evidence
- e. Frequency of issues

In case the complainant is unable to provide adequate information, the Empowered Official reserves the right to not investigate the reported matter.

13. Management decision

The Management upon recommendation of the Audit Committee will take disciplinary or corrective action against the Subject as per the Company's disciplinary procedures and can also take legal action, if required. The decision of Audit committee should be considered as final and no challenge against the decision would be entertained, unless additional information becomes available.

14. Right to amendment

The Company holds the right to amend or modify the policy. Any amendment or modification of the policy would be done by an appropriate authority as mandated in law. The updated Vigil mechanism would be shared with the employees, suppliers and vendors thereafter.

Appendix A: Reporting channels

Sr. No.	Reporting Channel	Contact information
1	Empowered Officer Mr. Nikhil Kulshreshtha, Company Secretary & Head- Legal	FKOL.Vigilmecanism@fresenius-kabi.com

The Chairman of the Audit Committee can be reached at:

Sr. No.	Reporting Channel	Contact information
1	Mr. Dilip G. Shah, Chairman - Audit Committee	dgshah@vision-india.com