VIGIL MECHANISM / WHISTLE BLOWER POLICY

Dr Lalchandani Labs Limited

1. Preface

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr Lalchandani Labs Limited ("the Company") has established a Vigil Mechanism to provide a formal channel to directors and employees to report genuine concerns regarding unethical behaviour, fraud, or violation of the Company's Code of Conduct.

This policy aims to promote transparency, ethical conduct, and responsible corporate governance within the Company.

2. Objective of the Policy

The objectives of this Vigil Mechanism are to:

1. Provide a safe and confidential mechanism for directors and employees to report concerns.
2. Encourage reporting of unethical practices, misconduct, or violations without fear of retaliation.
3. Ensure proper investigation and resolution of reported concerns.
4. Strengthen the corporate governance framework of the Company.

3. Applicability

This policy applies to:

- All Directors of the Company
- All Employees (permanent, temporary, contractual)
- Consultants, vendors, and stakeholders associated with the Company (where applicable).

4. Scope of the Policy

The Vigil Mechanism may be used to report concerns relating to:

1. Fraud, bribery, corruption, or financial irregularities

2. Misuse or misappropriation of company assets
3. Violation of the Company's Code of Conduct
4. Insider trading or breach of SEBI regulations
5. Manipulation of financial records or accounts
6. Any unethical or improper conduct
7. Violation of laws, rules, or regulations applicable to the Company
8. Harassment or abuse of authority

This policy is not intended for routine HR grievances, which should be addressed through appropriate HR channels.

5. Definitions

Whistle Blower:
A director, employee, or stakeholder who reports a genuine concern under this policy.

Audit Committee:
A committee of the Board constituted in accordance with the Companies Act, 2013 and SEBI LODR Regulations to oversee the functioning of the Vigil Mechanism.

6. Reporting Mechanism

A whistle blower may report concerns through the following channels:

Email:
info@drlalchandanipathlab.com

Written Complaint:
Chairperson – Audit Committee
Dr Lalchandani Labs Limited

Complaints may be submitted confidentially or anonymously.

The complaint should ideally include:

- Description of the concern
- Relevant facts and evidence
- Names of individuals involved (if known)
- Date and place of occurrence

7. Role of the Audit Committee

The Audit Committee of the Board shall:

1. Oversee the functioning of the Vigil Mechanism.
2. Ensure that adequate safeguards exist against victimization of whistle blowers.
3. Review all complaints received and ensure appropriate investigation.
4. Recommend corrective actions to the Board where necessary.

The Audit Committee may appoint an independent investigator or internal officer for inquiry.

8. Investigation Procedure

1. Upon receipt of a complaint, a preliminary review will be conducted.
2. If the concern is valid, a formal investigation will be initiated.
3. The investigation shall be conducted in a fair, unbiased, and confidential manner.
4. The whistle blower may be contacted for additional information if required.
5. Findings will be reported to the Audit Committee.

9. Protection of Whistle Blower

The Company is committed to ensuring that:

- No unfair treatment or retaliation occurs against the whistle blower.
- Identity of the whistle blower is kept confidential to the extent possible.
- Any form of victimization will be treated as serious misconduct.

However, if a complaint is found to be malicious or false, disciplinary action may be taken.

10. Direct Access to Audit Committee

In exceptional cases, a whistle blower shall have direct access to the Chairperson of the Audit Committee.

This is in accordance with Regulation 22 of SEBI LODR Regulations.

11. Confidentiality

All reports and related information shall be treated as strictly confidential and shall only be shared with authorized persons involved in the investigation.

12. Reporting to the Board

A summary of whistle blower complaints and their status shall be periodically presented to the Audit Committee and the Board of Directors.

13. Review and Amendment

The Board of Directors may amend or modify this policy from time to time to ensure compliance with applicable laws and regulatory requirements.

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