

Sequent Whistle Blower Policy – Version 2.0

(As approved by the Board of Directors of the Company at its meeting held on August 3, 2017)

1. Introduction

In order to curb the unethical or improper behavior/ practices or alleged wrongful conduct or violation of Code of Conduct of the Company or applicable laws, frauds, bribery, corruption, employee misconduct, illegality, health, safety & environmental issues or misappropriation of Company funds or assets within the Company or by the Company “Sequent Whistle Blower Policy ” (the Policy) has been formulated and implemented throughout the Company. This policy helps in providing a mechanism for personnel to report to the Authority concerns about unethical behavior, actual or suspected fraud or violation of the company’s code of conduct or ethics policy. It is responsibility of every personnel to promptly report any reportable matter as defined in the policy.

This policy also provides adequate safeguards against victimization of personnel who has reported any concerns under this policy. This policy supersedes the earlier Whistle Blower Policy.

Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, inter-alia, stipulates that every listed company shall establish a vigil mechanism called “Whistle Blower Policy” to facilitate directors or employees at all levels or any Other Person, to voice their genuine concerns or observations without fear, or raise reports to the management of any such instances of any unethical or unacceptable business practice or any event of misconduct / unethical behaviour, actual or suspected fraud, or violation of the Company’s Code of Conduct. Accordingly “Sequent Whistle Blower Policy” has been formulated voluntarily by the Company, with a view to maintain utmost Corporate Governance within the Company.

2. Definitions

“Personnel” means any employee, director, officer, customer, contractor and/or third-party intermediary engaged to conduct business on behalf of the Company, such as agents and consultants.

“Reportable Matter” means any matter involving the violations of Company’s Code of Conduct, unethical or improper behavior/ practices, actual or suspected fraud, bribery, corruption, employee misconduct, illegality, health & safety, environmental issues, Wastage or misappropriation of company funds or assets.



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“Authority” includes Head of the Department, Whistle Blower Protection Committee, Audit Committee and Chairman of Audit Committee.

“Whistleblower” means any Personnel who discloses in good faith any unethical or improper behavior/ practices or alleged wrongful conduct or other reportable matters to the Authority.

“Employee” means every employee whether temporary or permanent in the employment of the Company whether working in India or abroad.

“Company” or “Sequent” means Sequent Scientific Limited including its subsidiaries and joint ventures incorporated in India or outside India.

“Code of Conduct” means Company’s Code of Conduct and Ethics

“Whistle Blower Protection Committee/ the Committee” means a committee of senior managerial personnel of the Company as selected and approved by the Board of Directors and headed by the Chief Executive Officer of the Company.

“Audit Committee” means a Committee of Board of Directors of the Company, constituted in accordance with provisions of Section 177 of the Companies Act, 2013 read with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

“Investigator” means person authorized, appointed, consulted or approached by the Committee/ Audit Committee to investigate the matters reported under the policy.

“Compliance Officer” means Company Secretary of the Company.

“Policy” means Sequent Whistler Blower Policy – 2014 of the Company

“Exceptional Case” means in respect of any matter reported by the whistle blower proper action has not been initiated or taken by the responsible person or authority or complaint against any member of the Committee.

3. Scope of the Policy

This policy is applicable to Sequent Scientific Limited and it’s all subsidiaries and to all personnel connected with the Company whether in India or abroad.

After establishment of the policy, the existence of the mechanism may be appropriately communicated within the organization.

The Policy shall extend to cover incidents of any malpractices or events which have taken place/ suspected to take place involving:

1. Breach of Employee Code of Conduct or Rules;
2. Wastage/misappropriation of Company funds/assets;
3. Financial irregularities, including fraud, or suspected fraud;
4. Manipulation of Company data/records;
5. Pilferation of confidential/proprietary information;
6. Abuse of authority;
7. Deliberate violation of law/regulation, including but not limited to corruption, bribery, theft, fraud, coercion and wilful act of commission or omission;
8. Abusing of corporate opportunity for personal gains;
9. Unofficial use of Company's material/human assets;
10. Criminal offence;
11. Breach of contract;
12. Negligence causing substantial and specific danger to public health and safety;
13. Any other unethical, biased, favoured, imprudent event.

The above list is only illustrative and should not be considered as exhaustive

4. Eligibility

All personnel of the Company are eligible to raise concerns under this policy in the manner provided in the policy.

Companies shall take measures to ensure that this right of access is communicated to all employees through means of internal circulars, etc. The employment and other personnel policies of the company shall contain provisions protecting "whistle blowers" from unfair termination and other unfair prejudicial employment practices.

5. Whistle Blower Protection Committee (The Committee)

A committee of senior managerial personnel of the Company as selected and approved by the Board of Directors and headed by the Chief Executive Officer of the Company.

The Company has constituted the Whistle Blower Protection Committee comprising of the following:

1. Chief Executive Officer/ Managing Director
2. Chief Financial Officer
3. Head of Department – Human Resources
4. Company Secretary

If any complaint has to be lodged against the supervisor of any respective whistle blower, then he may approach the Committee directly. Whistle blower may send a mail

In case a Whistle Blower feels that he/she has been victimized in employment related matters because of reporting about the violation of the Code, he/ she can submit a "Grievance" to the Committee, giving specific details of nature of victimization allegedly suffered by him/her. All such grievances will be examined by the aforesaid committee. The Committee will meet at regular intervals and examine the grievances on their merits. The Committee will also conduct necessary investigation of the concern and recommend appropriate action as the case may be.

5. Approaching audit committee

Personnel who observe an unethical or improper practice (not necessarily a violation of law) may also approach the independent audit committee or Chairman of Audit Committee without necessarily informing their supervisors, in exceptional cases. Such cases if it is not taken seriously/ supervisors failed to act upon it Committee should implement a mechanism for approaching the Audit Committee or Chairman of the Audit Committee and all personnel should aware of this privilege.

If complaint has to be lodged against a committee member then whistle blower may approach the Chairman of Audit Committee/ Audit Committee directly.

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

Chairman of the Audit Committee
Chairperson of the Audit Committee Sequent Scientific Limited 301, 'Dosti Pinnacle', Plot No.E7, Road No.22, Wagle Industrial Estate,, Thane(W)-400 604, INDIA. E-mail: Chairman.sequent@gmail.com

Company expects that whistle blower approach Chairman of Audit Committee/ Audit Committee only in case of intervention of Audit Committee is required.

6. Affirmation

Companies shall annually affirm that they have not denied any personnel access to:

1. Whistle Blower mechanism of the Company
2. the audit committee of the company/ Chairman of the Audit Committee in exceptional cases (in respect of matters involving alleged misconduct)
3. the Company has provided protection to "whistle blowers" from unfair termination and other unfair or prejudicial employment practices.

Such affirmation shall form a part of the Board report on Corporate Governance that is required to be prepared and submitted together with the annual report.

7. Protection

This policy aims at providing protection to those personnel who disclose such concerns provided the disclosure is made:

- in good faith;
- to an appropriate authority; and
- in the reasonable belief of the whistle blower that it tends to show unethical or improper practice within the Company.

The Company condemns any harassment or victimization and will take appropriate action to protect the whistle blowers when they raise a concern in good faith.

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 by any personnel will warrant disciplinary action. The personnel are advised to refrain from using this facility for furthering their own personal interest. If proved, such cases may be referred to the Whistle Blower Protection Committee for disciplinary action.

The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. Whistle Blowers provide initial information related to a reasonable belief that an improper or unethical practice has occurred.

Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Committee or the Audit Committee or the Investigators.

The Committee shall prepare a report on annual basis containing details of complaints received, whistle blower's name, nature of complaint, time taken to investigate the issue and final decision.

The investigation shall be completed normally within 60 days from the receipt of complaint from the Whistle Blower. However Committee can extend the time limit to 90 days under exceptional circumstances. Committee should provide justification for the same in their final investigation report.

8. Whistle blower Mechanism

Whistleblower shall forward their complaints or report any reportable matter to the following email id:

whistleblower@sequent.in

The Complaint will be forwarded to the supervisor or person responsible for the activity/ department.

Complaint can be made by a whistle blower from his personal mail id or an email id created for this purpose.

A complaint may be made anonymously. If a complaint is made anonymously, however, the complainant must provide detailed description of the complaint and must provide the basis of making the assertion therein. If the complaint is made anonymously, the whistle blower can forward their complaint by creating a new mail id with private mail service provider, instead of personal mail id.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Committee /Audit Committee (e.g. during investigations carried out by Investigators).

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

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. 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.



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If the complaint is made against any committee member by a Whistleblower then the committee member against whom the complaint is made cannot participate in the investigation or proceedings thereof. It is the responsibility of the committee to ensure that the Committee member in against whom complaint is made is not participated in the investigation or proceedings thereof or has not given access to any of the communications between the Committee and the whistle blower.

The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure unless in exceptional case/s, extension is granted by the Chairman of the Audit Committee.

10. Modification

The Committee may recommend place before the Board any modification to the policy from time to time. The modification has to be approved by the Board of Directors. Modification shall be in compliance with state or local regulations and other internal policies of the Company.

If there is any conflict between the clauses of this policy and clauses of any of the acts, statutes, codes or policies as mandated by the statutory authorities, then the acts, statutes, codes or policies as mandated by the statutory authorities shall prevail over this policy.

This policy is in addition to other internal policies of the Company. If there is any conflict between the clauses of this policy and clauses of other internal policies then this policy shall prevail over other policies of the Company.

The Committee is the only authority to decide over interpretation issues on any clause of this policy and the Committee's decision shall be final and binding on all personnel.

11. Dissemination

The details of establishment of such mechanism shall be disclosed on the Company's website and in the Board's report.

12. Disqualifications

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of victimization or unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.