

# CENTENIAL SURGICAL SUTURE LTD.

Registered Office : F-29, MIDC, Murbad, Thane 421401. MAHARASHTRA.  
CIN : L99999MH1995PLC089759  
Telephone : 02524-222905 :: Fax : 022 -2416 1261  
email : shareinvestor@centenialindia.com ::: Website : www.centenialindia.com

## VIGIL MECHANISM (WHISTLE BLOWER POLICY)

*[Section 177 (9) of the Companies Act, 2013 read with Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

### BACKGROUND

In terms of Section 177 (9) of the Companies Act, 2013 read with Regulation 22 of SEBI [Listing Obligations and Disclosure Requirements (LODR)] Regulations, 2015 and every listed company is required to establish a Vigil Mechanism (Whistle Blower Policy) for the Directors and employees to report genuine concerns in such manner as may be prescribed. Such a vigil mechanism shall provide for adequate safeguards against victimization of Directors and employees who use such mechanism and also make provisions for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

Centenial Surgical Suture Limited, being a Listed Company, established its Vigil Mechanism (Whistle Blower Policy) as under:

#### 1. POLICY OBJECTIVES

- 1.1 A Whistle Blower (Vigil) Mechanism provides a channel to the employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees & Directors by giving them direct access to the Chairman of the Audit Committee in exceptional cases.
- 1.2 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.

#### 2. SCOPE OF THE POLICY

This Policy is extension of the Code of Conduct. It covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of 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 concerning its employees.

### 3. DEFINITIONS

- 3.1 "Alleged wrongful conduct" shall mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority".
- 3.2 "Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance guidelines of Companies Act, 2013.
- 3.3 "Board" means the Board of Directors of the Company.
- 3.4 "Company" means the Centenial Surgical Suture Limited and all its offices.
- 3.5 "Code" means Code of Conduct for Directors and Senior Management Executives adopted by Centenial Surgical Suture Limited.
- 3.6 "Employee" means all the present employees and whole time Directors of the Company (Whether working in India or abroad).
- 3.7 "Protected Disclosure" means a concern raised by an employee or group of employees of the Company, through a written communication 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.
- 3.8 "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.
- 3.9 "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.
- 3.10 "Whistle Blower" is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

### 4. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- 4.1 All Protected Disclosures should be reported in writing by the complainant 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 or in Hindi.
- 4.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower / Vigil Mechanism policy". Alternatively, the same can also be sent through email with the subject "Protected disclosure under the Whistle Blower / Vigil Mechanism 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. 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 to 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.

- 4.3 Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.
- 4.4 The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer / Chairman of the Audit Committee / CEO / Managing Director as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- 4.5 All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee / CEO / Chairman in exceptional cases. The contact details of the Vigilance and Ethics Officer is as under :  
Mr. H. Iyappan  
Email : shareinvestor@centenialindia.com
- 4.6 Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman / CEO of the Company should be addressed to the Chairman of the Audit Committee.
- 4.7 On receipt of the protected disclosure the Managing Director / Chairman of the Audit Committee 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 before referring the matter to the Audit Committee for further appropriate investigation and needful action.
- 4.8 The Audit Committee if deems fit may call for further information or particulars from the complainant.

## 5. INVESTIGATION

- 5.1 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.
- 5.2 The decision to conduct an investigation taken by the Audit Committee by itself is not an accusation and is to be treated as a neutral fact-finding process.
- 5.3 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.
- 5.4 Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.

- 5.5 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).
- 5.6 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 a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 5.7 Subject(s) have a right to be informed of the outcome of the investigations.
- 5.8 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 and as applicable.

## 6. DECISION AND REPORTING

- 6.1 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 may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject 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.
- 6.2 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.
- 6.3 In case the Subject is the Managing Director 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.
- 6.4 If the report of 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.
- 6.5 A complainant who makes false allegations of unethical & 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.

## 7. SECRECY / CONFIDENTIALITY

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

- I. Maintain confidentiality of all matters under this Policy.
- II. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

- III. Not keep the papers unattended anywhere at any time
- IV. Keep the electronic mails / files under password.

8. PROTECTION

- 8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his / her having reported a Protected Disclosure under this Policy.
- 8.2 The identity of the Whistle Blower shall be kept confidential.
- 8.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

9. 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.

10. COMMUNICATION

A Whistle Blower / Vigil Mechanism policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

11. 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 5 (Five) years or such other period as specified by any other law in force, whichever is more.

12. ADMINISTRATION AND REVIEW OF THE POLICY

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

13. 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.

14. DISCLOSURE IN ANNUAL REPORT:

The details of establishment of Vigil Mechanism / Whistle Blower Policy shall be disclosed by the Company in its Annual Report in the Board's Report.

15. ANNUAL AFFIRMATION:

The Company shall annually affirm that it has not denied access by any Directors or employee to the Audit Committee and that it has provided protection to whistle blower from adverse personnel action.

The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

ACKNOWLEDGEMENT AND AGREEMENT REGARDING  
THE VIGIL MECHANISM / WHISTLE BLOWER POLICY

This is to acknowledge that I have received a copy of the Company's Vigil Mechanism / Whistle Blower Policy. I understand that compliance with applicable laws and the Company's Code of Conduct is important and as a public Company, the integrity of the financial information of the Company is paramount. I further understand that the Company is committed to a work environment free of retaliation whenever an employee makes a good faith report regarding such concerns. Accordingly, I specifically agree that to the extent that I reasonably suspect there has been a violation of applicable laws or the Company's Code of Conduct including any retaliation related to the reporting of such concerns. I will immediately report such conduct in accordance with the Company's Vigil Mechanism / Whistle Blower Policy. I further agree that I will not retaliate against any employee for reporting a reasonably suspected violation in good faith.

I understand and agree that to the extent I do not use the procedures outlined in the Vigil Mechanism/Whistle Blower Policy, the Company and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

\_\_\_\_\_  
Employee's Signature

\_\_\_\_\_  
Employee's Name

Date: