

# FREDUN PHARMACEUTICALS LIMITED

*Compassionate Healthcare*



**CIN No :** L24239MH1987PLC043662

To,  
**BSE Ltd.,**  
Listing Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street - Fort,  
Mumbai – 400 001

November 5, 2018

Ref.: BSE Scrip Code - 539730

**Subject: Outcome of Board Meeting**

Dear Sir / Madam,

In compliance to Regulation 30 read with Schedule III of SEBI Listing Regulations, 2015; we wish to inform you that the Board of Directors of Fredun Pharmaceuticals Limited (hereinafter referred to as “the Company”), at their Meeting held on Monday, November 5, 2018; had considered and approved :-

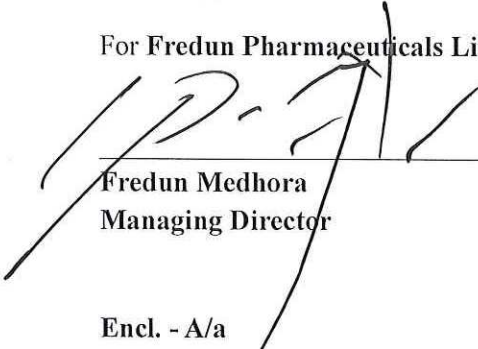
1. regularized the Sexual Harassment Policy; (*Annexure No. 1*)
2. the Vigil Mechanism Policy of the Company. (*Annexure No. 2*)

The Meeting of the Board Commenced at 3:00 P.M. and concluded at 05:45 P.M.

Kindly take the same on your Records.

Thanking you,

For Fredun Pharmaceuticals Limited

  
Fredun Medhora  
Managing Director



Encl. - A/a





FREDUN PHARMACEUTICALS LIMITED

**FREDUN PHARMACEUTICALS LIMITED**

**POLICY ON PREVENTION OF SEXUAL HARASSMENT AT  
WORK PLACE**

[Pursuant to The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013]





## FREDUN PHARMACEUTICALS LIMITED

### 1. Objective:

We, Fredun Pharmaceuticals Limited (“**the Company**”), believe in the right of all its employees to work with dignity, in a safe and secure environment and all are expected to treat their co-workers with respect, dignity and in a professional manner. To this end, the objective of this policy is to provide all employees of the Company with a safe work environment, free from any kind sexual abuse / harassment / assault.

It is the policy of the Company that all its employees are responsible for ensuring that the work place is free from any activity of sexual abuse / harassment. Because of the Company’s strong disapproval of offensive or inappropriate sexual behaviour at work, all employees must avoid any action or conduct which could be viewed as sexual harassment.

We have framed and adopted a Policy on Sexual Harassment (“**the Policy**”) in reference to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“**the Act**”); incorporating the requirements as mandated by the law. The Company reserves the right to amend or update this Policy as required from time to time.

### 2. Applicability:

This policy shall be applicable to all employees of the Company, at all levels employed either at Corporate / Registered office or at plant site.

### 3. Definition of Sexual Harassment:

Sexual harassment includes any one or more of the following unwelcome acts or behaviour (whether directly or by implication):

- i. physical contact or advances; or
- ii. a demand or request for sexual favours; or
- iii. making sexually coloured remarks; or
- iv. showing pornography; or
- v. any other unwelcome physical, verbal or non-verbal conduct of sexual nature.

### 4. The Internal Complaints Committee (ICC) For Redressal of Sexual Harassment Complaints:

The Company in order to have a proper implantation and review of the policy has formulated the Committee comprising of the following Committee members:

The ICC at Corporate / Registered office:

- Ms. Rohita Shastri - Presiding Officer
- Mrs. Shanta Babu - Secretary
- Mr. Pravin Tari - Member
- Ritika Jhunjhunwala - Member

The ICC at factory:

- Seema Ringe - Presiding Officer
- Latika Bawdekar - Secretary
- Nishant Joshi - Member
- R K Singh - Member





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- R K Singh- Member (as 1 independent person is req)
- **Tenure:** The Maximum tenure of the Committee member(s) shall be three years and the committee shall be reconstituted by the Management at such intervals as the Management deem fit to maintain the uniformity with the provisions of this policy and / or the Act.
- **Quorum:** Two (Presiding Officer must be present).

The Complaints Committee is responsible for:

- Investigating every formal written complaint of sexual harassment;
- Taking appropriate remedial measures to respond to any substantiated allegations of sexual harassment;
- Discouraging and preventing employment-related sexual harassment.

### **5. Responsibilities regarding Sexual Harassment:**

All employees of the Company have a personal responsibility to ensure that their behaviour is not contrary to this policy. All employees are encouraged to reinforce the maintenance of a work environment free from sexual harassment.

### **6. Procedure for Filing a Complaint:**

The complaint shall be made by an aggrieved employee or by their legal heir to ICC in writing within a period of three months from the date of occurrence of incident and in case of a series of incidents, within a period of three months from the date of last incident.

Three copies of the complaint along with supporting document and names and addresses of the witnesses shall be sent either by post or given in person to any member of ICC of the establishment. A register shall be maintained to endorse the complaint received.

In case of delay in filing a complaint, and if the ICC is satisfied with the circumstances for the delay, it may extend further the time-limit not exceeding three months for filing a complaint and record the reasons in writing.

### **7. Procedure for Inquiry into the Compliant:**

- The ICC shall hold a meeting with the aggrieved employee within 5 working days on receipt of complaint, but not later than a week.
- The ICC may, before initiating an inquiry and at the request of aggrieved party, take steps to settle the matter with no monetary settlement as a basis of conciliation. The copies of the settlement arrived during conciliation shall be provided to both the parties, and no further inquiry shall be conducted. In case the terms of conciliation have not been complied, initiate the action as determined in the policy.
- The ICC will go through the complaint against employee and initiate a detailed inquiry as deemed fit according to the provisions of rules, while for complaint against others, if prima-facie case exists, forward the complaint to the police, within a period of seven days.
- During the pendency of an inquiry, on a written request by an aggrieved employee, the ICC may recommend to the Management:

I. Transfer of aggrieved person or the respondent; or





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II. Grant leave to the aggrieved person upto a period of 3 months

- For the purpose of making an inquiry, the ICC shall have the same powers as are vested with the Civil Court for the purpose of making an inquiry.
- The ICC shall submit its recommendations to the Management within a period of ninety days and the Management shall finally dispose of the case within a period of thirty days.

### **8. Guidelines for ICC while Recommending Actions:**

The ICC shall investigate every complaint of sexual harassment and to determine that the allegation made under the complaint, falls under the purview of sexual harassment.

Following points shall be considered will initiating action:

- To conduct the inquiry as per the principles of natural justice and in confidential manner.
- In cases where compensation to be paid to the aggrieved employee, then ICC shall inform to the Management to deduct the said amount from the salary of the respondent and pay to the aggrieved employee or to their legal heir(s).
- In case respondent fail to pay the sum referred, the ICC may forward the order for recovery of the sum as arrears, to the concerned District Officer.
- In case allegation against respondent are concluded to be false / malicious, the ICC may refer to the Management to take action against complainant.

### **9. Appeal:**

Any person (employee) aggrieved from the recommendation of the Internal Complaints Committee or non-implementation of such recommendation can appeal to the court or tribunal in accordance with the provisions of the rules applicable to the said person within 60 days from such recommendation / order / judgement.

### **10. Confidentiality:**

All records of complaints, including contents of meetings, results of investigation and other relevant material shall be kept confidential, except where disclosure is required under disciplinary or other remedial process.

### **11. Access to Reports and Documents:**

All records of complaints, including contents of meetings, results of investigations and other relevant material will be kept confidential by the Company except where disclosure is required under disciplinary or other remedial processes.

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# **FREDUN PHARMACEUTICALS LIMITED**

## **POLICY ON VIGIL MECHANISM**

[Under Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013]





## **FREDUN PHARMACEUTICALS LIMITED**

### **1. Preamble:**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and to maintain these standards the Company encourages the employees to voice their genuine concerns without fear.

Section 177 (9) of Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *inter-alia*, provides, a mandatory requirement, for all listed companies to establish a mechanism called “Vigil Mechanism (Whistle Blower Policy)” for Directors and Employees.

### **2. Objective:**

- To encourage employees to bring genuine ethical and legal concerns, violations and suspected fraudulent behaviour of which they are or become aware of, to an internal authority so that action can be taken immediately to resolve the problem.
- To minimize the Company's exposure to the damage that can occur when the employees actually or potentially try to circumvent internal mechanisms in furthering the aforementioned concerns, violation and frauds.
- To provide for adequate safeguards against victimization of employees and directors who avail the vigil mechanism.

### **3. Eligibility:**

All Employees and Directors of the Company are eligible to make disclosures under the mechanism in relation to matters concerning the Company.

### **4. Definitions:**

“*Audit Committee*” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

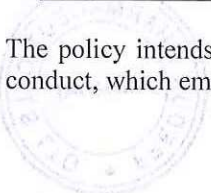
“*Employee*” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

“*Disclosures*” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“*Whistle Blower*” means an employee or director of the Company who discloses in good faith any unethical & improper practices or alleged wrongful conduct in writing.

### **5. Scope of Policy:**

The policy intends to cover following information on suspected unethical and improper practices or wrongful conduct, which employee's or Directors in good faith believes to exist:







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- a. Abuse of authority;
- b. Breach of contract;
- c. Negligence causing substantial and specific danger to public health and safety;
- d. Manipulation of company data/records;
- e. Financial irregularities, including fraud, or suspected fraud;
- f. Criminal offence including bribes;
- g. Leaking of confidential/propriety information;
- h. Deliberate violation of law/regulation;
- i. Wastage/misappropriation of company funds/assets;
- j. Breach of employee Code of Conduct;
- k. Any other unethical, biased, favoured, imprudent event.

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

### **6. Procedure:**

The Employees / Vendors who observes any unethical / improper practices or alleged wrongful conduct shall make a disclosure to the Head of Department or in case it involves Managerial Personnel to the Managing Director and in exceptional cases to the Audit Committee as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same.

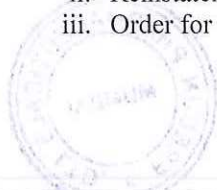
The following process shall be followed:

- a) The Departmental Head shall immediately forward the Whistle Blower Report to the Managing Director.
- b) The Managing Director may cause such enquiry to be conducted as deemed appropriate given the nature and the complaint lodged.
- c) On a six-monthly basis, the Managing Director shall report to the Audit Committee a summary of all complaints received under the Whistle Blower Policy and the action taken on the same.
- d) If a complaint is made to the Audit Committee against the Managing Director, then the Audit Committee may undertake such enquiries as it deems fit and may take such action as it deems appropriate.
- e) If the action to be taken by the Audit Committee is against the Managing Director, the Committee may also suitably discuss the same with the Chairman of the Board and decide on action to be taken.

Any Director who observes any unethical & improper practices or alleged wrongful conduct shall make a disclosure to the Audit Committee or the Chairman of the Board as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same.

The Managing Director or the Audit Committee or the Chairperson of the Board as the case maybe, after due enquires, pass orders for remedies which may inter-alia include:

- i. Order for an injunction to restrain continuous violation of this policy;
- ii. Reinstatement of the employee to the same position or to an equivalent position;
- iii. Order for compensation for lost wages, remuneration or any other benefits etc.





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### 7. Protection:

- a. No discrimination, harassment, victimization or any other unfair employment practice like retaliation, threat or intimidation by termination /suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like will be adopted against Whistle Blowers.
- b. A Whistle Blower may report any violation of the above clause to the Audit Committee.
- c. Direct access to the Audit Committee Chairman, in exceptional circumstances, can be given to the Whistle Blower.
- d. The Audit Committee may recommend suitable action to the management which may inter alia include:
  - i. Reinstatement of the employee to the same position or to an equivalent position.
  - ii. Order for compensation for lost wages, remuneration or any other benefits, etc.

### 8. Confidentiality:

The Company will treat all such disclosures in a sensitive manner and will keep the identity of the Whistle Blower confidential. However, the investigation process may inevitably reveal the source of the information and the individual making the disclosure may need to provide a statement which cannot be kept confidential if legal proceedings arise.

### 9. Vexatious Allegations / Frivolous Complaints:

If an individual makes an allegation, which is not confirmed by subsequent investigation and the investigation shows that an individual has made malicious or vexatious allegations for personal leverage or if an individual makes repeated frivolous complaints, disciplinary action may be taken against the individuals concerned.

### 10. Annual Affirmation:

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to the whistle blower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

### 11. Communication:

All communication under this policy is to be made on the below mentioned mail id: [business@fredungroup.com](mailto:business@fredungroup.com) , [cs@fredungroup.com](mailto:cs@fredungroup.com)

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