



Paramount Surgimed Limited

Whistle Blower Policy

Document No.

Revision No.

Date

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PSL/HR/PL/19

23rd Dec 2024

1. Preface

- a) The Company believes in the conduct of its affairs with the highest standards of professionalism, honesty, integrity, and ethical behaviour. This Whistle Blower Policy is a key component of our commitment to fostering a culture of trust and transparency, where all directors and employees feel safe and empowered to report concerns without fear of reprisal. Towards this end, the Company has adopted the Paramount Surgimed Limited (hereinafter called 'the PSL' or "the Company") Code of Conduct (hereinafter referred to as "the Code"), which lays down the principles and standards that should govern the actions of the Company directors and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the directors and employees in pointing out such violations of the Code cannot be undermined. There is a provision under the Code requiring reporting of violations, which states:

Reporting Concerns

Every director and employee of the Company shall promptly report to the management any actual or possible violation of the Code or an event which he/she becomes aware of, that could affect the business or reputation of the PSL or any other Company of the PSL.

- b) The provisions of the Companies Act, 2013, provide for a mandatory requirement for select companies to establish a mechanism called 'Vigil Mechanism or Whistle Blower Policy' for the Directors and employees of the Company to report concern about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- c) Accordingly, this Whistle Blower Policy (hereinafter called as "the Policy") has been formulated with a view to provide a mechanism for employees of the Company to approach the HR Manager / Chairman of the Audit Committee of the Company.

2. Definitions

The definitions of some of the key terms used in this Policy are given below. Capitalised terms not defined herein shall have the meaning assigned to them under the Code.

- a. **"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
- b. **"Employee"** means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- c. **"Code"** means the Paramount Surgimed Limited Code of Conduct.
- d. **"Investigators"** mean persons authorized, appointed, consulted, or approached by the HR Manager or Chairman of the Audit Committee. This may include internal personnel, the company's auditors, or external, independent investigators. When required by law or the nature of the investigation, these investigators may also consult with or involve Government law enforcement agencies.
- e. **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- f. **"Subject"** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- g. **"Whistle Blower"** means an Employee making a Protected Disclosure under this Policy.



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3. Scope

- a. This Policy is an extension of the Paramount Surgimed Limited's Code of Conduct. 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.
- b. 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 HR Manager or the Chairman of the Audit Committee or the Investigators.
- c. Protected Disclosure will be appropriately dealt with by the HR Manager or the Chairman of the Audit Committee, as the case may be.

4. Eligibility

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

5. Disqualifications

- a. 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 will warrant disciplinary action.
- b. While this Policy is designed to protect genuine whistleblowers, it does not offer protection from disciplinary action for those who knowingly make false, bogus, or malicious allegations. The Audit Committee reserves the right to review and take appropriate disciplinary action against individuals who demonstrate a pattern of misusing the policy by repeatedly filing frivolous or baseless reports.

6. Procedure and Contact Information

- c. To ensure the confidentiality and appropriate handling of all Protected Disclosures, all Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation. The contact details of the Chairman of the Audit Committee are as under:

Paramount Surgimed Limited

Plot no 1 L.S.C Okhla Industrial Area Phase -2, New Delhi 110020

Phone: 011-46436601/666 (A dedicated, confidential mobile number will be provided in the company directory) Email: whistleblower.audit@paramountsurgimedltd.com

- a. In respect of all other Protected Disclosures, those concerning the HR Manager and employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the HR Manager of the Company. The contact details of the HR Manager are as under:
- b. Do you have such designation?
Paramount Surgimed Limited
Plot no 1 L.S.C Okhla Industrial Area Phase -2, New Delhi – 110020
Phone: 011-46436601/666 (A dedicated, confidential mobile number will be provided in the company directory). Email: hr.confidential@paramountsurgimedltd.com
- d. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the HR Manager, the same should be forwarded to the Company's HR Manager or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.



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- e. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.
- f. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee / HR Manager, as the case may be, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- g. Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- h. For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure.

7. Investigation

- a. All Protected Disclosures will be thoroughly investigated by the HR Manager or the Chairman of the Audit Committee. The Audit Committee may, at its discretion, appoint a third-party investigator to ensure the highest level of objectivity and impartiality, particularly for sensitive or complex cases.
- b. The decision to conduct an investigation taken by the HR Manager / Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- c. The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- d. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- e. Subjects shall have a duty to co-operate with the HR Manager / Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- f. Subjects have a right to consult with a person or persons of their choice, other than the HR Manager / Investigators and/or members of the Audit Committee and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. However, if the allegations against the subject are not sustainable, then the Company may see reason to reimburse such costs.
- g. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- h. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- i. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- j. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

8. Protection of the Whistle Blower

- a. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers.
- b. The company has a zero-tolerance policy for retaliation against whistleblowers. No unfair treatment, including discrimination, harassment, or other unfair employment practices, will be tolerated against any employee who makes a Protected Disclosure in good faith. Any employee, including a supervisor, who retaliates against a whistleblower will be subject to strict disciplinary action, up to and including termination of employment. The



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company will also take all reasonable steps to protect a whistleblower from any direct or indirect use of authority to obstruct their right to perform their duties or make further Protected Disclosures.

- c. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- d. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- e. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- f. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. Investigators

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the HR Manager/ Audit Committee when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review by the Chairman of the Audit Committee or the HR Manager, as the case may be, which establishes that:
 - i. The alleged act constitutes an improper or unethical activity or conduct, and
 - ii. The allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review. Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

10. Decision

If an investigation leads the HR Manager / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the HR Manager / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the HR Manager / Chairman of the Audit Committee 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.

11. Reporting

The HR Manager 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.

As per the Listing Regulations, the compliance to the whistle blower policy shall be reported in the quarterly Compliances Report on the Corporate Governance to the Stock Exchanges where the shares of the Company listed.

12. Disclosure

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

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The Annual Report of the Company shall also disclose and affirm that no personnel has been denied the access of the audit committee to raise his/her concern pursuant to the policy.

13. Review of Functioning by Audit Committee

The Audit Committee of the Company shall be responsible to review periodically the efficient and effective functioning of the vigil mechanism.

14. 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 minimum period of seven years.

15. 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 unless the same is notified to the Employees.

(Dhruv Grover)
Director

(Daksh Grover)
Director

Date: