



WHISTLE BLOWER POLICY (VIGIL MECHANISM)

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1. Vigil Mechanism -Preface

- As per Section 177 of the Companies Act, 2013, read with Rule 7 of The Companies (Meetings of Board and its Powers) Rules, 2014, and Regulations 4(2)(d)(iv) and 22 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company established a mechanism called the “Vigil Mechanism (Whistle Blower Policy)” for its directors and employees and other stakeholders to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.
- Medanta (Global Health Limited) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.
- The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
- The Company will protect the confidentiality and anonymity of the complainant to the fullest extent possible with an objective to conduct an adequate review.
- The policy neither releases directors and employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2. Purpose

The purpose of the ‘Whistle Blower’ policy is to provide a framework to report to the management instance of:

- Unethical behavior (Actual or suspected)
- Fraud and violation of the organization’s code of conduct, ethical practice or
- Any other policy including anti-bribery and sanctions compliances

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3. Policy Applicability

The scope of the policy covers all directors, employees, retainers, contractual staff, professionals, business associates engaged to provide goods and services in the premises of the company are eligible to submit protected disclosures under the policy

4. Definitions

- “CMD” shall mean Chairman and Managing Director of the Company.
- “Director” means a Director on the board of the Company whether whole-time or otherwise.
- “Disciplinary Action” means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- “Employee” means every employee of the Company (whether Permanent/ Temporary/ Retainer)
- “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity
- “Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation
- “Whistle Officer” or “Committee” means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation
- “Ombudsperson” will be the chairman of the Audit Committee for the purpose of receiving all complaints under this Policy and ensuring appropriate action
- “Whistle Blower” may be someone who makes a Protected Disclosure under this Policy

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5. Policy Coverage

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- Abuse of authority
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of company data/records
- Financial irregularities, including fraud, or suspected fraud
- Criminal offence
- Pilferation of confidential/propriety information
- Deliberate violation of law/regulation
- Wastage/misappropriation of company funds/assets
- Breach of employee Code of Conduct/Ethics Policy or Rules
- Unpublished price sensitive information

Any other unethical, biased, favored, imprudent event which may affect the interests or reputation of the Company.

6. Manner of Raising Concern

- Employees can make protected disclosure by writing in a sealed cover addressed to the :

Ombudsperson, Global Health Limited, Sector-38, Gurgaon

OR

Through an email at audit.committee@medanta.org

- The identity of the whistle blower, if not anonymous, shall be kept confidential, to the extent possible and permitted under law- unless specifically so authorized by Whistle

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Blower. Any other employee assisting in the preliminary review or investigation pursuant to the Protected Disclosure shall also be provided protection to the extent as the Whistle Blower

- The complaint should be raised as soon as possible or within 1 years of occurrence with verifiable proofs and facts.
- The complainant should provide the following to best extent possible
 - The alleged event, matter or issue that is the subject of the compliant
 - The name of each person involved
 - Specific event or events, approximate date and location of each event
 - Any additional information, documentation or evidence available

7. Decision and Reporting

Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose.

- The investigation will be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee unless required for the purpose of investigation.
- The Ombudsperson/Whistle Officer shall:
 - Make a detailed written record of the Protected Disclosure. The record will include:
 - Facts of the matter
 - Whether any Protected Disclosure was raised previously against the same Subject;

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- The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
 - Findings of Ombudsperson/Whistle Officer/Committee;
 - The recommendation of the Ombudsman/ Whistle Officer/ Committee on disciplinary /other action(s)
- The Whistle Officer/Committee shall finalize and submit the report to the Ombudsperson within 15 days of being nominated/appointed, unless more time is required under exceptional circumstances.
- If the Whistle Officer or any member of the Committee have a conflict of interest in a given case, they should excuse themselves and the others on the Committee would deal with the matter on hand.
- On submission of report, the Whistle Officer /Committee shall discuss the matter with Ombudsperson who shall either:
- In case the Protected Disclosure is proved, accept the findings of the Whistle Officer /Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid re-occurrence of the matter;
- In case the Protected Disclosure is not proved then the matter shall be dismissed; Or
- Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit
- Any leakage of unpublished price sensitive information shall be dealt as per “Medanta Standard Operating Procedure (SOP) on dealing with violations under Securities and Exchange Board of India (Prohibition of Insider Trading) regulations, 2015”.
- A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

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8. Protection

- 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 Blower.
- Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her 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.
- The identity of the Whistle Blower shall be kept confidential.
- The identity of the Subject will be kept confidential to the extent possible, given the legitimate needs of law and the investigation
- Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

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9. Disqualifications

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecution.

10. Secrecy / Confidentiality

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- maintain complete confidentiality/ secrecy of the matter
- not discuss the matter in any informal/social gatherings/ meetings
- discuss only to the extent or with the persons required for the purpose of completing the process and investigations

11. Management Control

- Our Board of Directors, our Management and all of our employees subscribe to the philosophy of maintaining highest ethical and professional standards. The Company believes and acts on an ethos of clean working environment, characterized by a willingness to build a society that works for everyone. This is the cornerstone of our Whistle Blower policy.
- The Company's policy conforms to the Vigil Mechanism Guidelines spelt out by the applicable law.
- The policy may be amended with the approval of the Audit Committee or the board of Directors without any prior notice
- For any clarification/ assistance pertaining to the policy, please approach the Compliance officer of the Company at Email ID-compliance@medanta.org