

## Whistle Blower Policy

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### Amendment Sheet

S. No.	Section	Date of amendment	Amendment Details	Revision No.	Effective date
1	Whistle blower Committee	01-April-23	Change in names of Committee members	1	01-April-23

**INDEX**

<b>S. No.</b>	<b>Content</b>	<b>Page No.</b>
1	Objective	4
2	Scope and Coverage	4
3	Definitions	4
4	Raising Concerns	5
5	Duties of a Whistle Blower	6
6	Disqualifications	7
7	Confidentiality	8
8	Role and Responsibilities of the Whistle Blower Committee	8
9	Investigation Process	8
10	Reporting	10
11	Non-retaliation and Protection	11
12	Communication	11

## WHISTLE BLOWER POLICY

### 1. Objective

CK Birla Healthcare Private Limited (hereinafter referred to as the “**Company**”) has adopted this Whistle Blower Policy in line with the objective of strengthening the governance mechanism and to report to the management instances of unethical behaviour, actual or suspected misconduct, fraud or violation of the Company’s code of conduct or ethics policy.

Further to the above, the “**Policy**” aims to provide employees an avenue to raise *bona fide* concerns if they observe unethical and improper practices, irregularities, governance weaknesses, financial reporting issues or any other wrongful conduct, and, to prohibit victimization of Whistle Blower in accordance with this Policy.

### 2. Scope and Coverage

All stakeholders, including directors and individual employee(s) are eligible to raise Concern(s) under this Policy.

### 3. Definitions

The following words shall have the meanings ascribed herein:

- “**Alleged Misconduct**” shall mean any violation or infringement of law, Code of Conduct, irregularities, governance weaknesses, financial reporting issues, mismanagement, actual or suspected fraud, misappropriation of Company’s assets, monies, and/or abuse of authority or any other act having/potential of having similar effect/outcome.
- “**Board**” shall mean the Board of Directors of the Company.
- “**Bona Fide**” shall mean disclosure of a Concern based on a reasonable inference of unethical and improper practices or any other alleged wrongful conduct.
- “**Code of Conduct**” shall mean the code of conduct adopted by the Company.
- “**Concern(s)**” shall mean a Bona Fide written communication made in good faith by a Whistle blower disclosing information that reflects Alleged Misconduct, Unethical Practices, or improper activity.

- **“Director”** shall mean a director on the Board of the Company.
- **“Disciplinary Action”** shall mean disciplinary action taken by the Company before, during and/or after the investigation.
- **“Employee”** shall mean all employees and retainers of the Company, in any class of employment, including but not limited to regular employees, contractual employees and Directors.
- **“Investigations”** shall mean the investigations conducted in accordance with this Policy.
- **“Management”** shall mean the management of the Company
- **“Quarter”** shall mean a financial quarter of a year.
- **“Reported Person”** shall mean an employee against whom a Whistle blower has reported a Concern, or, against whom evidence is gathered during investigations in accordance with this Policy.
- **“Unethical Practices”** shall mean the acts described in Annexure I.
- **“Victimization” or “Adverse Action”** shall mean an adverse action, or failure to take appropriate management action, affecting the Whistle Blower’s employment or employment related benefits, including but not limited to salary, promotion, job profile, immunities, leaves, training benefits, and/or any other benefits and/or privileges relating to the Whistle Blower.
- **“Whistle Blower”** means an employee who reports a Concern in accordance with this Policy.
- **“Whistle Blower Committee”** shall mean a whistle blower investigation committee, comprising of the individuals named in Annexure II, to investigate Concerns in accordance with this Policy.

#### 4. Raising Concerns

- 4.1. All Concern(s) must be directed to the Designated Officer or the Chairman of the Audit Committee in exceptional cases involving the Designated Officer or members of the Whistle Blower Committee stating the facts, circumstances and/or any documents based on which a Concern has been raised, and the name and designation of the employee raising a Concern. The details of the Designated Officer are:

**Name:** Akanksha Rohatgi

**Email ID:** whistleblow@ckbhospital.com

**Mailing Address:** CRS Tower, First Floor, 77B, IFFCO Road, Sector 18, Gurugram

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

- **Name:** TES Varadhan
- **Email ID:** [tes.varadhan@ckbirlagroup.com](mailto:tes.varadhan@ckbirlagroup.com)
- **Mailing Address:** 8<sup>th</sup> Floor, Birla Tower, 25 Barakhamba Road, New Delhi

- 4.2.** The Concern(s) should be reported either through email or through letter in writing to Designated Officer and only through letter in writing to Chairman of Audit Committee, as the case may be. It 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, so as to ensure a clear understanding of the issues raised.
- 4.3.** The Concern(s) should be submitted under a covering letter signed by the Whistle Blower in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower Policy/ Vigil Mechanism” or sent through email with the subject “Protected disclosure under the Whistle Blower Policy/ Vigil Mechanism”. If the word “Protected Disclosure” is not super scribed and closed as mentioned above, the Concern(s) will be dealt with as if it is a normal disclosure.
- 4.4.** If a Concern is received by any executive of the Company other than Designated Officer or Chairman of the Audit Committee, the same should be forwarded to the Designated Officer or Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.
- 4.5.** After receipt of the Concern(s), the Designated Officer shall forward the Concern(s) received to the Whistle Blower Committee.
- 4.6.** All investigations shall be carried out by/or under the instructions of the Whistle Blower Committee. A Whistle Blower can neither be a member of the Whistle blower Committee, nor shall a Whistle Blower be allowed to participate in any investigation unless specifically called upon by the Whistle Blower Committee.
- 4.7.** Pursuant to reporting a Concern, Whistle Blowers must not act as finders of fact, or, on their own conduct any investigative activities, nor should Whistle Blowers determine any remedial action.

## 5. Duties of a Whistle Blower

5.1 The duties of the Whistle Blowers shall include the following:

(a) Promptly reporting any improper practice in time. Delay in reporting may lead to loss of evidence and also financial loss for the Company.

(b) Although a Whistle Blower are not required to provide proof, however, they must have sufficient cause for concern and submit evidence, to which they may have access, when called for.

(c) Avoid anonymity when raising a concern.

(d) Follow the procedures prescribed in this Policy for making a Disclosure.

(e) Co-operate with investigating authorities, maintaining full confidentiality

5.2 The Whistle Blower should act in good faith, on reliable information. The Whistle Blower should not report any Concern acting on any mala fide, frivolous or malicious action.

5.3 The Whistle Blower should endeavour to make the Concern(s), as soon as possible, after the Whistle Blower becomes aware of the conduct that is imputed as the wrongful conduct.

5.4 Although a Whistle Blower is not expected to prove the truth of an allegation, the Whistle Blower should be able to demonstrate that the Concern is being reported in good faith.

## 6 Disqualifications

6.1 This Policy is not a grievance platform for its employees or for raising mala fide, malicious and frivolous allegations. Employees are urged to make allegations in good faith and strictly avoid any abuse of this power, i.e., report any mala fide, frivolous or malicious Concerns in bad faith.

6.2 A Concern shall be deemed not to be Bona Fide when a Whistle Blower has no personal knowledge of the existence of any fact in respect of a Concern reported by him/her, or, if the Whistle Blower knew or can reasonably be presumed to know that the Concern reported by him/her is *mala fide*, malicious, and/or frivolous.

6.3 Abuse of the powers granted hereunder, or frivolous and *mala fide* allegations made with the knowledge that the Concern raised is frivolous, false and/or *mala fide* and such Concerns which are subsequently found to be frivolous, false and/or mala fide will entail appropriate Disciplinary Action as the Company shall in its sole discretion deem fit.

6.4 This Policy should not be used as a defense by a Reported Person against whom an adverse personnel action has been taken on account of any Concern reported against him/her, or, due to disclosure of information made by him/her in accordance with the Company's rules and policies.

## 7 Confidentiality

7.1 By this Policy, no employee is released from their duty of confidentiality in the course of their work, nor is this a route for taking up personal grievances in respect of any situation.

## 8 Role and Responsibilities of the Whistle Blower Committee

In addition to any other responsibilities as may be detailed elsewhere in this Policy, following shall be primary responsibilities of the Whistle Blower Committee:

8.1 The Whistle Blower Committee shall conduct and/or cause that all investigations are conducted in a fair and judicious manner. If any of the members of the Committee has a conflict of interest in a given case, they should recuse themselves and other members on the Committee would deal with the matter at hand.

8.2 The Whistle Blower Committee shall be empowered to frame internal policies and/or regulations from time to time, for the conduct of all investigations.

8.3 The **Whistle Blower Committee** shall evaluate whether or not an anonymous Concern should be investigated in accordance with this Policy. The Whistle Blower may specifically request for anonymity, in which case, the identity of the Whistle Blower will be kept confidential. In any case, the identity of the Whistle Blower shall be revealed only to the extent required for investigations and shall remain confidential with the Whistle Blower Committee and with Company officials implementing Disciplinary Action, or, and/or taking other decisions on Whistle Blower cases.

8.4 The identity of the Reported Person and the Whistle Blower shall be kept confidential by the persons involved in the investigation, to the extent possible, subject to applicable laws.

8.5 Whistle Blower Committee shall be entitled to request for any and all documentation and/or information in respect of a reported Concern from the Whistle Blower.

## 9 Investigation Process

9.1 All Concern(s) under this Policy will be recorded and thoroughly investigated. The Whistle Blower Committee will be responsible for the investigation of the Concern(s) made to them and the Chairman of the Audit Committee shall be responsible for the investigation of the Concern(s) made to him/ her.



- 9.2 The Whistle Blower Committee/ Chairman of the Audit Committee will carry out an investigation either himself/herself or by involving any other officer of the Company/ committee constituted for the same/ an outside agency.
- 9.3 Investigations will be launched after a preliminary review, which establishes that the alleged act constitutes an improper or unethical activity or conduct. The Reported Person will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 9.4 The Designated Officer or the Whistle Blower Committee may also request for written documentation and description of the events based on which a Concern has been raised.
- 9.5 During any such investigations, the Designated Officer or the Whistle Blower Committee may request for any additional documents and/or information.
- 9.6 Based on the investigation conducted, a report on the Concern(s), which establishes the culpability or lack thereof of the Reported Person shall be prepared by the person conducting the investigation or the Whistle Blower Committee or the Chairman of the Audit Committee, as the case may be.
- 9.7 The Whistle Blower Committee shall make detailed written report in respect of each Concern which shall include the following (“Report”).
- Facts in respect of the Concern raised.
  - Record whether or not Concern(s) similar to the Concern being investigated has been raised prior to the Concern which is being investigated, and outcomes thereof.
  - The implications/outcome, including financial irregularity and/or any other loss caused because of the event or action for which the Concern has been raised.
  - Procedure followed during the Investigation process, including the documents perused, and employees and/or any other person interviewed.
  - Findings of the Whistle Blower Committee, and the reasons therefore.
  - Recommendations of the Whistle Blower Committee including any disciplinary actions to be taken.
  - The Reported Person will be informed of the allegations at the outset and the Reported Person shall be provided adequate opportunities for providing their inputs in respect of any such investigations.
  - The Reported Person shall provide all necessary co-operation and assistance to the Whistle Blower Committee during investigations. However, there shall be no violation of any rights against self-incrimination that such Reported Person shall have available to him/her in accordance with applicable laws. The Reported Person shall not have any right to interfere with the investigations.

Further, no evidence shall be withheld, destroyed or tampered and no witnesses shall be influenced, tutored, threatened or intimidated by the Reported Person or any other person, prior to or during or after the investigation.

- Unless the Company deems it necessary not to do so, the Reported Person will be granted the right to adequately respond to material findings and evidence gathered during investigations. The Reported Person shall also have the right to be informed of the outcome of the investigations.
- The Whistle Blower Committee will determine whether the allegations stand substantiated or not and shall recommend all measures including any Disciplinary Action required to be taken in respect of a Concern. If substantiated, the Company will not hesitate to take action against the Reported Person.
- The Company may also appropriately address any weaknesses and process gaps identified during investigations or in the Report.

9.8 The investigation shall be completed, and the report shall be prepared within sixty (60) days of the receipt of the Concern(s) as per the procedure prescribed herein. The Audit Committee may at its discretion extend this time period.

9.9 The Chairperson of the Audit Committee or the Whistle Blower Committee shall make a written record of the Concern(s). The record shall include facts of the matter, comparative with previous complaints and outcomes, recommended disciplinary action etc

9.10 Unless there are compelling reasons not to do so, Reported Person will be given an opportunity to respond to material findings contained in an investigation report. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process

9.11 The Whistle Blower Committee shall be entitled to dismiss any Concern if it is determined that the Concern has no valid basis or requires no further investigation.

## 10 Reporting

- Any disciplinary or corrective action initiated against the Reported Person 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.

- A quarterly report with number of complaints received under this Policy and their outcome shall be placed before the Audit Committee and the Board.

## 11 Non-retaliation and Protection

- The Company accords and undertakes to provide protection to the Whistle Blowers from any victimization and/or unfair treatment by virtue of his/her having reported a Bona Fide Concern in accordance with this Policy.
- The identity of the Whistle Blower shall be kept confidential by the Whistle Blower Committee.
- The company is committed to ensure that no adverse action is taken against Whistle Blowers. However, the Company reserves the right to take any appropriate action against such Whistle Blowers if they are found to be non-compliant with policies, regulations, laws, ethics, or, if any performance related lapses are noted.

## 12 Communication

- Directors, Employees and stakeholders shall be informed of this Policy by publication on the notice board and the website of the Company. It is the responsibility of all Directors, Employees and stakeholders to keep themselves informed and updated on this Policy at all times.

## 13 Amendment

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

**The Board shall review the Policy from time to time based on the changing needs and make suitable modifications as may be necessary. The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.**

### Annexure I

**Types of Concerns:** An Employee may raise Concerns relating to violation of any of the following, including policies, regulations, laws, ethical standards of CK Birla Healthcare in connection with, but not limited to:

- **Accounting and Auditing Matters:** Unethical recording of business and financial transactions. Example: Misstatement of revenues, expenses, misapplication of accounting standards.
- **Conflict of Interest:** A conflict of interest is a situation in which an employee has a personal interest, which may influence his or her official duties. Example: Hiring of relatives without proper disclosures, approving a vendor who is related, benefiting from business information for his or her own account/benefit.
- **Embezzlement:** Misappropriate property entrusted to one's care for one's own use. Example: Inflation or falsification of bills, misappropriation of customer funds such as premium payments.
- **Falsification of Contracts, Reports or Records:** Falsification of records consists of altering, fabricating, falsifying, or forging all or any part of a document, contract or record for the purpose of gaining an advantage, or misrepresenting the value of the document, contract or record.
- **Securities Violations:** An infringement of the personal trading guidelines or indulging in insider trading, through the use of material non-public information for one's personal benefit, or of a friend or any third party.
- **Theft:** The act of stealing of data or of property/funds belonging to CK Birla Hospital for Women.
- **Violation of Company Policies:** Willful or innocent actions that are in direct violation of Company's policy, procedures, code of conduct, and/or implied contractual responsibilities.
- **Violation of law / regulations:** Willful or innocent violation of provisions of various laws applicable to the Company.
- **Workplace Misconduct:** Matters related to behaviour of employees at the workplace, harassment including sexual harassment, unfair treatment of Employees, etc.
- **Miscellaneous:** Abuse of authority; breach of contract; negligence causing substantial and specific danger to public health and safety; manipulation of Company's data/records; financial irregularities, including fraud, or suspected fraud; criminal offence; pilferage of confidential/propriety information; wastage/misappropriation of Company's funds/assets; breach of employee code of conduct or rules or policies; any other unethical, biased, favoured, imprudent event.

- **Others:** Include categories of Concerns, which do not fall under the categories above but may make the Employee suspect a breach of law or ethical principles or of any non-compliant activity.

## ANNEXURE II

### **A. Whistle blower Committee:**

The Whistle blower Committee shall comprise of the following:

- Group President HR, CK Birla Group
- Group General Counsel, CK Birla Group
- Group Finance Controller, CK Birla Group
- Any other members as may be co-opted on a case-to-case basis for effective redressal of a Concern.