SRI KAUVERY MEDICAL CARE (INDIA) LIMITED

CIN: U85110TN1997PLC039491

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MRC Nagar, Raja Annamalaipuram, Chennai – 600028

VIGIL MECHANISM / WHISTLE-BLOWER POLICY

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KAUVERY GROUP

1. Introduction

Kauvery believes in fair and transparent conduct of affairs by adopting highest standards of professionalism, integrity, ethics and honesty. Kauvery is committed to develop a culture where it is safe for all employees to raise concern about any poor or unacceptable practice and any event of misconduct. This Whistle-blower Policy aims to provide a framework to promote responsible and secure whistle-blowing. This policy aims to provide a channel to the employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation to this policy.

Kauvery is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the organization encourages its employees, who wish to raise a concern about serious irregularities within the company or who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

Kauvery has implemented a Vigil Mechanism in compliance with the requirements of Section 177 of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be applicable) and other applicable laws.

2. Objectives

2.1 To enable directors and employees to voice concerns in a responsible and effective manner

2.2 To provide a platform for directors and employees to disclose information internally, without fear of reprisal or victimization

2.3 To ensure that no director or employee of the Organization feels he/she is at a disadvantage while raising legitimate concerns

3. Scope

3.1 The Whistle-blower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

3.2 This policy aims to provide for adequate safeguards against victimization of employees who avails this mechanism and provide for direct access to Chairman of the Audit Committee/ Managing Director in exceptional cases.

3.3 This policy is intended to assist individuals who believe they have discovered any malpractice or impropriety. It is not designed to question financial or business decisions taken by Kauvery nor should it be used to reconsider any matters which have been investigated under the harassment, grievance or disciplinary policies and procedures.

3.4 This Policy 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 about a personal situation / particular person.

4. Eligibility

This policy is applicable to all current directors, employees on rolls, fixed term contracts, consultants, permanent or temporary or probationary in nature, students, apprentice, and all others providing services for Kauvery.

5. Definition

"Disciplinary Action" means any action that can be taken on the completion of / during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as deemed to be fit considering the gravity of the matter.

"Protected Disclosure" means a written communication of a concern, made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity, actual or suspected fraud under the Scope with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

"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.

"Whistle-blower" is an employee or anyone who comes under the scope of this policy as defined above, who makes a Protected Disclosure under this Policy, which could be in the form of fraud, corruption, unethical practices, violation of law in criminal nature, financial irregularities, etc. and is also referred in this policy as Complainant.

6. Coverage

A. Under this Whistle-blower Policy ('the Policy'), Employees and Directors of the Company can report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics, without fear of punishment for such disclosure or unfair treatment.

B. The complaints received under the Whistle-blower Policy/ Summary shall be placed before the Audit Committee for its consideration and recommendations to the Management. A dedicated email ID has been created and assigned for this purpose.

C. The Policy covers all malpractices and all unethical, illegal or improper activities including but not limited to the following matters:

   a. Abuse of authority
   b. Financial irregularities including fraud or suspected fraud
   c. Pilferage of confidential / proprietary information
   d. Misappropriation of company funds /property
   e. Breach of Code of Conduct & Ethics
   f. Negligence causing substantial and specific danger to public health and safety
   g. Leakage of Unpublished Price Sensitive Information
   h. Any other unethical or immoral or illegal events

D. The complaints received under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 shall be excluded from the scope of this Policy and be separately dealt by the Internal Complaints Committee as per the POSH Policy of the Company.

7. Manner of raising concern:

7.1 All Protected Disclosures should be reported by the employees (Complainant) in writing as soon as possible, after the Whistle-blower becomes aware of the same and should either be typed or written in a legible handwriting in English language.

7.2 The Protected Disclosure should be submitted under a covering letter signed by the Complainant in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle-blower policy" or sent through email with the subject "Protected disclosure under the Whistle-blower policy" to ensure confidentiality.

7.3 If the complaint is not super scribed and closed as mentioned above, the Protected Disclosure will be dealt with as if it is a normal disclosure.

7.4 All Protected Disclosures should be addressed to the e-mail ID: whistleblower@kauveryhospital.com

7.5 The contact details of the Competent Authority for addressing and sending the Protected Disclosure is as follows:

The Managing Director
TVH Beliciaa Tower-II, 7th floor, MRC Nagar 1st Lane,
MRC Nagar, Raja Annamalaipuram,
Chennai- 600028

7.6 The Contact details for addressing a Protected Disclosure to the Chairperson, Audit Committee are as follows:

Chairperson, Audit Committee,
Whistle-blower/Vigil Mechanism
C/o Group Company Secretary
TVH Beliciaa Tower-II, 7th floor, MRC Nagar 1st Lane,
MRC Nagar, Raja Annamalaipuram,
Chennai- 600028

7.7 The Group Company Secretary shall be the contact person for the purpose of this Policy and Whistle-blower Procedure.

7.8 In order to protect the identity of the Complainant, the Group Company Secretary will not issue any acknowledgement to the Complainants and they are not advised to neither write their name / address on the envelope nor enter into any further correspondence with the Group Company Secretary.

7.9 Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy. Anonymous / Pseudonymous disclosure shall not be entertained.

7.10 If a Whistle-blower does provide his or her name when making a Protected Disclosure, the Group Company Secretary shall conceal the identity of the Whistle-blower and process only the Protected Disclosure.

8. Investigation

8.1 All Protected Disclosures under this Policy will be recorded and thoroughly investigated by the reporting authority, the HoD & HR wherever required, either by themselves or by involving any other Officer of the Company / Committee constituted for the same /an outside agency and if deems fit, may call for further information or particulars from the complainant and at its discretion, for the purpose of investigation.

8.2 The Group Company Secretary will forthwith refer the matter to the Audit Committee of Kauvery, if any, as applicable.

8.3 The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

8.4 The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit.

8.5 The reporting authority, the HoD, HR and any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his / her concern / interest forthwith and shall not deal with the matter.

8.6 If initial enquiries indicate that the concern has no basis, or it is not a matter to be investigated / pursued under this Policy, it may be dismissed at this stage and the decision be documented. A summary of such decisions shall also be submitted in the Audit Committee meeting.

8.7 Where initial enquiries indicate that further investigation is necessary, this will be carried by either or together by the Group Company Secretary, Reporting Authority, HoD, Unit Head, Director, wherever applicable, depending on the gravity of the matter. The investigation would 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.

8.8 Name of the Whistle-blower shall not be disclosed unless required for the purpose of investigation.

8.9 Whistle-blowers shall refrain from obtaining evidence for which they do not have a right of access. Such improper access may itself be considered an improper activity.

8.10 Whistle-blowers shall be honest and display a high level of ethics and morality with the members of the investigating team or others to whom they make a report of alleged improper activities and shall set forth all known information regarding any reported allegations;

8.11 Whistle-blowers are not to 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 investigating authority.

9. Decision and Reporting:

9.1 If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit, based on the report of the Group Company Secretary, Reporting Authority, HoD, Unit Head, Director ("Investigating Authorities")

9.2 A Complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Investigating Authorities or the Managing Director or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the organization.

9.3 The Investigating Authorities shall finalize and submit the report to the Audit Committee within 45 days.

10. Guiding Principles

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, Kauvery will:

a. Ensure that the Whistle-blower and / or the person processing the Protected Disclosure is not victimized for doing so;
b. Treat victimization as a serious matter including initiating disciplinary action on such person /(s);
c. Ensure complete confidentiality;

d. Not attempt to conceal evidence of the Protected Disclosure;
e. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made / to be made;
f. Provide an opportunity of being heard to the persons involved especially to the Subject;

11. Confidentiality

The Complainant, Group Company Secretary, Reporting Authority, HoD, Unit Head, Director, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy and discuss only to the extent or with those persons as required under this Policy for completing the process of investigations and keep the related documentations and other information (either in hard copy or soft copy) in safe custody.

12. Protection

12.1 No unfair treatment will be meted out to a Whistle-blower by virtue of his / her having reported a Protected Disclosure under this Policy. 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 behaviour 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.

12.2 The identity of the Whistle-blower shall be kept confidential.

12.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle-blower

12.4 A Whistle-blower's right to protection from disciplinary action does not extend if he/she is involved in any issues that are the subject of the allegations or if such involvement emerges from an ensuing investigation

12.5 This Policy may not be used as a defense by an employee against whom an adverse personnel action has been taken for legitimate reasons or cause under organization's rules and policies.

13. Disqualifications

13.1 While 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.

13.2 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.

13.3 Whistle-blowers, who make any Protected Disclosures which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under organization's rules / Code of Conduct, as applicable.

This policy is subject to change at the discretion of the Board of Directors. For all interpretations of the policy, the Board's decision is final and binding.