

WHISTLE BLOWER POLICY – A VIGIL MECHANISM

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13 th July 2019	HR department & Legal department	Board of Directors	1.0

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 (HR Department)



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1. Preface

Tirupati Medicare Limited (“TML”) 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 behaviour. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for TML. In line with the commitment to conduct business of TML in a fair and transparent manner and commitment to open communication, TML has formulated this policy to provide a formal mechanism for all employees of the Company to approach the Ethics Officer of the Company and make Protected Disclosures about the unethical behaviour, actual or suspected fraud or violation of the Code or other internal policies of the Company. The Policy requires every Employee to promptly report to the management any actual or possible violation of the Code or any event that he becomes aware of that could have a detrimental effect on the business or reputation of the Company and provides assurance that they will be protected from any form of reprisals or victimization as a result of whistleblowing.

2. Definitions

- 2.1. “**Code**” means Tirupati Medicare Limited’s Code of Conduct as uploaded on its website www.tirupatigroup.co.in.
- 2.2. “**Employee**” means every individual on the employee payroll of TML (whether in India or abroad), consultants and includes non-executive and independent directors.
- 2.3. “**Policy**” means the Whistle Blower Policy.
- 2.4. “**Protected Disclosures**” means any communication made in good faith that discloses or demonstrates information that may evidence actual or suspected unethical conduct or a violation of the internal policies of TML.
- 2.5. “**Subject**” means a person against or in relation to whom a Protected Disclosures has been made or evidence gathered during the course of an investigation.
- 2.6. “**TML**” or “**Company**” means Tirupati Medicare Limited and its subsidiaries.
- 2.7. “**Whistle Blower**” or “**Complainant**” means a person making a Protected Disclosure under this Policy. Whistle Blower includes Employees (current and past), clients, vendors, suppliers, contractors, auditors, agents, regulatory agencies and any other third party intermediaries engaged to conduct business on behalf of TML.

3. Guidelines

- 3.1 The Protected Disclosures must be supported by all factual evidences, to the extent available, to substantiate the allegations against the Subject and facilitate carrying out an investigation. Such Protected Disclosures along with the evidences shall be made, preferably, within 30 (thirty) days from when the unethical conduct or irregularity is discovered. The Protected Disclosures should not be based on hearsay evidence or other forms of informal communication.
- 3.2 The Whistle Blower's role is merely that of a reporting party. Neither can they assume the role of an investigators nor determine the appropriate corrective or remedial action that may be warranted.
- 3.3 While this Policy is intended to protect genuine Whistle Blowers from any unfair treatment as a result of their disclosures, any misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. A Whistle Blower, who makes complaints with mala fide intention and which are subsequently found to be false will warrant strict disciplinary action.
- 3.4 It is advised that Whistle Blowers should disclose their identity while making Protected Disclosures so as to allow follow - up communications and clarifications to aid an effective investigation. Although Protected Disclosures made anonymously will be entertained, however, the decision to carry out a full – fledged investigation will depend on a preliminary assessment of the facts disclosed under the anonymous complaint.
- 3.5 This Policy is not, however, intended to question financial or business decisions taken by TML nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of TML. Further, this Policy is not intended to cover employment related or other personal grievances.
- 3.6 To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, TML will:
 - 3.6.1 Ensure that the Whistle Blower is not victimized for making a Protected Disclosure;
 - 3.6.2 Treat victimization as a serious matter including initiating disciplinary action against such individual(s);
 - 3.6.3 Ensure complete confidentiality;

- 3.6.4 Take disciplinary action, if any one destroys or conceals evidence in relation to the Protected Disclosures made;
 - 3.6.5 Follow due process and principles of natural justice. More specifically, a fair opportunity of being heard must be provided to the Subject and other persons involved, if any.
- 3.7 The Policy covers all instances of actual or suspected unethical conduct, *inter alia*, events involving:
- 3.7.1 Abuse of authority;
 - 3.7.2 Negligence causing substantial and specific danger to public health and safety;
 - 3.7.3 Manipulation of company data/records;
 - 3.7.4 Financial irregularities, including fraud, or suspected fraud;
 - 3.7.5 Sexual harassment;
 - 3.7.6 Criminal offence;
 - 3.7.7 Pilferage of confidential/propriety information;
 - 3.7.8 Deliberate violation of law/regulation;
 - 3.7.9 Wastage/misappropriation of company funds/assets;
 - 3.7.10 Breach of Code of Conduct or other internal policies framed by the Company from time to time; and
 - 3.7.11 Any other unethical, biased, imprudent event which affects conducting of business affairs of TML in a fair and transparent manner.

4. Procedure

- 4.1. All Protected Disclosures should be reported in writing as soon as possible, but not later than 30 (thirty) days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting.
- 4.2. All Protected Disclosures should be addressed to the Ethics Officer in a sealed envelope marked as "Whistle Blower - Private & Confidential" or should be emailed to the Ethics Officer at complianceofficer@tirupatigroup.co.in. In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation or the Protected

Disclosures is against the Ethics Officer himself, he/she can directly approach the Chairman of the Ethics Committee.

4.3. For the purpose of providing protection to the Whistle Blower, the Whistle Blower should preferably disclose his/her identity only in the covering letter accompanying the Protected Disclosures.

4.4. The contact details of the Ethics Officer are as under:

Designation	Ethics Officer / Compliance Officer
EMAIL	complianceofficer@tirupatigroup.co.in

4.5. If a Protected Disclosures is received by any executive of TML other than the Ethics Officer, the same should be forwarded to the Ethics Officer for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.

4.6. Whistle Blower must provide the background, history and reason for the concern, together with names, dates, places and as much information as possible.

5. Investigation

5.1 All Protected Disclosures under this policy will be recorded and appropriately investigated. The Ethics Officer may carry out an investigation either himself/herself or by involving any other officer of TML or through an outside agency as he may deem fit.

5.2 The investigation is to be treated as a neutral fact - finding process. The outcome of the investigation may not support the conclusion that an improper or unethical act was committed.

5.3 Where a Protected Disclosures concerns the Ethics Officer, the Chairman of the Ethics Committee shall be responsible for determining whether the investigation be conducted under his direct supervision or he may authorize any other member of Ethics Committee to carry out the investigation.

5.4 Subjects shall fully cooperate with the investigating officer to enable an effective examination of all possible aspects of the reported matter. Subjects will normally be informed of the allegations at an appropriate stage, and shall be given sufficient

opportunities to respond to the allegations made against them. Subjects will also be given the opportunity to respond to material findings contained in the investigation report.

- 5.5 If, at the conclusion of its investigation, it is determined that a violation has occurred and the allegations stand substantiated, effective remedial action commensurate with the severity of the offence shall be taken. This may include disciplinary action against the Subject. The Company reserves the right to refer any concerns regarding the reported matter to the appropriate external regulatory authorities.
- 5.6 The investigation shall ordinarily be completed within 60 days of the receipt of the Protected Disclosures and any delay beyond 60 days will be justified in the investigation report.
- 5.7 The written report of the investigation shall be circulated by the Ethics Officer to the Ethics Committee at the conclusion of the investigation. If any member of the Ethics Committee is the Subject, then in such case the report shall be submitted to the Board of Directors.

6. Protection to Whistle Blower

- 6.1. No person who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer unfair treatment such as retaliation, threat, discrimination or adverse employment consequences. Accordingly, TML strictly prohibits discrimination, retaliation or harassment of any kind against a Whistle Blower.
- 6.2. No employee or external agency shall exercise direct or indirect abuse of its authority to obstruct the Whistle Blower's right to perform his/her duties/functions during routine daily operations.
- 6.3. Any personnel who retaliates against a Whistle Blower who has raised a concern in good faith, will be subject to strict disciplinary action leading up to and including immediate termination of employment and any other action as TML may deem fit.
- 6.4. If any Whistle Blower who makes a disclosure or complaint in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to the Ethics Officer.

6.5. Any other employee/business partner assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

7. Reporting

7.1 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.

7.2 A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Board of Directors.

8. Auditing

The Ethics Committee under the overall supervision of the Board of Directors shall annually audit the whistle blower mechanism of the Company with respect to the complaints received and resolved throughout the year. The Ethics Committee shall also review the policy to consider whether any amendments are necessary.

9. Confidentiality

9.1 The Whistle Blower, the Subject, the Ethics Officer and everyone involved in the process of investigation shall:

9.1.1. maintain complete confidentiality/secretcy of the matter;

9.1.2. not discuss the matter in any informal/social gatherings/ meetings;

9.1.3. discuss only to the extent or with the persons required for the purpose of completing the process and investigations;

9.1.4. not keep the papers unattended anywhere at any time; and

9.1.5. keep the electronic mails/files password protected.

9.2 If anyone is found not complying with the above, he/ she shall be liable for disciplinary action.

10. Retention of Documents

All Protected Disclosures along with the results of the investigation consequent thereto, shall be retained for a period of 8 (eight) years or such other period as specified by any other law in force, whichever is higher.

11. Amendment

TML reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. On being so amended, the updated Policy shall be communicated to all Employees and business partners by way of the Company's website www.tirupatigroup.co.in