

# **ANDROMEDA HOSPITALS & HEALTHCARE PRIVATE LIMITED**

**CIN: U74999DL2015PTC284852**

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India, 110034**

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## **WHISTLE BLOWER POLICY**

For ANDROMEDA HOSPITALS & HEALTHCARE PVT. LTD.  
*Arun Kumar Goel*  
Director



## INTRODUCTION:

- i. As per the requirements of the Section 177 of the Companies Act, 2013, every listed company and such class or classes of companies as prescribed in the Companies (Meetings of Board and its Powers) Rules, 2014 is required to establish a vigil mechanism through the "Whistle Blower Policy" for directors and employees to report concerns of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.
- ii. Andromeda believes in the conduct of affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior and is committed to developing a culture where it is safe for all employees to raise concerns about any unacceptable practice or any event of misconduct. The organization provides a platform for directors and employees to disclose information internally, which he/she believes shows serious malpractice, impropriety, abuse or wrongdoing within the company without fear of reprisal or victimization. Further, assurance is also provided to directors and employees that prompt action will be taken to investigate complaints made in good faith.
- iii. Under these circumstances, ANDROMEDA HOSPITALS & HEALTHCARE PRIVATE LIMITED ("Andromeda" / the "Company") being a Private Limited Company proposes to establish the said Whistle Blower Policy under the borrowing criteria.

Being a private Limited Company, the Company is not required to constitute Audit Committee; however, the Board of directors shall nominate a director to play the role of the audit committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.

## 1. OBJECTIVES:

The following are the objectives:

- i. To enable directors and employees to voice concerns in a responsible and effective manner.
- ii. To provide a platform for directors and employees to disclose information internally, without fear of reprisal or victimization.
- iii. To enable disclosure of information, independently of line management to ensure that no director or employee of the Organization feels he/she is at a disadvantage while raising legitimate concerns.

## 2. SCOPE OF THE POLICY

- i. Whistleblower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.
- ii. This policy is an extension of the "Andromeda/Company" Code of Conduct. Whistle Blowers should not act on their own in conducting any investigation activities.
- iii. Any untrue allegations will not be taken up or investigated.
- iv. 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 the firm, nor should it be used to reconsider any matters which have been investigated under the harassment, grievance or disciplinary policies and procedures.

## 3. COVERAGE:

For ANDROMEDA HOSPITALS & HEALTHCARE PVT. LTD.

*[Signature]*  
Director



It covers all malpractices and events (hereinafter referred to as "Concerns") which have taken place / suspected to take place which includes a whole variety of issues listed below:

- i. Any unlawful Act, whether criminal or a breach of the civil law.
- ii. Breach of any Policy or Manual or Code adopted by the Company
- iii. Abuse of power/authority (through physical, sexual, psychological or financial abuse, exploitation or neglect)
- iv. Negligence causing substantial and specific danger to public health and safety
- v. Manipulation of company data/records
- vi. Financial irregularities, including fraud, or suspected fraud
- vii. Perforation of confidential/propriety information
- viii. Deliberate violation of law(s)/regulation(s)
- ix. Wastage/misappropriation of company funds/assets
- x. Breach of employee Code of Conduct or Rules; and
- xi. Any other unethical or improper conduct

#### 4. DEFINITIONS

**"Alleged wrongful conduct"** shall mean violation of law, non-compliance or default in complying with the Company rules, unethical behaviour or violation of the Company's Code of Conduct, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

**"Board"** means the Board of Directors of the Company.

**"Company"** means ANDROMEDA HOSPITALS & HEALTHCARE PRIVATE LIMITED and all its offices.

**"Designated Director"** means designated director nominated by the Board to play the role of the audit committee for the purpose of Vigil Mechanism.

**"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 all the present employees and whole-time directors of the Company (Whether working in India or abroad).

**"Policy"** means the vigil mechanism policy of the company

**"Protected Disclosure"** means a concern raised by an employee or group of employees of the Company, through written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title "scope of the policy" with respect to the Company. It should be factual and not speculative or in the nature of an interpretation/conclusion 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.

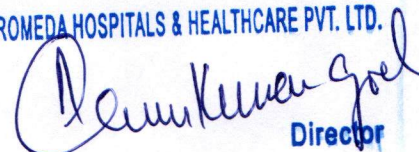
**"Vigilance Officer"** means an officer appointed to receive protected disclosures from whistleblowers, maintaining records thereof, placing the same before the Designated Director for its disposal and informing the Whistle Blower the result thereof.

**"Whistle Blower"** is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

#### 5. ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company. A person who has resigned from the

For ANDROMEDA HOSPITALS & HEALTHCARE PVT. LTD.

  
Director



services of the company and is serving the notice period, is not eligible to make protected disclosures under the policy in relation to the matters concerning the Company.

#### 6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- i. All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in legible handwriting in English, Hindi or relevant regional language.
- ii. The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as "Protected disclosure under the Whistle Blower policy". Alternatively, the same can also be sent through email with the subject "Protected disclosure under the Whistle Blower policy". If the complaint is not superscribed and closed as mentioned above, it will not be possible for the Designated Director to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants, and they are not advised either to write their name/address on the envelope or enter into any further correspondence with the Vigilance Officer. Vigilance Officer shall assure that in case any further clarification is required he will get in touch with the complainant.
- iii. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.
- iv. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. Vigilance Officer / Designated Director as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- v. All Protected Disclosures should be addressed to Vigilance Officer of the Company or to the Designated Director in exceptional cases. The contact details of Vigilance Officer are as under: -

**Name: Mr. Nitin Gajanan Zamre**

**Address: 3<sup>rd</sup> Floor, House No. 390, Gayatri Sadan, Kohat Enclave, Pitampura, Delhi 110034**

**Email: nzamre10@gmail.com**

**Mobile: 9971207779**

- vi. Protected Disclosure against Vigilance Officer should be addressed to the Designated Director of the Company.

The contact details of the Designated Director are as under:

**Name: Dr. Arun Kumar Goel**

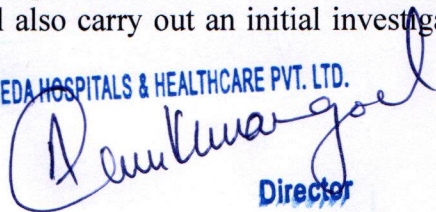
**Address: 3<sup>rd</sup> Floor, GD-13, Vishakha Enclave, Pitampura, Delhi 110034**

**Email: arun.goel07@gmail.com**

**Mobile: 9811115426**

On receipt of the protected disclosure the Vigilance Officer, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out an initial investigation

For ANDROMEDA HOSPITALS & HEALTHCARE PVT. LTD.

  
Director



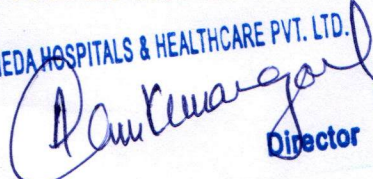
either himself or by involving any other officer of the Company or an outside agency before referring the matter to the Designated Director for further appropriate investigation and needful action. The record will include:

1. Brief facts.
2. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof.
3. Whether the same Protected Disclosure was raised previously on the same subject.
4. Details of actions taken by Vigilance Officer for processing the complaint.
5. The recommendations of the Vigilance Officer.

The Vigilance officer may call for further information, details or particulars from the Complainant the Whistle Blower shall be provided ongoing support and protection from any adverse treatment as a result of his/her actions. Any victimization or detrimental action taken against the Whistle Blower as a result of his/her allegation would be treated as a serious matter by the Company and appropriate action ensured.

## 7. INVESTIGATION

- i. All protected disclosures under this policy will be recorded and thoroughly investigated. Designated Director may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.
- ii. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.
- iii. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- iv. Subject(s) shall have a duty to co-operate with Vigilance Officer or any of the Officers appointed by it in this regard.
- v. Subject(s) have a right to consult with a person or persons of their choice, other than "Vigilance Officer / Investigators / Whistle Blower".
- vi. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- vii. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrongdoing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- viii. Subject(s) have a right to be informed of the outcome of the investigations. 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.

For ANDROMEDA HOSPITALS & HEALTHCARE PVT. LTD.  
  
Director



- ix. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Designated Director deems fit.

## 8. DECISION AND REPORTING

- i. If an investigation leads Vigilance Officer / Designated Director to conclude that an improper or unethical act has been committed, Vigilance Officer / Designated Director shall recommend to the management of the Company to take such disciplinary or corrective action as he 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.
- ii. Vigilance Officer shall submit a report to the Designated Director on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- iii. In case the Subject is the director/CEO of the Company, the Designated Director after examining the Protected Disclosure shall appropriately and expeditiously investigate the Protected Disclosure.
- iv. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to Vigilance Officer shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

## 9. GUIDING PRINCIPLES:

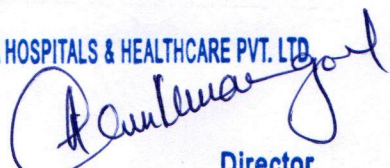
The complainant, Vigilance Officer, the Subject and everybody involved in the process shall:

- i. Maintain confidentiality of all matters under this Policy.
- ii. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure are not victimized for doing so.
- iii. Treat victimization as a serious matter including initiating disciplinary action on the concerned person(s).
- iv. Initiate disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made/to be made.
- v. Provide an opportunity of being heard to the persons involved, especially the Subject.

## 10. DISCIPLINARY ACTION:

- i. 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. 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

For ANDROMEDA HOSPITALS & HEALTHCARE PVT. LTD.



Director



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.

- ii. 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.
- iii. A Whistle Blower may report any violation of the above clause to the Designated Director, who shall investigate into the same and recommend suitable action to the management.
- iv. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Designated Director is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.
- v. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle-blower.
- vi. Provided however that the complainant before making a complaint has a reasonable belief that an issue exists, and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Designated Director shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

#### 11. ACCESS TO DESIGNATED DIRECTOR

The Whistle Blower shall have the right to access the Designated Director directly in exceptional cases.

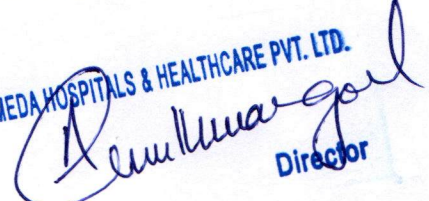
#### 12. COMMUNICATION

A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in the notice board and the website of the company.

#### 13. 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 period of 2 (two) years or such other period as specified by any other law in force, whichever is more

#### 14. ADMINISTRATION AND REVIEW OF THE POLICY

For ANDROMEDA HOSPITALS & HEALTHCARE PVT. LTD.  
  
Director



The Chief Financial Officer shall be responsible for the administration, interpretation, application and review of this policy. The Chief Financial Officer also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Board.

#### 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 and Directors unless the same is notified to them in writing

For ANDROMEDA HOSPITALS & HEALTHCARE PVT. LTD.  
*Ankur*  
Director