



**CENTRE FOR DIGESTIVE AND KIDNEY  
DISEASES (INDIA) PRIVATE LIMITED**

**(CIN: U85110MH2004PTC146014)**

**WHISTLE BLOWER POLICY**

**(VIGIL MECHANISM)**

Subject	Recommended By	Approved By	Effective Date	Version No
Whistle Blower Policy (Vigil Mechanism )	Audit Committee	Board of Directors	15 <sup>th</sup> November 2016	1.0

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## 1.0 PREAMBLE

- 1.1 The Company 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.
- 1.2 The Company is committed to developing a culture where it is safe for all employees to raise concern about any poor or unacceptable practice and any event of misconduct.
- 1.3 Section 177 read with Rule 7 of The Companies (Meetings of Board and its Powers), 2014, inter-alia, provides, a mandatory requirement, for all companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees, to establish a mechanism called “Whistle Blower Policy (Vigil Mechanism)” for their directors and employees to report to the management instances of unethical behaviour, actual or suspected, fraud, including their genuine concerns or grievances.
- 1.4 Amendments, from time to time, to the Policy, if any, shall be considered by the Board based on the recommendations of the Audit Committee.

## 2.0 OBJECTIVE

- 2.1 The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing.
- 2.2 The Whistle Blower Policy (Vigil Mechanism) aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the policy.
- 2.3 The Company 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 Company 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.
- 2.4 The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
- 2.5 This 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.

## 3.0 DEFINITIONS

- 3.1 “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.

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- 3.2 **“Employee”** means every employee of the Company (whether working in India or abroad).
- 3.3 **“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 under the title “SCOPE OF THE POLICY” 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.
- 3.4 **“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.
- 3.5 **“Vigilance Officer / Vigilance Committee or Committee”** is a person or Committee of persons nominated / appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- 3.6 **“Whistle Blower”** is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

#### 4.0 POLICY COVERAGE

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

- a) Abuse of authority;
- b) Breach of contract;
- c) Negligence causing substantial and specific danger to public health and safety;
- d) Manipulation of company data / records;
- e) Financial irregularities, including fraud, or suspected fraud;
- f) Criminal offence;
- g) Pilferation of confidential / propriety information;
- h) Deliberate violation of law / regulation;
- i) Conflict of interest in discharging duties;
- j) Wastage / misappropriation of company funds / assets;
- k) Breach of employee Code of Conduct / Ethics Policy or Rules, if applicable; and
- l) Any other unethical, biased, favoured, imprudent event.

4.2 Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

#### 5.0 ELIGIBILITY

5.1 All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

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## 6.0 MANNER OF RAISING CONCERN

- 6.1 All Protected Disclosures should be reported by Employees in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.
- 6.2 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**”.
- 6.3 If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.
- 6.4 All Protected Disclosures should be addressed to the Vigilance Officer / Company Secretary of the Company or to the Chairman of the Audit Committee in exceptional cases.
- 6.5 The contact details of the Vigilance Officer / Company Secretary are as under:

Name & Address: The Company Secretary, Centre for Digestive and Kidney Diseases (India) Private Limited, Global Hospital – Super Speciality & Transplant Centre, 35, Dr E. Borges Rd, Hospital Avenue, Parel, Mumbai – 400012, Maharashtra, India, or through an email at [vigilanceofficer.wbp@globalhospitalsindia.com](mailto:vigilanceofficer.wbp@globalhospitalsindia.com).

- 6.6 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 neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.
- 6.7 Whistle Blower must put his / her name to allegations. Anonymous / Pseudonymous disclosure shall not be entertained.
- 6.8 On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

## 7.0 INVESTIGATION

- 7.1 All Protected Disclosures under this policy will be recorded and thoroughly investigated. On receipt of Protected Disclosure, the Vigilance Officer will forthwith refer the matter to the Audit Committee of the Company.
- 7.2 The Audit Committee shall carry out an investigation either by itself 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.

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- 7.3 The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.
- 7.4 The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.
- 7.5 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.
- 7.6 If initial enquiries by the Committee 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 is documented.
- 7.7 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by a designated Vigilance Officer / Whistle Officer / Committee nominated by the Audit Committee for this purpose. 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.
- 7.8 Name of the Whistle Blower shall not be disclosed to the Whistle Officer / Committee unless required for the purpose of investigation.
- 7.9 Whistleblowers 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;
- 7.10 Whistleblowers 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;
- 7.11 Whistleblowers 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;

## **8.0 DECISION AND REPORTING**

- 8.1 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.
- 8.2 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.
- 8.3 A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board. The complaints as and when they come, will be numbered to keep a track and reference – which will be as “ddmmyy-n” (where d=date, m=month, y=year, n=the case number)

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8.4 A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

8.5 The Audit Committee shall:

(i) Make a detailed written record of the Protected Disclosure. The record will include:

- (a) Facts of the matter;
- (b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- (c) Whether any Protected Disclosure was raised previously against the same Subject;
- (d) The financial / otherwise loss which has been incurred / would have been incurred by the Company.
- (e) Findings of Whistle Officer / Committee; and
- (f) The recommendations of the Whistle Officer / Committee on disciplinary / other action(s).

(ii) The Whistle Officer / Committee, wherever appointed shall finalise and submit the report to the Audit Committee within 30 days of being nominated / appointed, unless more time is required under exceptional circumstances.

8.6 On submission of report, the designated Whistle Officer / Committee shall discuss the matter with Audit Committee which shall either:

- (a) 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;
- (b) In case the Protected Disclosure is not proved than the matter shall be dismissed; or
- (c) Depending upon the seriousness of the matter, the Audit Committee can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.
- (d) In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation or the decision, then he / she can make a direct appeal to the Board.

## 9.0 GUIDING PRINCIPLES

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

- a) Ensure that the Whistle Blower and / or the person processing the Protected Disclosure is not victimized for doing so;

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- 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
- f) made / to be made;
- g) Provide an opportunity of being heard to the persons involved especially to the Subject;

## 10.0 CONFIDENTIALITY

10.1 The complainant, Vigilance Officer, Whistle Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

## 11.0 PROTECTION

11.1 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 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.

11.2 The identity of the Whistle Blower shall be kept confidential.

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

11.4 A whistleblower'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.

11.5 This Policy may not be used as a defence by an employee against whom an adverse personnel action has been taken for legitimate reasons or cause under Company rules and policies.

## 12.0 DISQUALIFICATIONS

12.1 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.

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12.2 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.

12.3 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 Company's rules / Code of Conduct, as applicable.

### 13.0 ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

### 14.0 DISSEMINATION OF POLICY

14.1 This policy shall be disseminated to all Directors, Employees and other concerned persons of the Company and shall be hosted on the website of the Company.

### 15.0 RETENTION OF DOCUMENTS

15.1 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 5 (five) years or such other period as specified by any other law in force, whichever is more.

### 16.0 AMENDMENT

16.1 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 Directors and employees unless the same is not communicated in the manner described as above.

### 17.0 CONTACT FOR ANY CLARIFICATION

17.1 For any clarification/ assistance pertaining to the policy, please approach the Vigilance Officer / Company Secretary of the Company at Email ID: [vigilanceofficer.wbp@globalhospitalsindia.com](mailto:vigilanceofficer.wbp@globalhospitalsindia.com).

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