

ROYALCARE SUPER SPECIALITY HOSPITAL LIMITED

WHISTLE BLOWER / VIGIL MECHANISM POLICY

ROYALCARE HOSPITAL believes in doing its activities in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. This policy lays down the principles and standards that should govern the actions of Royalcare Hospitals and by our directors/employees. Any actual or potential violation irrespective of its importance or perceived as such, would be a matter of serious concern for the company. The role of our directors/employees in pointing out such violations of the Code cannot be undermined.

1. Purpose

The Companies Act, 2013 and the rules framed thereunder mandated that a vigil mechanism be established for the directors and employees to report their concerns or grievances to be overseen by the Audit Committee. Every director or employee of Royalcare Hospitals shall promptly report to the management any actual or possible violation of the Policy or an event he becomes aware of that could affect the business or reputation of our units as well as the company or any group company. Accordingly, this Vigil Mechanism /Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for director and employees of the Company to approach the higher authority of the Company.

2. Scope

All directors and employees who support the operations of Royalcare Hospitals and allotted/engaged to work in the hospitals, offices and premises managed and or operated by Royalcare Hospitals in India.

3. Definition

- “**Audit Committee**” means the Audit Committee constituted by the Board of Directors in accordance with Section 177 of the Companies Act, 2013
- “**Employees**” means all the employees of the Company including the contractual employees of the Company.
- “**Protected Disclosure**” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- “**Whistle Blower**” means a director or employee making a Protected Disclosure under this Policy.
- “**Subject**” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- “**Investigators**” mean those persons authorised, appointed, consulted or approached by the by the chairperson of the audit committee or Management.

4. Details of the Policy

- The Whistle Blower's role is that of a reporting person with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- Whistle Blowers should not 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 Investigators.
- The whistle blower shall co-operate for completing the investigation process and should always be available for providing any additional information and help for completing the investigation.

Disqualification

- While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action.
- Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Company would reserve its right to take appropriate disciplinary action.

5. Procedure

- All Protected Disclosures should be addressed to the Chairperson of the Audit Committee, the contact details of the Chairperson of the Audit Committee are as under:

Mr.K.Muthusamy., the Chairman, Audit Committee
Royalcare Super Speciality Hospital Limited
No 1/520, Neelambur, Sulur Taluk, Coimbatore-641062.
Mobile No.91 6379082818 E- mail id Muthusamy.ksamy@gmail.com

- Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and 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.
- The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the audit committee for investigation.
- Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

6. Investigation

- All Protected Disclosures reported under this Policy will be thoroughly investigated by the appointed audit committee who will investigate the investigations under the authorisation of the chairperson of the Audit Committee.
- The Audit Committee may at its discretion, consider involving any other Investigators for the purpose of investigation after approval from chairman of the audit committee.
- The decision to conduct an investigation taken by the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- Subjects shall have a duty to co-operate with the Audit Committee or any of the Investigators during investigation to the extent that such co-operation sought does not merely require them to admit guilt.
- Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure

7. Protection

No unfair treatment will be given 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 authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure.

8. Investigators

- Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.
- Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

9. Decision

The findings of investigation shall be submitted to the chair person for appropriate decision. 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 associate conduct and disciplinary procedure.

10. Modifications / amendments

The Company reserves right to amend this policy either in whole or in part, at any time. Any such amendment shall take effect from the date on which it is approved by the Board of Directors of the Company.