

KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

WHISTLE BLOWER / VIGIL MECHANISM POLICY

1. Philosophy

KMCH believes that every employee is a trustee of its stakeholders and must adhere to the Company's Code of Conduct (hereinafter referred to as 'KMCH Code') and conduct himself or herself at all times in a professional and ethical manner. Any digression or transgression of the KMCH Code shall entitle an employee or director or key managerial personnel to report such digression or transgression as per this policy.

2. Purposes

The "Whistleblower / Vigil Mechanism Policy" encourages Directors and employees (hereinafter referred to as 'employees') to bring to the Company's attention, instances of unethical behaviour, actual or suspected incidents of fraud or violation of the KMCH Code, that could adversely impact the Company's operations, business performance and / or reputation. Reputational damage is considered as the ultimate damage which money cannot compensate. The Company will investigate such reported incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld.

3. Policy

It is KMCH's Policy:

- To create an environment where every employee feels free and secure to report specific incidents of unethical behaviour, actual or suspected incidents of fraud or violation of the KMCH Code;
- To investigate such reported incidents in a fair manner;
- To take appropriate disciplinary action against the delinquent employee(s);
- To ensure that no employee is victimised or harassed for bringing such incidents to the attention of the Company.

The Policy and its practice will be overseen by the Audit Committee. Mr.A.M.Palanisamy, Director and Chair Person of the Audit Committee shall be the first contact person who can be contacted through his hand phone number 9843077556, email id: ampalanisamy@yahoo.co.in for reporting under this Policy (hereinafter referred to as Contact Authority).

4. Reporting Mechanism

- a. Employees are encouraged to bring to the attention of the Company or the Contact Authority incidents pertaining, inter alia, to:
 - Illegal or unethical conduct including that which adversely affects investors, shareholders, customers, suppliers, other employees, or the business performance or image or reputation of the Company;
 - Violation of any law or regulation including actual or suspected fraud;
 - Conflict of interest with the Company;
 - Leaking of confidential or proprietary information of the Company;
 - Any other violation of the KMCH Code.

- b. A Whistleblower complaint may be made by any employee (hereinafter referred to as the 'complainant'). Such complaint should be sent to his or her immediate reporting authority, with copies to the relevant Divisional Chief Executive / Head of Corporate Department and the Head of Corporate Human Resources, with a copy to the Contact Authority. Anonymous complaint will not be entertained. If the complainant has reasons to believe that the concerned immediate reporting authority or his / her superior is involved in the suspected violation, the complaint may be addressed directly to the Head of Corporate Human Resources.

- c. Complaint by or against key managerial personnel, senior management including functional heads should be made to the Contact Authority directly with a copy to the Company Chairman.

- d. Complaint shall be made in writing and must include as much information about the suspected violation as the complainant can provide. It should describe:
 - the nature, period of commission and details of the alleged violation;
 - the identities of the persons suspected to have committed the alleged violation; and

- a description of the documents that would prove or relate to the suspected violation.
- e. Employees are encouraged to report such incidents as early as possible, in any case within 30 days of the suspected violation / breach noticed by him / her, so that timely action can be taken.
- f. The Divisional Chief Executive / Head of Corporate Department or the Head of Corporate Human Resources or Contact Authority, as the case may be provide an acknowledgement in writing to the complainant within 5 days of the receipt of such a complaint.

5. Investigation

- Upon receipt of a complaint (other than by or against key managerial personnel or senior management, including functional heads), the Head of Corporate Human Resources, should keep the Contact Authority informed about the first hand information and shall make an assessment thereof and on being satisfied as to the seriousness and credibility of the complaint, direct the complaint for investigation, in consultation with the General Counsel, the Internal Audit Department of the Company, order a limited investigation or full fledged investigation.
- In order to enable proper investigation, the Contact Authority upon consultation with the key managerial person concerned / functional head can order suspension of the employee against whom a complaint is made.
- All employees have a duty to cooperate in an investigation.
- All information disclosed during the course of an investigation, including the identity of the complainant, will be kept confidential, except as necessary or appropriate to disclose for the purposes of the investigation or where required to be statutorily disclosed.
- The report of the investigation shall be submitted by the Internal Audit Department to the Head of the Department alongwith reasoning and supporting material and a copy of the same shall be sent to the Contact Authority. Depending on the materiality, the investigation findings will be reported to the Audit Committee or to the Board of Directors, as the case may be.
- Complaint by or against key managerial personnel and senior management including functional heads will be investigated as directed by the Audit Committee or the Board of Directors, as the case may be.

- If the Contact Authority / the Audit Committee determines that a prima facie violation has occurred, it shall recommend to the key managerial personnel or the functional head concerned to take appropriate action which may include disciplinary proceedings against the violator, including termination of employment and launch of police complaint, if necessary.

6. No Retaliation

- This Policy is intended to encourage and enable employees to raise bonafide concerns. No employee who reports a violation shall suffer any harassment, retaliation or adverse employment condition as a consequence of such reporting.
- Any employee who retaliates against a person reporting a violation will be subject to disciplinary proceedings, which may extend to termination of employment.

7. Complaint to be made in good faith

- A complainant must act in good faith and have reasonable grounds for forming a belief that his or her complaint constitutes a violation as described under Clause 4(a).
- This Policy must not be used as a tool for victimisation, making false allegation or acting malafide. Frivolous complaints shall be dealt with stringently.
- Any person who is found to be making baseless, reckless, malicious or deliberately false allegation, shall be subject to disciplinary proceedings, which may extend to termination of employment.