

VASAN HEALTH CARE PRIVATE LIMITED

VIGIL MECHANISM

(WHISTLE BLOWER POLICY)



Updation and Effective Date: With the approval of the Board pursuant to its resolution dated 27th September, 2023. The policy shall be effective from 01st October, 2023.

Scope and Purpose:

Vasan Health Care Private Limited (the "Company") is committed to conducting its business by adopting the highest standards of professional integrity and ethical behavior. The organization has been aiming at developing an open and transparent culture where it is safe for all employees and stakeholders to raise their concern about any unacceptable and unethical practices, including misconduct and provide reassurance that they will be protected from reprisals or victimization for whistle blowing in good faith.

The Company is committed to adopting procedures to receive and address any concern or complaint regarding questionable accounting or auditing matters, internal controls, disclosure matters, reporting of fraudulent practices, employee misconduct, health, safety and environmental issues which cannot be resolved through normal management channels.

Pursuant to Section 177 of the Companies Act, 2013, as amended (the "Companies Act"), Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended (the "Rules") every listed company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances.

The vigil mechanism shall provide for adequate safeguards against victimization of directors, employees or any other persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee in appropriate or exceptional cases.

Policy Statement

This vigil mechanism/whistle-blower policy (this "Policy") aims:

- 1) To allow and encourage all directors, employees, customers, business



associates, agents, consultants and other stakeholders to freely communicate concerns about suspected unethical behaviour, malpractice, wrongful conduct, fraud, violation of the Company's policies including its Code of Conduct, violation of law, rules and regulations or questionable accounting or auditing matters by any employee/director in the Company (hereinafter referred to as "Whistle Blower") without fear of reprisal.

- 2) To ensure timely and consistent organizational response and thereby ensuring complete transparency in the organization.
- 3) To prohibit initiation of adverse action against a Whistle Blower as a result of the disclosure of any Wrongful Conduct (as defined below).
- 4) To build and strengthen a culture of transparency and trust in the organization.
- 5) To take suitable action against any whistle blower, who make repeated frivolous/ bogus or vague complaints, where the allegations made against any Employee(s)/Director(s) do not establish.

Scope of the Policy

This Policy is an extension of the Code of Conduct of the Company.

The Whistleblower's role is that of a reporting party 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.

Whistleblowers 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 Vigilance and Ethics Officer of the Company.

The Policy covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

- Breach of Business Integrity and Ethics
- Breach of terms and conditions of employment and rules thereof
- Intentional Financial irregularities, including fraud, or suspected fraud

- Deliberate violation of laws/regulations
- Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
- Manipulation of Company's data and records including computer files /data
- Perforation of confidential/proprietary information
- Gross Wastage/misappropriation of Company funds/assets
- Forgery, falsification or alteration of documents
- Instances of leak of Unpublished Price Sensitive Information (UPSI)
- Any other unethical or improper conduct.

Following types of complaints / issues shall not be considered in the scope of this Policy until and unless such matter is specifically covered in any of the circumstances mentioned above:

- a) Issue raised, relates to personal grievances or employment, such as
 - Superior- Subordinate Relationship,
 - Relationship with Peers
 - Performance Evaluations and appraisal etc., which are to be reported to the Human Resource department or the head of respective department.
- b) Complaints regarding Sexual Harassment of Employees.
- c) Operational or Transactional issues raised by Customers, Vendors and Suppliers.

All the directors and employees of the Company are eligible to make Protected Disclosure under the Policy in relation to the matters concerning the Company and, in any matters, as laid in above paragraph. Further, the Company has established a separate prevention of sexual harassment committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and any rules made thereunder, each as amended.

Disclosure

The information on suspected wrongful conduct is such information which the Whistle Blower in good faith believes to be an unethical or improper activity under the scope of this Policy ("Wrongful Conduct"). Wrongful Conduct 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.

Reporting Mechanism



Any Whistle Blower who becomes aware of a suspected Wrongful Conduct is encouraged to send his/her observations/concrete facts with related evidence without fear of reprisal or retaliation of any kind. This Policy is not intended to cover career related or other personal grievances. The Whistle Blower's role is limited to reporting only and is not investigators or finders of facts, nor can they determine the appropriate corrective or remedial action that may be warranted.

All such disclosure of Wrongful Conduct should be forwarded/ emailed under a cover letter to the Vigilance and Ethics Officer of the Company. The contact details of the Vigilance and Ethics Officer are as under:

Name: Mrs. Priyanka Singhvi,
Address: N0.120-A, Bazaar Road Saidapet, Chennai,
Tamil Nadu, India, 600015
E-mail id: priyankasinghvi@asgeyehospital.com

In terms of Rule 7(3) of the Rules, Mr. Arun Singhvi, is nominated Director to play the role of audit committee, if applicable for the purpose of Vigil Mechanism and in case of Exceptional circumstances the Whistle Blower may approach to him with complaint.

The Employees and Directors can make the protected disclosure by keeping their identity anonymous, however disclosing the identity will be mandatory for external stakeholders of the Company.

Investigation

On receipt of disclosure of any Wrongful Conduct, the Vigilance and Ethics Officer shall make a record of such disclosure. She shall also carry out initial investigation either herself or by involving any other official of the Company or any outside agency to ascertain its genuineness and veracity. If she finds the complaint to be genuine, she shall make further investigation into the matter. A person against or in relation to whom a disclosure is made or evidence gathered during the course of investigation will have a duty to cooperate and would be given an opportunity of being heard.

If any investigation leads the Vigilance and Ethics Officer to conclude that a Wrongful Conduct has been committed, she shall inform the same with a



report to the Board and she is also authorised to call for any further information or particulars from the concerned person and accordingly she shall take such disciplinary or corrective action as may deem fit.

The Vigilance and Ethics Officer and everybody involved in the process shall maintain confidentiality of all matters (including the identity of the Whistle Blower) under this Policy.

Protection to the Whistle Blower Confidentiality

All information disclosed during the course of the investigation, including issues reported, identity of whistle blower, the subject and the alleged, will remain confidential, except as necessary or appropriate to conduct the investigation or required by applicable law.

Protection against Victimization

The Company strictly prohibits discrimination, retaliation or harassment of any kind against any Whistle Blower. Anyone who retaliates against a Whistle Blower, who has raised any issue in good faith, will be subject to strict disciplinary action. If the Whistle Blower believes that he/she is being subjected to discrimination, retaliation or harassment, he/she should immediately report the matter to Vigilance and Ethics Officer. The Company would take necessary steps to minimize difficulties which the Whistle Blower may experience as a result of the disclosure.

An individual serving as witness or providing assistance in the investigation of a protected disclosure shall also be protected to the same extent as the whistle blower.

A whistle blower may not be granted protection under this policy if he/she is subject of a similar or separate complaint or allegations related to any misconduct. The Management in consultation with Vigilance and Ethics Officer will exercise its discretion in case a complainant is found to also be a perpetrator during the course of any investigation.

False Complaints

While this Policy affords all protection to the Whistle Blower, misuse of this Policy by making frivolous and bogus complaint with mala fide

intentions is strictly prohibited. Any person who makes complaints with mala fide intentions will be subject to strict disciplinary action.

Retention of the Records

The Company shall retain a copy of all complaints or concerns, investigation reports and all relevant documentation thereof. The Board shall decide the period of retention of all these records, subject to limitations in applicable legislation.

The Board shall review the functioning of the whistle-blower mechanism created pursuant to this Policy from time to time.

Effective date

The Vigil Mechanism (Whistle Blower Policy) has been adopted and approved by the Board pursuant to its resolution dated 27th September, 2023, and shall be applicable from 01st October, 2023.

NOTIFICATION

The establishment of the Policy once approved by the Board shall be uploaded on the website of the Company.

The policy shall coexist with the Policy on Prevention of Sexual Harassment of Woman at Workplace.

Any questions and clarifications relating to this Policy should be addressed to the Company at Door N0.120-A, Bazaar Road Saidapet, Chennai, Tamil Nadu, India, 600015

Amendment

The Board of Directors of the Company reserves the right to amend this Policy at any point of time. Any amendment to this Policy shall take effect from the date when it is approved by the Board.

This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.



Interpretation

In any circumstance where the terms of this Policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this Policy.