

# Vigil Mechanism/Whistle Blower

POLICY & GUIDELINES

Ver.	Drafted by	Reviewed by	Recommended by	Approved by
1.0	HR Operations	Finance Dept.	CHRO	Board

**CORPORATE HR**

Ver 1.1

### **Whistle Blower Policy Amendments**

<b>S. No.</b>	<b>DATE</b>	<b>CLAUSE AMENDED</b>	<b>APPROVAL FOR AMENDMENTS</b>
1.		3.0	Changes in the designation of Audit committee and Competent Authority; Insertion of new definition of Good Faith
2		5.0	Authority to Audit – Chair to constitute Competent authority
3		8.6	Direct access to Chair- Audit Committee in exceptional cases
4		9.0	Clarification on Reporting procedure
5		13.0	Alignment of Amendment clause
6		14.0	Display of policy on Company's website

## 1.0. Preface

Indira IVF Hospital Limited (IIHPL), hereinafter referred to as “the Company” believes in the conduct of its affairs in fair, transparent manner by adopting and upholding highest standards of ethics, professionalism, honesty and integrity.

With the object to instill further accountability and transparency in the Company’s affairs and develop a better system of Corporate Governance, the Company has formulated this Vigil Mechanism / Whistle Blower Policy, to provide a platform for all the employees and / or associates of the Company to fearlessly voice their concerns / complaints / grievances internally in a responsible and systematic manner by availing proper channel of grievance redressal. Through this policy, the Company shall enable all employee and / or associate to raise their complaints / concerns / grievances related to any form of misconduct, mismanagement or any kind of violation of laws, rules or regulations in the Company, in a prescribed method, without any fear of victimization and persecution. This Policy shall also ensure the confidentiality of the complainant’s identity, complaints and disclosures as well as the identity of the person against whom the complaint has been raised and investigation is being carried out by the competent authority, following the basic principles of natural justice.

## 2.0. Short Title, Applicability & Commencement

- 2.1. This Policy shall be called as “Indira IVF Hospital Limited-Vigil Mechanism / Whistle Blower Policy” (hereinafter ‘the Policy’).
- 2.2. This Policy shall apply to all the employees (including temporary, outsourced and contractual), stakeholders and associates of the Company.
- 2.3. The Policy shall come into force with effect from its adoption by the Board of Directors.

## 3.0. Definitions

“Associate” shall mean business associates of the Company including existing or proposed consultants, service providers, Lessors / Owners of Properties etc.

“Audit Committee” shall mean the Audit Committee of the Board of Directors of the Company constituted in accordance with the provisions of section 177 of Companies Act, 2013 and rules made thereunder which shall include any modification or amendment thereof.

“Board / Board of Directors” shall mean the Board of Directors of the Company.

“Company” shall mean Indira IVF Hospital Limited.

“Competent Authority” shall mean the following office bearers of Indira IVF Hospital Limited:

- 3.1. Chief Financial Officer and / or the
- 3.2. Chief of Human Resources Officer and / or the
- 3.3. Chief – Clinical & Operational Excellence and / or the
- 3.4. Head - Legal, Compliance & Risk and / or the
- 3.5. Company Secretary & Compliance Officer and / or the
- 3.6. Head – Internal Audit and / or the
- 3.7. Any other outside entity/ agency appointed by the chairperson of the Audit Committee to act a Competent Authority

who shall act jointly and severally as the Competent Authority under this Policy, (more fully and particularly described in Clause 5 of this Policy).

*“Disciplinary Action” shall mean any punitive action (more fully and particularly described in clause 10 of this Policy) that can be taken against the accused, where the Committee finds him / her guilty on completion of / during the investigation proceedings.*

*“Employee” shall mean every employee including temporary employee, outsourced employee and contractual employee of the Company including Whole-time Directors.*

*“Good Faith” means a director or an employee(s) shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good faith shall be deemed lacking when the employee(s) does/ do not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.*

*“Whistle Blower” means an Employee or an Associate who makes Disclosure / Complaint under this Policy.*

#### **4.0. Scope**

This Policy encourages all the Whistle Blowers to report any kind of misuse of Company’s properties, mismanagement or misconduct prevailing / executed in the Company or any kind of violation of laws, rules and regulations, which the Whistle Blower in good faith, believes, evidences any of the following:

1. Breach of Company’s Code of Conduct.
2. Commission of gross misconduct and Business Ethics.
3. Violation of any law or regulations, policies including but not limited to corruption, bribery, theft, fraud, coercion and willful omission and negligence.
4. Criminal Offence having ramifications on the Company or its repute.
5. Rebating of Commission / benefit or conflict of interest.
6. Procurement frauds.
7. Mismanagement, gross wastage or misappropriation of Company’s funds / assets.
8. Manipulation and / or unethical sharing of Company’s data / records.
9. Misappropriating cash / Company’s assets, leaking confidential or proprietary information.
10. Unofficial use of Company’s property (tangible and intellectual) / human assets.
11. Activities violating Company’s policies.
12. A substantial and specific danger to public health and safety.
13. An abuse of authority or fraud.

#### **5.0. Competent Authority under the policy**

5.1. The Chairman - Audit Committee shall in consultation with the Chief Financial officer constitute a Competent Authority under this Policy, comprising of office bearers of the Company to act, jointly and severally to receive Complaint from the Whistle Blower and conduct investigation of the disclosure made by the Whistle Blower.

5.2. The office bearers of the Company who shall act as Competent Authority under this Policy are

- 5.2.1. Chief Financial Officer and / or the
- 5.2.2. Chief of Human Resource and / or the
- 5.2.3. Chief – Clinical & Operational Excellence
- 5.2.4. Head- Legal, Compliance & Risk
- 5.2.5. Company Secretary & Compliance Officer and /or the
- 5.2.6. Head – Internal Audit

It shall not be mandatory to have all the five office bearers who are empowered to act as the Competent Authority under this Policy, to conduct a particular proceedings on consultation among each other, any one, two, three, four or all five of the office bearers can act as Competent Authority to conduct a particular proceedings, depending on the seriousness of the Complaint.

5.3. The powers and functions of the Competent Authority shall be:

- 5.3.1. To conduct the enquiry / investigation in a fair and unbiased manner;
- 5.3.2. To maintain confidentiality of the investigation / enquiry and the parties involved therein;
- 5.3.3. To ensure that complete fact finding has taken place with regard to a particular investigation;
- 5.3.4. To decide on the outcome of the investigation;
- 5.3.5. To recommend penal provisions / disciplinary actions to the Audit Committee of the Company against the accused, if found guilty (subject to final approval by the Chairman & Board of Directors);
- 5.3.6. To recommend an appropriate course of action and / or disciplinary action against the complainant including his / her accomplices, for false or malicious Complaints / claims under this Policy;
- 5.3.7. To receive the Complaint made by the Whistle Blower, by accessing the email id specifically created for receiving Complaints under this Policy and no other person apart from the Competent Authority shall access the email id, without express written consent of the Competent Authority; Competent Authority may receive the Complaint in a hand written / typed letter form or in exceptional circumstances in verbal or telephonic form.
- 5.3.8. To appoint investigating officer(s) / agencies (internal or external), if required.

## **6.0. Role and Responsibility of Whistle Blower**

- 6.1. The Whistle Blower shall report his / her Complaint / Disclosure with reliable information. The Whistle Blower shall co-operate with the Competent Authority under this Policy and extend all necessary support including production of documentary evidences to investigate the Complaints.
- 6.2. He / she is neither required to act as investigator nor permitted to determine the appropriate or remedial action on behalf of the Company.

## **7.0. Malicious Whistle Blowing**

- 7.1. Whistle Blowers who shall report Complaints which are found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in Good Faith, the Competent Authority would reserve its right to recommend / pronounce appropriate disciplinary action.

- 7.2. If any Whistle Blower lodge Complaint, which is of malicious in nature, in that case the Competent Authority may bar that Whistle Blower from making Complaint under this Policy for a period the Competent Authority deems fit; Competent Authority may take / recommend appropriate disciplinary action as well.

## 8.0. Disclosure/Complaint

- 8.1. The Whistle Blower may lodge his / her Disclosure / Complaint to the Competent Authority by sending an e-mail with proper information and details to [vigilance@indiraivf.in](mailto:vigilance@indiraivf.in) or by sending a hand written / typed letter addressed to any of the office bearers who are ex-officio Competent Authority under this Policy or in exceptional circumstances by verbal or telephonic communication.
- 8.2. In case the Disclosure / Complaint made by a verbal or telephonic conversation, the Competent Authority may record the communication in a written or electronic / audio recording form at the earliest, to initiate next course of action.
- 8.3. The Whistle Blower must indicate his / her name, contact details and relationship with the Company in the Complaint. Relevant supporting documents / evidences and a brief background must form an integral part of the written Complaint.
- 8.4. The name and contact details of the Whistle Blower shall not be disclosed by the Competent Authority to anyone except the Chairman of the Audit Committee and / or the Chairman & Managing Director of the Company and / or to the concerned office bearers of the Company who are required to be informed in case of such incident. No unnamed Complaint shall be entertained. If the Complaint relates to a specific fact / incident, the Whistle Blower must lodge the Complaint within 30 days from the date he / she became aware of such fact / incident.
- 8.5. The Whistle Blower shall exercise caution before lodging a Complaint to ensure that he / she is not doing so under influence of any person and / or any past incidence.
- 8.6. In appropriate or exceptional cases the Whistle Blower may lodge his / her Disclosure / Complaint to the Chairman – Audit Committee Competent by sending an e-mail with proper information and details to [auditcommittee@indiraivf.in](mailto:auditcommittee@indiraivf.in) or by sending a hand written / typed letter addressed to “Chairman – Audit Committee” at the registered office of the Company.

## Investigation

- 8.7. All relevant Disclosures / Complaint reported under this Policy will be recorded and duly investigated. The Competent Authority may at its sole discretion consider the involvement of any other investigator.
- 8.8. If Disclosures / Complaint is made against any of the office bearer who is an ex officio Competent Authority, such office bearer will be barred to act as Competent Authority in the said proceedings / investigation and shall extend co-operation to the Competent Authority if sought for in such proceedings.
- 8.9. After completion of investigation process, if it is found that an improper / unethical act has been committed, the Competent Authority shall place their findings / recommendations to the Audit Committee of the Company to take such disciplinary / corrective actions as it may deems fit in consultations with the Chairman & Managing Director of the Company.

## 9.0. Disciplinary Actions

A report shall be prepared by the Competent Authority after completion of investigation and presented to the Chairperson of the Audit Committee who shall document the same. All discussions of the proceedings would also be documented. The decision of Chairperson of the Audit Committee shall be final and binding. If and when the Chairperson of the Audit Committee is satisfied that the alleged unethical & wrongful conduct existed or is in existence, then the Company may take the following punitive actions against the accused, where the Committee finds him / her guilty:

- 9.1. Issue of an official reprimand cum warning letter;
- 9.2. Counselling;
- 9.3. Bar from participating in performance bonus review;
- 9.4. Cessation in increment of remuneration for a particular period as the Competent Authority deems fit;
- 9.5. Termination from employment;
- 9.6. Cancellation of Orders placed as per Purchase / Work Order;
- 9.7. Recovery of monetary loss suffered by the Company;
- 9.8. Legal Suit or / and appropriate legal recourse under civil and criminal laws of the land;
- 9.9. Any other punitive action which the Competent Authority shall deem fit, provided it shall be proportionate to the offence committed by the accused;

#### **10.0. Confidentiality**

- 10.1. During the period of investigation or even after completion of the investigation, identity of the Whistle Blower and the accused should be kept confidential and disclosed only to the extent necessary given the legitimate needs of law and the investigation process and the outcome of the investigation.

#### **11.0. Protection**

- 11.1. There will not be any retaliation or victimization against the Whistle Blower for disclosing in good faith any genuine concerns or grievances concerning unethical and improper practice or wrongful conduct prevailing in the Company, provided there is no Malice reporting

#### **12.0. Reporting**

- 12.1. The Head – Internal Audit shall submit a yearly report to the Audit Committee informing the status of all Complaints received from the Whistle Blowers, Complaints resolved, and action taken, Complaints under investigation and number of false Complaints lodged by Whistle Blowers.
- 12.2. The Head of Internal Audit of the Company (ex-officio Competent Authority under this Policy) may also submit his observations on quarterly basis on the proceedings under this Policy before the Audit Committee of the Company.

#### **13.0. Rights to Reserve/ Amend**

Board of Directors of the Company may subject to applicable laws and at the recommendation of the Audit Committee is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Audit Committee in line with the broad intent of the Policy and in consultation with the Board of Directors. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the

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objective of good corporate governance.

**14.0. Mandatory Display of the Policy**

A copy of the Policy shall be displayed by all Offices of the Company at a prominent place inside the Company's premises and on the Company's website, i.e., <https://www.indiraivf.com>.

**Human Resources Division is the owner and administrator of this Policy under the guidance of Audit Committee.**