

❖ **PREFACE :**

Kerala Institute of Medical Science (KIMS), one of Asia's most modern super-specialty hospital is a landmark healthcare destination in Kerala initiated by KIMS Healthcare Management Limited. KIMS considers its employees as the most precious assets of the organization and empowers its employees through various training and orientation programmes designed to meet individual needs. KIMS believes in conducting its affairs in a fair and transparent manner, providing a secure environment to employees by adopting high standards of professionalism, honesty, integrity and ethical behavior.

The Whistle Blower Policy cum Vigil Mechanism set up here-in-above shall enable the employees and the Directors to report their genuine concerns or grievances about the actual or potential violation of principles and standards laid down herein. The Vigil Mechanism shall provide for adequate safeguard against victimization of persons who can also use such mechanism for reporting genuine concerns.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

❖ **DEFINITIONS:**

“Director” means directors appointed on the Board of the Company as per the provisions of Companies Act, 2013 or any other previous Companies Act including the Rules thereto or equity listing Agreement or any further amendments made thereto.

“Audit Committee” means a committee of the Board of Directors of the Company, established as per the provisions of Companies Act, 2013 or any other previous Companies Act including the Rules there to or equity listing Agreement or any further amendments made thereto.

“Disciplinary Action” means any action that can be taken in case of repeated frivolous complaints being filed by a director or an employee, which includes but not limited to warning, imposition of fine, suspension from official duties, reprimand or any such action as is deemed to be fit as per company's procedures considering the gravity of the matter.

“Employee” means every employee of the Company whether working in India or abroad.

“Investigation Committee” will be a Committee of Employees appointed either by Whistle Officer or by the Audit Committee for the purpose of conducting detailed investigation, if required. This Committee, if required, will be formed on case to case basis depending on the investigation. The Audit Committee shall have the authority to change the members of the Committee from time to time.

“Vigil Mechanism” – means a mechanism established by the Company for directors and employees to report genuine concerns to the company.

“Protected Disclosure” means a concern raised by a written communication made in Good Faith that discloses or demonstrates information that may evidence related to any unethical or improper activity, malpractice and any event of misconduct.

“Whistle Blower” is someone who makes a Protected Disclosure under this Policy.

“Whistle Officer” means an officer nominated/appointed by the Audit Committee.

“Good Faith” means that an employee has 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 does 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.

❖ **SCOPE:**

This policy applies to all the Directors and Employees of KIMS Healthcare Management Limited including its all part time and temporary employees.

❖ **OBJECTIVE:**

- The Company is committed to developing a culture where it is safe for all employees/Directors to raise and report genuine concerns about any unacceptable practice, unethical behavior, actual or suspected fraud, violation of code of conduct or policy and any event of misconduct.
- The Company encourages its employees who have genuine concern about suspected misconduct of which they are or become aware of, to an internal authority, to come

forward and express these concerns without fear of punishment or unfair treatment.

- To minimize the Company's exposure to the damage that can occur when the employees actually or potentially try to circumvent internal mechanisms in furthering the aforementioned concerns, violations and frauds.
- The mechanism provides for adequate safeguards against victimization of Directors and employees to avail mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
- The Vigil Mechanism Policy do not 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 or with a mala-fide intention.

❖ **MANNER IN WHICH THE CONCERN CAN BE RAISED:**

- Employees can make Protected Disclosure to the Chairman of the Audit Committee, as soon as possible but not later than 30 consecutive days after becoming aware of the same.
- The Complaint should be forwarded with a letter (bearing the identity of the Complainant i.e. his/her full name, employee code number and location) and should be inserted in an envelope duly secured/sealed addressed to the Chairperson of Audit Committee with the words "Vigil Complaint" inscribed on the cover at" –
The Chairman
Audit Committee
KIMS Healthcare Management Limited
PB No. 01, Anayara PO,
Trivandrum – 695029
Kerala
- Concerns expressed anonymously will not be investigated.

❖ **INVESTIGATION:**

- If initial enquiries by the Chairman indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Chairman alone, or by a Whistle Officer/Investigation Committee. 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.

- Name of the Whistle Blower shall not be disclosed to the Whistle Officer/ Investigation Committee unless required for the purpose of investigation.
- The Whistle Officer/Chairman/Investigation Committee, as the case may be, shall:
 - Make a detailed record of the protected disclosure. The Record will include
 - Facts of the matter
 - Reference, if available on whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - Reference, if available on whether any Protected Disclosure was raised previously against the same Subject;
 - The financial/otherwise loss which has been incurred/would have been incurred by the Company.
 - Findings of Whistle Officer/ Investigation Committee;
 - Recommendations of the Whistle Officer/Investigation Committee on disciplinary/other action/(s).
- The Whistle Officer/Investigation Committee shall finalize and submit the report to:
 - The Audit Committee, in case investigation is done by the Whistle Officer (In case any member of the Audit Committee is having conflict of interest in a given case, he should recuse himself and the others on the committee would deal with the matter on hand).
 - The Whistle Officer, in case the investigation is done by the Investigation Committee ;

The report shall be finalized and submitted as per the time lines mentioned in the policy.

❖ **TIMELINES**

<u>PARTICULARS</u>	<u>TIME</u>
Whistle Officer/Investigation Committee to complete initial review and decide on the further investigation requirement	Within 15 working days from the date of admission of Protected Disclosure for further investigation
Whistle Officer/Investigation Committee to complete detailed investigation and submission of report	Within 45 working days from the date of admission of Protected Disclosure for further investigation or extended period as may be allowed by Whistle Officer

Review and propose action to be taken	Within 60 working days from the date of admission of Protected Disclosure for further investigation
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❖ **DECISION AND REPORTING:**

- If any 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 to take such disciplinary or corrective actions as it may deem fit.
- If initial/ preliminary inquiries indicate that the concern has no basis, or it is not a matter to be further investigated or pursued under this policy, it may be dismissed at this stage and the decision will be documented.
- In case the complaint is not proved, extinguish the matter and take note of the same or depending upon the seriousness of the matter, the investigation authority may refer with the matter with the counter measures.
- In case the Audit Committee opines that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it may deem fit.
- Any discrepancy or corrective actions 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.
- A complainant who makes false allegations of unethical and improper practices or about alleged wrongful conduct of the subject shall be subject to appropriate disciplinary action in accordance with the rules, policies and procedures of the Company.
- If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or Investigation authority or agency.
- In case of repeated frivolous complainants being filed by the director or an employee, the Audit Committee may take suitable action against the concerned Director or employee.

❖ **PROTECTION/SECRECY/CONFIDENTIALITY:**

The Whistle Blower, the Whistle Officer, Investigation Committee, Audit Committee and everyone involved in the process shall:

- Maintain complete confidentiality/secretcy of the matter;

- Not discuss the matter in any informal/social gatherings/meetings;
- Discuss only to the extent or with the persons required for the purpose of completing the process and investigations;
- Not keep the papers unattended anywhere at any time;
- Keep the electronic mails/files under password.

If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

❖ **RETENTION OF DOCUMENTS UNDER VIGIL MECHANISM POLICY:**

All protected disclosures made by the Whistle Blower or documents obtained in writing or documented during the course of inquiry/investigation, along with the results of investigation relating there to, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

❖ **ADMINISTRATION AND REVIEW OF THE VIGIL MECHANISM:**

- Details of establishment of this Policy shall be disclosed by the company on its website. Company shall also disclose the brief details about this Policy in its Board's report.
- A quarterly report about the functioning of the Vigil Mechanism/Whistle Blower Policy shall be placed before the Audit Committee. A quarterly status report on the total number of complaints received if any during the period along with summary of the findings of Whistle Officer / Audit Committee and corrective steps taken if any should be sent to the Chairman of the Company who shall be responsible for the administration, interpretation, application and review of this policy.

❖ **AMENDMENT OF THE VIGIL MECHANISM:**

The Audit Committee of the Company has right to amend or modify this Policy in whole or in part, at anytime without assigning any reason, what so ever. Modifications, if any will be informed to Board of Directors in its next meeting.