

Manipal Health Enterprises Limited
POLICY ON WHISTLE BLOWER (AMENDED)

1. Purpose

The purpose of the 'Whistle Blower Policy' is to provide employees a platform to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Organization's code of conduct, ethical practices or any other policy including the Anti-Bribery & Anti-Corruption policy. Manipal Health Enterprises Limited ("MHEL" or the "Company") promotes highest standards of professionalism, honesty, integrity and ethical behavior among its employees, associates & business partners.

2. Scope

All employees of the Organization are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Organization or any other Manipal Group Unit.

3. Applicability

The Policy is applicable to all stakeholders including directors, employees, suppliers, vendors, and customers.

The Policy is in line with section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended. Further, Regulation 4(2)(d)(iv) and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires all listed companies to establish a vigil mechanism/whistle blower policy enabling stakeholders, including individual Employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

4. Terms

- Whistle Blower is an individual who identifies & reports to the Organization, any facts on ethical violation in the interest of the Organization or its members, as per her/ his understanding.
- Protected disclosure is the fact that an individual may report as outlined above.
- Enquiry Committee is the binding authority which shall be responsible for assessing, investigating and deciding on the validity of any protected disclosure. It is also the Organizational body for advising any further action following the investigation as appropriate. The Enquiry Committee comprises of the person as appointed by Managing Director/ Chief Executive Officer/ Chief Finance Officer .

5. Role of a "Whistle Blower"

- The Whistle Blower'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.
- 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.

6. Procedure

- All Protected Disclosures should be emailed to whistleblower@manipalhospitals.com or sent to the Enquiry committee members in a confidential envelope through post/hand delivery.
- Direct access to the Chairperson of the Audit Committee: The Whistle blower may use this channel in exceptional circumstances.
- If the disclosure is done verbally, it should be captured 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. Such verbal complaints can be registered with the respective Unit- HR Head.
- The Unit HR Head shall discuss the Protected Disclosure with Members of the Enquiry Committee and if deemed fit, process it further for investigation.
- Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and it 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
The Whistle Blower forwarding such Protected Disclosure must disclose her/his identity in the covering letter. Anonymous disclosures will not be entertained by the HR- Manager as it would not be possible for her/him to interview the Whistle Blower.

7. Protection

- No unfair treatment will be meted out to a Whistle Blower by virtue of her/his having reported a Protected Disclosure under this Policy. 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 her/his duties/functions including making further Protected Disclosure.
- The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Advisory Committee (e.g. during investigations carried out by the Investigators).
- Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

8. Investigation

- Investigation is a fact-finding and analysis process. Investigators shall derive their authority and access rights from the Enquiry 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 behaviour, and observance of legal and professional standards.
- Investigations will be launched only after a preliminary review which establishes that:
 - The alleged act constitutes an improper or unethical activity or conduct, or
 - The allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

9. 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. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be frivolous, baseless, malicious, or reported otherwise than in good faith, may be counselled/warned appropriately.

10. Exclusions

The Company reserves the right not to investigate under this Policy:

- Complaints pertaining to salary, performance evaluation, career grievances, or other HR related issues which do not indicate violation of the Company's Code and policies.
- Complaints pertaining to financial, or business decisions taken by the Company without any element of misconduct or fraud
- Complaints made without adequate information such as details of the Subject(s), description of the incident, specific evidence, or source of evidence.
- Matters which are pending before a court of Law, Commission, Tribunal or any other judicial or quasi-judicial body.

11. Decision

If an investigation leads the Enquiry Committee to conclude that an improper or unethical act has been committed, the Committee shall direct the management of the Organisation to take such disciplinary or corrective action as it deems fit.

12. Reporting

The Enquiry Committee shall submit a report to the MD&CEO on a regular basis (monthly), about all Protected Disclosures referred to it with results of investigation.

13. Retention of Documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Organisation for a minimum period of seven years.

14. Review

In the event of any conflict between the Companies Act, 2013 or the SEBI Listing Regulations or any other statutory enactments and the provisions of this Policy, the Regulations shall prevail over this Policy and the provisions in the Policy would be modified in due course to make it consistent with law. Any subsequent amendment/modification in the Act or the Rules framed thereunder or the SEBI Listing

Regulations and/or any other laws in this regard, the statutes would prevail over the Policy and shall automatically apply to this Policy.

Further, this Policy shall be subject to review from time to time as may be necessary to comply with the required provisions or as may be necessitated by the Board.

15. Effective Date

This policy will be effective from the date of conversion of the Company from Private limited to Public Limited.
