

HEALTHIUM MEDTECH LIMITED
CIN No. U03311KA1992PLC013831

Regd. Office Address: 472/D, 4th Phase, 13th Cross Peenya Industrial Area
Bangalore -560058

WHISTLEBLOWER POLICY

1. INTRODUCTION

Healthium Medtech Private Limited (herein after referred as '**Company**') is committed to the highest standards of transparency, professionalism, legal compliance, honesty, integrity, ethical behaviour, corporate governance and accountability in conducting its business. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. If potential violation(s) of the Company's policies or applicable laws are not recognized and addressed promptly, both the Company and the persons working for or with the Company can face governmental investigation, prosecution, fines, and other penalties that can be a costly affair and which may adversely impact the reputation of the Company.

The Company is committed to developing a culture where it is safe for all persons working for or with the company to raise concerns, grievances on various matters pertaining to any malpractice, fraud, violation of code of conduct, abuse of power or authority by any official and misconduct.

An important aspect of transparency and accountability is a mechanism to enable the persons to voice their Protected Disclosures in a responsible and effective manner. Nevertheless, where a person discovers information which he/she believes to be a serious malpractice, impropriety, abuse or wrongdoing within the organization, especially at the higher levels, then he/she should be able to disclose or report this information internally without fear of reprisal.

As per the provisions of Section 177 of the Companies Act, 2013 and relevant Rules thereon, every listed company and the companies belonging to such class or classes shall establish a vigil mechanism for their Directors and Employees to report their genuine concerns or grievances. Further, Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called 'Whistle Blower Policy' for Directors and employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

Further, SEBI Listing Regulations also provides that the Company should devise an effective Whistle Blower Mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

This Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to approach the Reporting Officer of the Company and report violations free from the fear of any discrimination, retaliation or harassment.

2. **DEFINITIONS:**

2.1 “**Alleged Wrongful Conduct**” means shall mean and includes, but not limited to

- Non- Compliance of Corporate Governance
- Non- Compliance of Related Party Transactions
- Misappropriation of funds
- Non-compliance to the law of the land or violation of law
- Concealing legal mandatory disclosures
- Breach of fiduciary responsibilities
- Infringement of Company’s Code of Conduct
- Infringement of Insider Trading Code of the Company
- Financial Irregularities
- Infringement and misuse of Intellectual Property
- Leak of Unpublished Price Sensitive Information in any manner

2.2 “**Audit Committee**” or “**Committee**” means, the committee of the Board of Directors of the Company constituted under Section 177 of the Companies Act, 2013 and the rules made thereunder which shall include any modification or amendment thereof.

2.3 “**Compliance Officer**” means the Company secretary of the Company who may be designated as the Compliance Officer under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

2.4 “**Disciplinary Action**” means, any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

2.5 “**Employee**” means employee(s) of the Company its subsidiary companies and associate companies (whether working in India or abroad), permanent or temporary including the contracted employee and Directors of the Company whether in the employment of the Company or not.

2.6 “**Investigators**” - mean those persons authorized, appointed, consulted or approached by Chairman of Audit Committee and includes the auditors of the Company and the police.

2.7 “**Good Faith**” - an employee 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 does not have personal knowledge on 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.

2.8 “**Protected Disclosure**” - means any concern raised by a communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.

2.9 “**Subject**” means, a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this Policy.

2.10 “**Policy** or “**This Policy**” means, the “Whistle-blower Policy.”

2.11 “Whistle-blower/ Complainant” means an individual who discloses in good faith any unethical & improper practices or alleged wrongful conduct.

3. SCOPE OF THE POLICY:

- a) This policy covers all employees of Healthium Medtech Private Limited and its subsidiaries.
- b) The Policy covers any Wrongful Conduct and other malpractices which have taken place involving, but not limited to:
 - Any unlawful act, whether criminal or not.
 - Breach of any Policy or Manual or Code of conduct adopted by the Company.
 - Abuse (e.g. through physical, psychological or financial abuse, exploitation or neglect).
 - Fraud and corruption (e.g. to solicit or receive any gift/reward as a bribe).
 - Any instance of failure to comply with legal or statutory obligation either on behalf of the Company or in any personal capacity in the course of discharging duties of the Company.
 - Any kind of financial malpractice.
 - Abuse of power (e.g. bullying/harassment).
 - Negligence causing substantial and specific danger to public health and safety.
 - Wastage/misappropriation of company funds/assets.
 - Leak of Unpublished Price Sensitive Information in any manner.
 - Any other unethical or improper conduct.
- c) The employees of the Company can also report instances of leak of Unpublished Price Sensitive Information (UPSI) under the mechanism provided in the Policy.
- d) This Policy has been introduced by the Company to enable persons to raise their Protected Disclosures about any 'Alleged Wrongful Conduct', malpractice, impropriety, abuse or wrongdoing at any stage and in the right way, without fear of victimization, subsequent discrimination or disadvantage. However, persons shall not to use this mechanism to question financial or business decisions taken by the Company Management or to reopen issues, which have already been addressed pursuant to disciplinary or other procedures of the Company.
- e) 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 other than as requested by the Committee Heads.

4. ELIGIBILITY

All Employees, Directors and stakeholders of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or any of its subsidiaries.

5. DISQUALIFICATION

5.1 While it will be ensured that genuine Whistle-blowers are accorded complete protection from any kind of unfair treatment as herein set out, this Policy does not protect director(s)/ employee(s) from disciplinary action arising out of deliberate false or bogus allegations made with mala fide intentions.

5.2 In the event, a whistle blower that makes three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under the Policy. In respect of such Whistle-blower, the Company/ Audit Committee would reserve its right to take / recommend appropriate disciplinary action.

5.3 However, this Policy does not protect the Whistle-blower from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this Policy

6. PROCEDURE FOR DISCLOSURE, ENQUIRY AND DISCIPLINARY ACTION

How to disclose Protected Disclosures?

a) An employee intending to make any Protected Disclosure is required to disclose all relevant information at the earliest from the day on which he/she knew of the Protected Disclosure.

b) Protected Disclosures should be reported 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 or in the regional language of the place of employment of the Whistle Blower. The said communication should be addressed to the Chairperson of the Audit Committee and the Compliance Officer in the following email-ids:
Chairperson of the Audit Committee [REDACTED] and
the Compliance Officer [REDACTED].

c) The Protected Disclosure, if forwarded under a covering letter which shall bear the identity of the Whistle Blower. Chairman of the Audit Committee shall detach the covering letter and discuss the Protected Disclosure with Members of the Committee.

d) The Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained by the Audit Committee as it would not be possible to interview the Whistle Blowers.

e) Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and 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.

6.1 INVESTIGATION PROCESS:

(a) All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit Committee of the Company, who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.

(b) Chairman of the Audit Committee may at its discretion, consider involving any investigators for the purpose of investigation.

(c) The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle blower that an improper or unethical act was committed.

(d) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

(e) Subject will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

(f) Subject shall co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.

(g) Subject has a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit Committee and/or the Whistle blower. Subject shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

(h) Subject shall not interfere with the investigation.

(i) Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject.

(j) Unless there are compelling reasons not to do so, Subject will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

(k) Subject has a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

(l) The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure

6.2 APPEAL AGAINST THE DECISION OF THE AUDIT COMMITTEE:

If the Complainant or the person complained against is not satisfied with the decision of the Audit Committee, then either of the Parties could prefer an appeal against this decision before the Company's Board and the decision of the Board in the matter will be final and binding on all the parties in relation to the terms of employment. Appropriate appeal procedure may be formulated by the Board, ensuring principles of natural justice and the Subject shall have right of remedies under the law.

Untrue Allegations:

If employees make allegations in good faith, which is not confirmed by subsequent investigation, no action will be taken against the disclosing employees. In making disclosures, employees should exercise due care to ensure the accuracy of the information.

7. MAINTAINING CONFIDENTIALITY OF THE PROTECTED DISCLOSURE:

The employees disclosing the Protected Disclosure as well as any of the persons to whom the Protected Disclosure has been disclosed or any of the persons who will be investigating or deciding on the investigation as well as the members of the Audit Committee shall not make public the Protected Disclosure disclosed except with the prior written permission of the Audit Committee. However, this restriction shall not be applicable if any employee is called upon to disclose this issue by any judicial process and in accordance with the laws of land.

8. RETENTION OF DOCUMENTS:

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a period as prescribed in the law.

9. REPORTING:

The Investigator shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

10. AMENDMENT:

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason. However, no such amendment or modification will be binding on the employees unless the same is notified to the employees.

11. DISCLOSURE OF THE POLICY:

The Company shall disclose this Policy on its website. The necessary disclosure, if any, about the Policy will also be made as per the requirements of SEBI Listing Regulations and the Companies Act, 2013.