

Document Type	Organization Policy	Document Name	Whistle Blower/Vigil Policy
Applicable Units	All units of Sterling Addlife India Pvt Ltd	Effective Date	1st Feb 2024
Process Owner	CHRO	Next Review	1st April 2026
Reviewed By	Mr. Ravi Pratap Singh Chief Human Resources Officer	Approved by	Dr. Simmardeep S Gill MD & Chief Executive Officer

The policy is subject to modifications from time to time as may be decided by the management.

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1. Preface:

1.1. Sterling Addlife India Private Limited (“the Company”) is committed to conduct the affairs of its constituents in a fair and transparent manner by adopting the highest standard of ethical, moral, and legal conduct of business operations.

1.2. Further to the above, this Whistle Blower/Vigil Mechanism Policy (the “Policy”) is being implemented with effect from February 1, 2024. The policy aims to encourage the employees and retainers of the Company, in any class of employment, including but not limited to regular employees, contractual employees and Directors to (“the employees”) provide an avenue / mechanism to raise *Bona-fide* concerns like unethical and improper practices, irregularities, governance weaknesses, financial reporting issues or any other wrongful conduct, and, to prohibit victimization of Whistleblowers who have reported in accordance with this Policy.

1.3. The employees are assured of confidentiality and fair and transparent inquiry and solution to the alleged misconduct in timely manner at all the time.

2. Definition and Interpretation:

The following words shall have the meanings ascribed herein:

2.1. **“Alleged Misconduct”** shall mean any violation or infringement of law, Code of Conduct, irregularities, governance weaknesses, financial reporting issues, mismanagement, actual or suspected fraud, misappropriation of Company assets, and/or abuse of authority or any other act having/potential of having similar effect/outcome.

- 2.2. **“Audit Committee”** shall mean Audit Committee constituted by the Board of Directors of the Company.
- 2.3. **“Bonafide”** shall mean disclosure of a concern on the basis of a reasonable inference of unethical and improper practices or any other alleged wrongful conduct.
- 2.4. **“Code of Conduct”** shall mean the code of conduct adopted by Sterling Hospitals.
- 2.5. **“Concerns”** shall mean a Bonafide written communication made in good faith by a Whistleblower disclosing information that reflects alleged misconduct, unethical practices, or improper activity.
- 2.6. **“Designated Officials”** shall mean Audit Committee of the Company.
- 2.7. **“Director”** shall mean a Director on the Board of the Company.
- 2.8. **“Disciplinary Action”** shall mean a disciplinary action taken by the Company before, during and/or after the investigation.
- 2.9. **“Disqualified Concern”** shall mean a Concern which is not found to be valid and is disqualified in accordance with Clause 6 hereof.
- 2.10. **“Employee”** shall mean all employees and retainers of the Company, in any class of employment, including but not limited to regular employees, contractual employees and Directors.
- 2.11. **“Investigations”** shall mean the investigations conducted in accordance with this Policy.

- 2.12. “**Quarter**” shall mean a financial quarter of the year.
- 2.13. “**Reported Person**” shall mean an Employee against whom a Whistleblower has reported a Concern, or, against whom evidence is gathered during Investigations in accordance with this Policy.
- 2.14. “**Unethical Practices**” shall mean the acts described in **Annexure I**.
- 2.15. “**Victimization**” or “**Adverse Action**” shall mean an adverse action, or, failure to take appropriate Management action, affecting the Whistleblower’s employment or employment related benefits, including but not limited to salary, promotion, job profile, leaves, training benefits, and/or any other benefits and/or privileges relating to the Whistleblower.
- 2.16. “**Whistleblower**” means an Employee who reports a Concern in accordance with this Policy.

3. Scope:

This policy applies to all the Directors and Employees of Sterling Addlife India Private Limited including its all part-time and temporary employees.

4. Raising Concerns:

- 4.1. Whistleblowers are encouraged to report the matter in the first instance to their Managers, who shall immediately inform the committee about the same. In any investigation the name of the Whistle Blower will not be taken and the confidentiality of the person's name will maintained all the time.

The Whistle Blower can also report the unethical and improper practices or alleged wrongful conduct through e-mail whistleblower@sterlinghospitals.com

- 4.2. The Audit Committee shall evaluate whether or not an anonymous Concern should be investigated in accordance with this Policy. The Whistleblowers may specifically request for anonymity, in which case, the identity of the Whistleblower will be kept confidential. In any case, the identity of the Whistleblower shall be revealed only to the extent required for Investigations and shall remain confidential with the Audit Committee and with Company officials implementing Disciplinary Action, or, and/or taking other decisions on Whistleblower cases.
- 4.3. The role of the Whistleblowers shall be limited to raising a legitimate Concern. If necessary, the Audit Committee may request for written documentation and description of the events based on which a Concern has been raised.
- 4.4. All Investigations shall be carried out by/or under the instructions of the Audit Committee. A Whistleblower can neither be a member of the Audit Committee, nor shall a Whistleblower be allowed to participate in any Investigation unless specifically called upon by the Audit Committee.
- 4.5. Pursuant to reporting a Concern, Whistleblowers not act as finders of fact, or, on their own conduct any investigative activities, nor should Whistleblowers determine any remedial action. Whistleblowers shall neither be a member of any of the Investigation Units or Audit Committee nor shall a Whistleblower be allowed to participate in any Investigations unless specifically called upon by the Audit Committee, nor, shall be entitled to any further information on the status of a Concern.

5. Investigation Process:

- 5.1. Upon receipt of a valid Concern, the Audit Committee shall evaluate whether a Concern should be investigated further. The Audit Committee may, at its sole discretion, make prima facie investigations to decide if the Concern has been made Bona Fide, in good faith, and is not a Disqualified Concern.
- 5.2. All Concerns will be investigated in detail by the Audit Committee
- 5.3. During any such Investigations, the Audit Committee may request for any documents and/or information etc. which are to be produced before the Audit Committee.
- 5.4. The Audit Committee shall be entitled to dismiss any Concern if it is determined that the Concern has no valid basis, or requires no further investigation.
- 5.5. The Audit Committee shall conduct and/or cause that all Investigations are conducted in a fair and judicious manner.
- 5.6. The Audit Committee shall be empowered to frame internal policies and/or regulations from time to time, for the conduct of all Investigations.
- 5.7. The Audit Committee shall make detailed written report in respect of each Concern which shall include the following (“Report”): facts in respect of the Concern raised;
 - 5.7.1. The implications/outcome, including financial irregularity and/or any other loss caused as a result of the event or action for which the Concern has been raised.

- 5.7.2. Procedure followed during the Investigation process, including the documents perused, and Employees and/or any other person interviewed.
- 5.7.3. Findings of the Audit Committee and the reasons, therefore.
- 5.7.4. recommendations of the Audit Committee including any disciplinary actions to be taken.
- 5.8. The Reported Person will be informed of the allegations at the outset and the Reported Person shall be provided adequate opportunities for providing their inputs in respect of any such Investigations.
- 5.9. The Reported Person shall provide all necessary co-operation and assistance to the Audit Committee during the course of Investigations.
- 5.10. The Reported Person shall not have any right to interfere with the Investigations.
- 5.11. Unless the Company deems it necessary not to do so, the Reported Persons will be granted the right to adequately respond to material findings and evidence gathered during the course of Investigations. The Reported Person shall also have the right to be informed of the outcome of the Investigations.
- 5.12. The Audit Committee will determine whether the allegations stand substantiated or not, and shall recommend all measures including any Disciplinary Actions required to be taken in respect of a Concern. If substantiated, the Company will not hesitate to take action against the Reported Person.

6. Non-retaliation and Protection:

- 6.1. The Company accords and undertakes to provide complete protection to the Whistleblowers from any Victimization and/or unfair treatment by virtue of his/her having reported a Bona Fide Concern in accordance with this Policy.
- 6.2. The identity of the Whistleblower shall be kept confidential by the Audit Committee
- 6.3. The Company is committed to ensure that no Adverse Action is taken against Whistleblowers. However the Company reserves the right to take any appropriate action against such Whistleblowers if they are found to be non-compliant with policies, regulations, laws, ethics, or, if any performance related lapses are noted.

7. Good Faith:

- 1.1. A Concern shall be deemed to have been communicated in good faith by a Whistleblower if there is a justifiable reasonable basis for communication of any wrongful conduct, or unethical and/or improper practices as perceived by the Whistleblower.
- 1.2. The Whistleblower should act in good faith, on reliable information. The Whistleblower should not report any Concern acting on any mala fide, frivolous or malicious action.

8. Disqualifications:

1.3. This Policy is not a grievance platform for the employees, or, for raising mala fide, malicious and frivolous allegations. Employees are urged to make allegations in good faith and strictly avoid any abuse of this power, i.e. report any mala fide, frivolous or malicious Concerns in bad faith.

1.4. Bona Fide Concerns raised in good faith may be raised without fear of any adverse action.

9. Confidentiality:

By this Policy, no Employee is released from their duty of confidentiality in the course of their work, nor is this a route for taking up personal grievances in respect of any situation.

10. Training & Employee Education:

10.1. All the employees must be provided the training on whistleblower policy at the time of their Induction.

10.2. Yearly refresher training to be conducted for all the employees on whistleblower policy.

11. Amendment:

The Company has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

Annexure I
(Types of Concerns)

An Employee may raise concerns relating to violation of any of the following, including policies, regulations, laws, ethical standards of the Company in connection with but not limited to:

Accounting and Auditing Matters - including unethical recording of business and financial transactions. (Examples include and are not limited to misstatement of revenues, expenses, misapplication of accounting standards).

Conflict of Interest - a conflict of interest is a situation in which an employee has a personal interest, which may influence his or her official duties. (Examples include and are not limited to: hiring of relatives without proper disclosures, approving a vendor who is related, benefiting from business information for his or her own account/benefit).

Embezzlement - to misappropriate property entrusted to one's care for one's own use. (Examples include and are not limited to: inflation or falsification of bills, misappropriation of customer funds such as premium payments).

Falsification of Contracts, Reports or Records - falsification of records consists of altering, fabricating, falsifying, or forging all or any part of a document, contract or record for the purpose of gaining an advantage, or misrepresenting the value of the document, contract or record.

Securities Violations - an infringement of the personal trading guidelines or indulging in insider trading, through the use of material non-public information for one's personal benefit, or of a friend or any third party.

Theft - The act of stealing of data or of property/funds belonging to the Company.

Violation of Sterling Policies - Willful or innocent actions that are in direct violation of Sterling policy, procedures, code of conduct, and/or implied contractual responsibilities. (Examples include and are not limited to: violation of anti-corruption Policy, gift, meals and entertainment Policy, etc).

Violation of law / regulations - includes willful or innocent violation of provisions of various laws applicable to the Company.

Workplace Misconduct - including matters related to behavior of Employees at the workplace, harassment including sexual harassment, unfair treatment of Employees etc.

Unfair Medical Practices - including matters where incorrect medical practices are followed with malafide intentions.

Miscellaneous - abuse of authority; breach of contract; negligence causing substantial and specific danger to public health and safety; manipulation of Company data/records; financial irregularities, including fraud, or suspected fraud; criminal offence; pilferage of confidential/propriety information; wastage/misappropriation of the Company funds/assets; breach of employee code of conduct or rules or policies; any other unethical, biased, favored, imprudent event.

Others - shall include categories of Concerns which do not fall under the categories above but may make the Employee suspect a breach of law or ethical principles or of any non compliant activity.