

**STERLING ADDLIFE INDIA PRIVATE LIMITED**  
**CIN U85110GJ2000PTC039121**

**Regd. Office: Sterling Hospital, Sterling Hospital Road, Memnagar, Ahmedabad-380054.**

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**VIGIL MECHANISUM CUM WHISTLE BLOWER POLICY**

**PREFACE:**

Sterling Addlife India Private Limited (“the Company”) is committed to conduct the affairs of its constituents in a fair and transparent manner by adopting highest standard of ethical, moral and legal conduct of business operations. In order to maintain these standards and to prevent any actual or potential violation of the code the Company encourages the employees to voice their genuine concerns without fear of criticism.

The Company believes that Company’s employees are biggest strength, key asset capital and important business drivers for the Company’s sustained growth and profitability. Hence, the Company has built performance oriented culture that rewards better performance.

Effective from 1<sup>st</sup> April, 2014, Section 177(9) and (10) of the Companies Act, 2013 read with Rule 7 of Chapter XII of the Companies Act, 2013 mandates the following classes of Companies to constitute a Vigil Mechanism:-

- Every listed Company;
- Every other Company which accepts deposits from Public;
- Every Company which has borrowed money from Banks and Public Financial Institutions in excess of Rs.50 Crores.

The Company proposes to establish a Vigil Mechanism which lays down the principles and standards governing the management of grievances and concerns of employees and Directors of the Company and shall be overseen by the Audit Committee of the Company from time to time.

The mechanism as set up here-in-above shall enable the employees and the Directors of the Company to report their genuine concerns or grievances about the actual or potential violation of the 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.

**VIGIL MECHANISM POLICY:**

In compliance of the above requirements, the Company has established a Vigil Mechanism and formulated a Policy in order to provide a framework for responsible and secure Vigil Mechanism. The Policy provides a channel to Directors and employees of the Company to report the Management about unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct and Policy and is intended to cover serious concerns that could have large financial or other impact on business and image/ goodwill of the Company.

#### **OBJECTIVE OF THE VIGIL MECHANISM POLICY:**

- The Company is committed to developing a culture where it is safe for all employees/ Directors to raise concern about any unacceptable practice and any event of misconduct.
- The Vigil Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviors, actual or suspected fraud or violation of the code of conduct or policy.
- 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 let employees know that the Company is serious about adherence to code of conduct or policy.
- 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.

#### **SCOPE OF VIGIL MECHANISM POLICY:**

This policy applies to all the Directors and Employees of Sterling Addlife India Private Limited including its all part time and temporary employees. The policy covers spectrum of malpractices, misuse of power or suspected frauds etc. on account of which interest of the Company and the cases in which its stakeholders are generally affected. The Policy also intends to cover events suspected to have taken place or suspected fraud on account of which the interest of the Company is affected.

This policy cannot anyway be used as a defense for making of foul and false allegations against the Management and co-workers. Management will not tolerate any such attempts and reserves right to take appropriate disciplinary actions, if need arises.

However, the policy neither releases the employees from their duty of confidentiality in the course of their work, nor is it a route for raising malicious or unfounded allegations about a personal situation or with a mala-fide intent.

**BENEFICIARY OF VIGIL MECHANISM POLICY:**

All employees of the Company and Directors of the Company are eligible to make complaint under the policy in relation to matters concerning the Company.

**PROCEDURE FOR USING VIGIL MECHANISM POLICY:**

- 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”

Mr. Nilesh B. Mehta,  
Audit Committee Chairman  
Sterling Addlife India Private Limited  
Sterling Hospital, Sterling Hospital Road,  
Memnagar, Ahmedabad-380054, Gujarat, India.  
Email: [vigil@sterlinghospitals.com](mailto:vigil@sterlinghospitals.com)

- Only Independent Director of the Audit Committee will deal with the complaints received in order to have unbiased resolution of the complaints.
- Complaints received without proper details as stated above shall not be entertained.
- Complaints should either be typed or written in legible hand writing in English, Hindi or regional language of the place of employment of the Complainant. It should provide clear understanding of the improper activity involved or issue / concern raised. The reporting should be based on facts and should not be speculative in nature. It must contain relevant information/ documents only.
- At the discretion of the Audit Committee, initial inquiries may be made to ascertain whether an investigation requires to be made. After completion of inquiry, a detailed report will be prepared. Sometime concerns may be resolved by agreed action without any investigation depending upon the facts and circumstances of the case.
- The complainants will be given an opportunity of being heard personally and also to receive a report on their complaint, which will inter-alia will contain:
  - ❖ Acknowledgement of the receipt of complaint
  - ❖ Manner of dealing with the complaint
  - ❖ Estimated time required for a final response and resolution of a complaint
  - ❖ Intimation regarding conducting of initial inquiry, if any
  - ❖ Any future investigation required, if any.
- Depending upon the requirements, further information may be sought from the complainant by the Audit Committee.

**DECISION AND REPORTING UNDER VIGIL MECHANISM POLICY:**

Written report of the findings would be made of the record which will include:

- a. Facts of the matter;
- b. Whether the same complaint was taken up previously by anyone or not, and if made, the outcome of the same.
- c. Whether any complaint was raised previously against the same investigation subject;
- d. The financial / other loss which has been incurred or would have been incurred by the Company.
- e. Findings of the Committee;
- f. The timelines for final decision of investigation.

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 investigating 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.

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

All complaints in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a period up to two years.

**DISCLOSURE OF VEGIL MECHANISM:**

A Vigil Mechanism cannot be effective unless it is properly communicated to employees. The Policy and any amendments thereto will be published on the website of the Company and will be displayed on notice board of the Company at all locations. The details of establishment of Vigil Mechanism will be disclosed by the Company in its Annual Report in the "Director's Report".

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

The Board of Directors shall be responsible for the administration, interpretation, application and review of this policy. The Board shall also be empowered to make necessary changes to this Policy from time to time, if required at any stage with the concurrence of the Audit Committee.

**AMENDMENT OF THE VIGIL MECHANISM:**

The Company reserves its right to amend or modify this policy in whole or in part at any time without assigning any reason whatsoever for compliance of Companies Act, 2013 after taking requisite approval from Audit Committee from time to time.