



WHISTLEBLOWER POLICY

Version	Prepared by	Approved by	Board approval on	Date of Release
V1	Jayant Prakash	Board of Directors	February 11, 2019	March 11, 2019
V2	Simmi Singh Bisht	Board of Directors	February 11, 2022	February 15, 2022

1. OBJECTIVE

- 1.1 Metropolis Healthcare Limited (hereafter referred to as “MHL”, “the Company”) is committed to comply with various applicable laws, satisfying the Company’s code of conduct and ethics, and particularly to assure that the business is conducted with integrity and that the Company’s financial information is accurate. 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.
- 1.2 Consequentially, and to promote the highest ethical standards, the Company is committed to maintain an ethical workplace that facilitates the reporting of potential violations of the Company’s policies and the applicable laws. To maintain these standards, the Company encourages its employees who have concern(s) about any actual or potential violation of the legal & regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. any claim of theft or fraud, and any claim of retaliation for providing information to or otherwise assisting the Enforcement Committee (EC), to come forward and express his/her concern(s) without fear of punishment or unfair treatment.
- 1.3 This Policy aims to provide an avenue for employee(s) to raise their concerns that could have grave impact on the operations, performance, value and the reputation of the Company and it also empowers the Audit Committee/EC to investigate the concerns raised by the employees.
- 1.4 This Policy should not be used in place of the Company Grievance procedure or be a route for raising malicious or unfounded allegations against colleagues.

2. DEFINITIONS

- i. “**Audit Committee**” means, the Committee of the Board of Directors of the Company constituted under Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which shall include any modification(s) or amendment(s) thereof.
- ii. “**Board of Directors**” means the Directors of the Company.
- iii. “**Compliance Officer**” means the Company Secretary of the Company who may be designated as Compliance Officer under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

- iv. **“Disciplinary Action”** means, any action that can be taken on the completion of / during the investigation proceedings including but not limiting to
 - a. warning
 - b. impose penalty / punishment when any alleged Unethical and Improper practice or wrongful conduct of any employee is proved
 - c. termination or suspension of any contract or arrangement or transaction vitiated by such Unethical and Improper practice or wrongful conduct.
 - d. Such other action as it may deem fit.

- v. **“Employee(s)”** means all individuals on full-time or part-time employment, permanent, probationary, trainee, retainer, temporary or contractual appointment and also includes the Board of Directors of the Company, its subsidiary Companies and associate Companies (whether working in India or abroad).

- vi. **“Fact Finder”** shall mean, the Managerial Personnel at least one grade higher than the employee/s against whom the complaint has been raised and not have any reporting relationship, either primary or secondary, with the latter or outside entity agency appointed by the EC to investigate a Protected Disclosure;

- vii. **“Good Faith”** means an employee(s) shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of Unethical and Improper practices or any others alleged wrongful conduct. Good faith shall be deemed lacking when the employee(s) does/ do 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.

- viii. **“Enforcement Committee (EC)”** means a Committee constituted by the Board of Directors and consisting of following individuals:
 - a) Chief Executive Officer
 - b) Chief Financial Officer
 - c) Chief Human Resource Officer
 - d) Head – Legal & Secretarial
 - e) Head – Risk & Assurance

- ix. **“Protected Disclosure”** means, a concern(s) raised by a written communication made in Good Faith that discloses or demonstrates information that may evidence Unethical and Improper Practice. Protected Disclosures should be factual and not speculative in nature.

- x. **“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.

- xi. **“Managerial Personnel / Managers”** shall include all employees at the level of Manager and above, who have the authority to make or influence significant employment decisions.
- xii. **“Policy or “This Policy”** means, the “Whistleblower Policy.”
- xiii. **“Whistleblower/ Complainant”** means an individual who discloses in good faith any Unethical & Improper practices or alleged wrongful conduct.

3. SCOPE

3.1 The Policy is applicable to all the Employees and Stakeholders of the Company and its subsidiaries.

3.2 Whistleblower can complain about the following Unethical and Improper Practices.

- a) Criminal Offence (e.g. fraud, corruption or theft) committed/ likely to be committed;
- b) Failure to comply with law / legal/ regulatory obligations;
- c) Breach of client promise by the Company;
- d) Miscarriage of justice occurred/ likely to occur;
- e) Company’s assets and funds used in an unauthorized manner;
- f) Sexual or physical abuse / harassment of a member of staff, service recipient or service provider;
- g) Discrimination against a member of staff, service recipient or service provider on grounds of sex, caste, religion or disability;
- h) Actions which endanger the health or safety of employees or the public;
- i) Any other form of improper action or misconduct;
- j) Information relating to any of the above deliberately concealed or attempts being made to conceal the same;
- k) An act which does not conform to ‘approve standard’ of social and professional behavior;
- l) An act which leads to unethical business practices including bribery, commissions, kickbacks;
- m) Breach of etiquette or morally offensive behavior;
- n) Misrepresentation of financial information, that may lead to incorrect financial reporting;
- o) Practices not in line with applicable Company’s policies;
- p) Financial irregularities of any nature;
- q) Breach of Information Security Policy of the company;
- r) Breach of any Company’s Policies;
- s) Sharing or leakage of Unpublished Price Sensitive Information, propriety information;
- t) pilfering of confidential information;
- u) Manipulation of Documents.

The list of issues classified under “Unethical and Improper Practices” is indicative and not exhaustive.

3.3 While it will be ensured that genuine Whistleblower are accorded complete protection from any kind of unfair treatment as herein set out, this Policy does not protect Employee(s) from disciplinary action arising out of deliberate false or bogus allegations made with malafide intentions.

3.4 The Policy should not be used for reporting of routine or operational matters like:

- a) Issues relating to compensation / increment / reimbursement;
- b) Issues related to career progression;
- c) IT assets not working properly;
- d) Questioning the business decisions taken by the management;
- e) Service related complaints;
- f) Personal grievances.

The above list is indicative and not exhaustive.

4. GUIDING PRINCIPLES

4.1 To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company and the EC will:

- a) Ensure that the Whistleblower and/or the person processing the Protected Disclosure are not victimized for doing so. But, this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation;
- b) Treat victimization as a serious matter, including initiating disciplinary action on such person/(s);
- c) Ensure confidentiality;
- d) Not attempt to conceal evidence of the Protected Disclosure;
- e) Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- f) Provide an opportunity of being heard to the persons involved especially to the Subject;
- g) This Policy may not be used as a defense by an employee against whom an adverse action has been taken independent of any disclosure of intimation by him and for legitimate reasons or cause under Company rules and policies.

5. ANONYMOUS DISCLOSURES

5.1 An anonymous complaint, that is, any complaint or concern raised without any of the following information, viz. name, address and contact details of the complainant/person raising the concern, shall not be considered a valid Protected Disclosure, except where the EC treats it as a special case and decides to take it up under this Whistle-blower Policy.

- 5.2 The EC shall record the reasons why it is treating such a complaint or concern as a special case.
- 5.3 The EC may decide to treat a complaint or concern as a special case based on the following:
- a) How serious and material the issue raised is;
 - b) How credible the concern appears;
 - c) How feasible it appears to corroborate the facts with attributable sources;
 - d) Does the concern appear to have been in good faith;
 - e) Does the concern appear factual and not speculative in nature.
- 5.4 A record of anonymous complaints received shall be maintained giving detail of how they were received and dealt with.

6. DUTIES & RESPONSIBILITIES

6.1 Whistleblower

- a) Bring to attention of the Company any Unethical and Improper Practice the Whistleblower becomes aware of. Although the Whistleblower is/ are not required to provide proof, the Whistleblower must have sufficient cause for concern;
- b) Follow the procedures prescribed in this Policy for making a Protected Disclosure,
- c) Co-operate with the investigating authorities;
- d) Maintain confidentiality of the subject matter of the disclosure and the identity of the persons; involved in the alleged Unethical and Improper Practice. It may forewarn the subject and important evidence is likely to be destroyed.

6.2 Enforcement Committee (EC)

- a) Conduct the enquiry in a fair, unbiased manner;
- b) Ensure complete Fact-Finding;
- c) Maintain confidentiality;
- d) Decide on the outcome of the investigation, whether an Unethical and Improper Practice has been committed and if so by whom;
- e) Take appropriate Disciplinary Action - including dismissal and preventive measures;
- f) Minute Committee deliberations and document the final report.

6.3 Compliance Officer

- a) The Compliance Officer shall be responsible for reporting and submitting the reports under this Policy to the Audit Committee/Board of Directors

7. PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES

7.1 How should a Protected Disclosure be made and to whom?

- a) A Protected Disclosure and other communication should be made in writing by email addressed to the Compliance Officer of the Company in the following manner:
 - i. In case of letters, the Protected Disclosure should be sealed in an envelope marked “Whistleblower” and addressed to the Compliance Officer of the Company.
 - ii. In case of e-mail, the Protected Disclosure should be marked “Confidential” and the subject line should contain “Whistleblower” and addressed to the Compliance Officer - compliance@metropolisindia.com
- b) The Compliance Officer shall forward the Protected Disclosure received to the EC for investigation.

7.2 Is there any specific format for submitting the Protected Disclosure?

- a) While there is no specific format for submitting a Protected Disclosure, the following details MUST be mentioned:
 - i. Name, address and contact details of the Whistleblower. (Except in special cases referred to in Clause7)
 - ii. Brief description of the Unethical and Improper Practice, giving the names of those alleged to have committed or about to commit an Unethical and Improper Practice. Specific details such as time and place of occurrence are also important.

7.3 What will happen after the Protected Disclosure is submitted?

- a) The EC shall acknowledge receipt of the Protected Disclosure as soon as practical (preferably within 07 days of receipt of a Protected Disclosure), where the Whistleblower has provided his/her contact details.
- b) The EC either itself or by appointing a Fact Finder will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Protected Disclosure constitute an Unethical and Improper Practice. If the EC determines that the allegations do not constitute an Unethical and Improper Practice, it will record this finding with reasons and communicate the same to the Whistleblower.

- c) If the EC determines that the allegations constitute an Unethical and Improper Practice, it will proceed to investigate the Protected Disclosure.
- d) The EC shall meet on as required or need basis subject to minimum two Meetings in a year.

7.4 Process of Investigation

- a) The EC may investigate with the assistance of the Internal Auditor and a representative of the Division/ Department where the breach has occurred, as the Committee deems necessary. If the Committee is of the opinion that the alleged Unethical and Improper Practice is required to be investigated by external agency/ investigator then, the EC may appoint an external agency / investigator for the purpose of conducting an investigation.
- b) The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information by EC for the purpose of such investigation shall do so. Individuals with whom the EC requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary co-operation for such purpose.
- c) The Subject shall be informed of the allegations or investigation being carried out and have opportunity for providing inputs during the investigation. Subject may be informed of the outcome of the inquiry/ investigation process.
- d) If the alleged Unethical and Improper Practice is required by law to be dealt with under any other mechanism, the EC shall refer the Protected Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority
- e) Based on the result of the investigation, if Unethical and Improper practice or wrongful conduct of any Employee is proved, then EC shall take appropriate Disciplinary Action.
- f) The EC shall conduct such investigations in a timely manner and shall prepare a written report (“Closure Report”) after completion of investigation which will include the following:
 - i. Facts of the matter
 - ii. Whether the same Protected Disclosure was raised previously by any one and if so, the outcome thereof.
 - iii. Whether the financial / otherwise loss which has been incurred / would have been incurred by the Company.
 - iv. Findings of the investigation carried out by the Fact Finder/ External Agency
 - v. Disciplinary Action taken.
- g) EC shall prepare Closure Report as soon as practically possible and in any case, not later than 30 days from the date of receipt of the Protected Disclosure or such other additional time as

may be required based on the circumstances of the case. EC shall submit Closure Report to the Compliance Officer who shall further submit it to the Audit Committee.

- h) If the Audit Committee is satisfied with the Closure Report, it shall take the same on record. In the event Audit Committee is not satisfied with Closure Report, it may order a suo-moto investigation or may appoint an external agency / investigator to investigate the Unethical and Improper practice.
- i) If any of the members of the EC have a conflict of interest in a given case, they will recuse themselves and the others on the Committee would deal with the matter on hand.
- j) The decision of the EC to conduct an investigation, by itself, is not an accusation and is to be treated as a neutral fact-finding process. Also, the outcome of such investigative action need not conclusively support the Whistle blower's complaint than a wrongful act was actually committed. The employee/s against whom the complaint has been made shall be informed of the allegations and provided opportunities to present facts and other information to defend his/ her/ their case, subject to legal constraints.
- k) As a matter of general deterrence, the Company may publicly inform employees of the penalty imposed and discipline of any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this Policy.
- l) Everyone working for or with the Company has a responsibility to cooperate in the investigation of reports of violations. Company will have access to all property in the investigation i.e. Company Laptop, Mobile Phone (Company provided / Personal). Failure to cooperate in or obstructing an investigation, or deliberately providing false information during an investigation, may result in taking disciplinary action, which can also include termination from the employment/service.

8. DOCUMENTATION & RETENTION

8.1 The Fact Finder/ EC/ Audit Committee shall have a right to call for any information/document and examination of any employee of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation.

8.2 The EC shall maintain a Register of Complaints to record the complaints received and resolved by EC.

8.3 All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

9. SECRECY/ CONFIDENTIALITY

9.1 All involved in the process of investigation i.e. the Whistleblower, Subject, the Compliance Officer, the Audit Committee, EC, Fact Finder and External Agency shall:

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

9.2 In the event, if Management realises that if anyone is not complying with the above he/ she shall be held liable for such disciplinary action as is deemed fit by the Management.

10. ESCALATION PROTOCOL

10.1 If a complaint is against any of the Member of EC, then Whistleblower should address the Protected Disclosure to the Chairman of Audit Committee by:

- a) Sending an e-mail to milind@sarwate.org
- b) Writing a letter marked as 'Private and Confidential' and addressed to the Chairman of the Audit Committee and sending it at the Registered Office of the Company in Mumbai.

10.2 On receipt of Protected Disclosure, the Audit Committee may either investigate itself or by appointing an external agency/investigator investigate the Unethical and Improper practice. The Compliance Officer shall assist the Audit Committee in such investigation.

11. PROTECTION TO WHISTLE BLOWER

11.1 The Whistleblower will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner, risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/ her duties/ functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- i. the communication/ disclosure is made in Good Faith;
- ii. the Whistleblower reasonably believes that information, and any allegations contained in it,

- are substantially true; and
- iii. the Whistleblower is not acting for any personal gain,
- 11.2 If a Whistleblower faces any retaliatory action or threats of retaliatory action as a result of making a Protected Disclosure, he/she should inform the EC in writing immediately. The EC will treat reports of such actions or threats as a separate Protected Disclosure and investigate the same accordingly and may also recommend appropriate steps to protect the Whistleblower from exposure to such retaliatory action and ensure implementation of such steps for the Whistleblower's protection.
- 11.3 Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.
- 11.4 However, no action will be taken against anyone who makes an allegation in Good Faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.
- 11.5 Harassment, victimization of the Whistleblower or the adoption of any other unfair employment practice towards the Whistleblower will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee.
- 11.6 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.
- 11.7 However, this Policy does not protect the Whistleblower from an adverse action which occurs independent of his disclosure of Unethical and Improper practice, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this Policy.

12.FALSE ALLEGATIONS

- 12.1 An Employee who knowingly makes false allegations shall be subject to disciplinary action, up to and including termination of employment.
- 12.2 Whistle blower that makes three or more Protected Disclosures, which have been subsequently found to be malafide, 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 Whistleblower, the Audit Committee/ EC would reserve its right to take / recommend appropriate disciplinary action.

13. MODIFICATION(S)/AMENDMENT(S)

13.1 The Board of Directors of the Company may subject to applicable laws and at the recommendation of the Audit Committee is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Audit Committee in line with the broad intent of the Policy and in consultation with the Board of Directors. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.
