POLICY ON WHISTLEBLOWER (VIGIL MECHANISM)

TABLE OF CONTENTS

1. Purpose

The purpose of this Whistleblower Policy (**"Policy"**) is to establish a secure and transparent system that enables members to report any unethical, illegal, or fraudulent activities without fear of retaliation in Aster DM Quality Care Limited and its **subsidiaries in India ("Organisation")**. It aims to protect members who raise concerns in good faith, ensure that all reports are investigated promptly and fairly, and uphold the principles of integrity, accountability, and compliance within the organization. This Policy establishes an independent, confidential, and technology-enabled vigil mechanism aligned with global best practices, enabling secure, anonymous reporting and robust case management with audit trail visibility.

2. Scope

This Policy is applicable to all individuals engaged by the Organisation, including Directors, Associates (permanent, contractual, trainees, interns, apprentices, part-time associates), locum, contractual workforce, daily-wage workers, nurses, professionals, probationers, consultants, vendors, suppliers, business partners, patients, and any third parties interacting with the Organisation ("**Members**").

All persons covered under this Policy are eligible to make Protected Disclosures in relation to matters concerning the Organisation.

3. Definitions

For the purposes of this Policy, the following terms shall have the meanings ascribed to them below:

3.1 **"Audit Committee"** means the committee constituted by the Board of the Organisation in accordance with Section 177 of the Companies Act, 2013.

3.2 **"Board"** means the Board of Directors of the Company.

3.3 "**Compliance Team**" means the Internal Audit, Risk Management and Compliance Team of the Organisation responsible for the administration, oversight, and implementation of this Policy, including the Whistleblower Committee constituted hereunder.

3.4 **"Protected Disclosure"** shall mean a concern raised by a Whistleblower, through any of the mechanism provided under this Policy, made in good faith, which discloses or demonstrates information about any Wrongful Conduct with respect to the Organisation. A Protected Disclosure should be factual and not speculative or in the nature of an interpretation or conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

3.5 **"Subject"** means a person or group of persons against or in relation to whom a Protected Disclosure is made, or against whom evidence is gathered during an investigation.

3.6 **"Whistleblower"** means any person covered under the Scope of this Policy who makes a Protected Disclosure under this Policy, also referred to herein as a complainant.

3.7 **"Whistleblower Committee"** means the committee constituted by the Audit Committee under Clause 5 of this Policy, responsible for receiving, reviewing, and overseeing the investigation of Protected Disclosures.

3.8 **"Wrongful Conduct"** shall mean any actual or suspected violation of Applicable Law, infringement of the Organisation's rules or policies, misappropriation of monies or assets,

fraud, substantial and specific danger to public health and safety, or abuse of authority, as further detailed in Clause 4 of this Policy.

3.9 **"Applicable Law"** shall mean laws, statutes, rules, regulations, notifications, guidelines, circulars, directions and ordinances having the force of law in India, as may be in effect from time to time, including any amendments, re-enactments or replacements thereof, and as applicable to the subject matter of this Policy.

3.10 **"Whistleblower Hotline"** is a dedicated service maintained by a third-party vendor for receiving and screening of the disclosures by the Whistleblowers and recording and reporting of the protected disclosures for further investigation and maintaining the progress and final details of investigation and disposal.

3.11 **"Investigators" or "the Investigator"** or **"Investigation Committee"** mean that person(s) authorized and appointed, by the Whistleblower Committee and includes the internal auditors of the Organisation and outsourced forensic experts and the police.

3.12 **"Report Key"** means a unique key assigned to the Whistleblower who contact Whistleblower Hotline that they may be used to check on the status of reports and inquiries.

4. Violations

4.1 This Policy establishes the framework for reporting any actual or suspected Wrongful Conduct within the Organisation. By way of illustration and without limitation, Wrongful Conduct includes (however not limited to):

- Abuse of authority or position, including conflicts of interest for personal gain;
- Breach of contract or Organisation's internal policies;
- Financial irregularities such as fraud, misrepresentation or financial misreporting;
- Misappropriation or misuse of Organisation's funds, assets and resources;
- Criminal offences or unlawful acts under Applicable Law;
- Data manipulation or unauthorised disclosure of confidential or proprietary information;
- Theft, harassment, discrimination, non-compliance with regulations, legislation, policies, and procedures, as well as any other unethical, biased, favoured, or imprudent actions and public interest violations.

4.2 This Policy ensures that members can report Protected Disclosures confidentially and without fear of retaliation, and that all reports will be investigated promptly and fairly.

5. Constitution of Whistleblower Committee

5.1 The Whistleblower Committee shall comprise the Chairperson of the Audit Committee, Group General Counsel, Group Chief People Officer, Head of Internal Audit, Risk and Compliance, and one independent person in exceptional cases, where deemed necessary.

5.2 Roles and responsibilities of the Whistleblower Committee will be clearly documented, and periodic training will be conducted to keep them updated on policy requirements, investigation procedures, and ethical standards.

5.3 This structure ensures fairness, transparency, and accountability in handling whistleblower reports.

5.4 The composition of the Whistleblower Committee may be amended with the prior approval of the Audit Committee and the Board, and any such change shall be communicated to all Members and stakeholders in a timely manner.

5.5 Where any member of the Whistleblower Committee is the Subject of a complaint, such member shall be recused from all proceedings relating to that complaint. The complaint shall in such cases be referred directly to the Audit Committee. Where any member of the Audit Committee is the Subject of a complaint, such member shall similarly be recused.

5.6 Where a complaint involves associates from Band 2 and above, the investigation shall be conducted by an independent third-party Investigator under the guidance and oversight of the Chairperson of Audit Committee, to avoid any actual or perceived conflict of interest.

6. Reporting Mechanism

6.1. Any Member covered under this Policy may raise a Protected Disclosure through any of the following secure channels, including their direct manager/ supervisor, or any of the following:

Sr. No.	Reporting Channel	Contact Details
1.	Whistleblower Hotline (anonymous support available)	[●]
2.	Dedicated Email Address	whistleblower@asterqualitycare.com
3.	Group Chief People Officer	kiran.sv@asterqualitycare.com
4.	Physical / Postal Submission	HR of Respective unit
5.	Compliance Department	gayathri.sc@asterqualitycare.com
6.	Chairperson of Audit Committee	[●]

6.2. If a Whistleblower is unwilling or uncomfortable reporting to the direct manager/supervisor, the Protected Disclosure may be reported to the skip level manager, followed by the HR Manager and subsequently to the CHRO, as required.

6.3. Whistleblowers, including anonymous reporters, must provide available and verifiable factual evidence to enable initiation of an investigation. , investigations will not proceed without such support.

6.4. Whistleblowers must not obtain, access, or attempt to secure evidence beyond their authorized rights or level of access, and shall not engage in any activity that violates confidentiality obligations, data protection requirements, or Applicable Laws while reporting a Protected Disclosure.

6.5. Whistleblowers are expected to be truthful and cooperative with the Whistleblower Committee and any Investigation Committee (as constituted by the Whistleblower Committee) and may be required to respond to queries during the process.

6.6. Whistleblowers must not independently conduct, attempt to conduct, or interfere with any investigation related to their complaint.

6.7. Where legally mandated, such reports may also be escalated to the appropriate external competent authorities.

6.8. To ensure transparency and tracking, each Protected Disclosure logged into the Whistleblower Hotline will be assigned a unique Report Key, and an acknowledgement of receipt will be provided, for all disclosures made within 72 hours.

6.9. All reports will be handled confidentially and investigated promptly in accordance with organizational policies and Applicable Laws.

7. Protection/Support Measures

7.1 The identity of all Whistleblowers shall be maintained in strict confidence throughout the reporting and investigation process.

7.2 Whistleblowers shall be protected from any form of retaliation or adverse action, regardless of the outcome of the report.

7.3 Reports made in good faith shall not result in victimization or detrimental treatment.

7.4 Appropriate remedial measures may be taken in cases where a Whistleblower is adversely affected for raising a Protected Disclosure.

7.5 Support mechanisms, including counselling and legal assistance, may be provided as part of the Organisation's commitment to a safe reporting environment.

7.6 The Whistleblower Committee and the Investigation Committee ensures non-discrimination and may recommend remedies, in cases where the Whistleblower has suffered harmed.

8. Investigation Procedure

8.1 Upon receiving a Protected Disclosure, the Whistleblower Committee shall share an acknowledgement with the Whistleblower within 72 hours from the date of receipt of Protected Disclosure, and a unique Report Key will be assigned for tracking (only for the disclosures made through the whistleblowing hotline).

8.2 This initial review is essential to filter the escalation into appropriate categories:

8.2.1 Associate grievances which will be transferred to the Grievance Committee (constituted as per the Organisation's internal policies).

8.2.2 Matter related to Sexual harassment/POSH will be transferred to the Internal Committee (constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013).

8.2.3 All other matters would be investigated by the Whistleblower Committee or assigned Investigation Committee. Investigations will be led by the Head of Internal Audit, Risk and Compliance, unless another investigator is assigned by the Whistleblowing Committee

Refer to the Annexure 1 for the detailed classification of complaints

8.3 **Preliminary Review:** A preliminary review by the will be conducted by the Whistleblower Committee, or Investigation Committee (as designated by the Whistleblower Committee) to:

- Verify all relevant documents;
- Determine whether the matter falls within the scope of this Policy; and
- Determine whether the matter warrants an internal or external investigation.

8.4 A complaint may be dismissed at the preliminary stage if it has no basis or does not warrant further investigation under this Policy, and the decision shall be documented by the Whistleblower Committee.

8.5 **Detailed Investigation:** If the preliminary enquiry indicates that further investigation is warranted, the investigation shall be:

- Investigations will be carried out by the Whistleblower Committee (or assigned Investigation Committee) ensuring confidentiality, procedural fairness, and transparency.
- The investigation should be completed within 60 days; it can be extended for another 30 days, if necessary, with prior intimation to Audit Committee.
- For the investigation, the appointed Investigator(s) shall have the authority to seek information or documents and examine any associate or other relevant person(s), as deemed necessary under this Policy.
- Findings and decisions will be formally documented.

8.6 **Engagement of external consultants:** The Whistleblower Committee may, at its discretion, engage external consultants, law firms, forensic experts, or other subject matter experts as part of the investigation, particularly where:

- The matter involves regulatory, legal, or criminal non-compliance;
- The person implicated is at or above a Band 2 level
- The matter has significant financial implications for the Organisation.
- Or any other matter deemed necessary.

If the Wrongful Conduct constitutes a criminal offence, the Whistleblower Committee shall take appropriate action, including reporting the matter to the police or other competent authorities, as required. Where legally mandated, reports may also be escalated to the appropriate external regulatory or law enforcement authorities.

8.7 **Decision and Corrective Actions:** Upon conclusion of the investigation, findings and decisions shall be formally documented and if the investigation establishes Wrongful Conduct, the Whistleblower Committee (or Investigation Committee) shall recommend to the management of the Organisation such disciplinary or corrective action as it deems appropriate, which may include

- Disciplinary actions such as termination, suspension of employment etc of persons involved or identified to have indulged in Wrongful Conduct;
- Reprimand, penalties, recovery orders;
- Modification, suspension, or termination of any contract, arrangement, or transaction found to be affected by the Wrongful Conduct;
- Any other remedial or corrective measures considered appropriate based on the nature, gravity, and circumstances of the case.

8.8 The decision of the Whistleblower Committee shall be final and binding on all concerned parties.

8.9 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 as prescribed by Applicable Law.

8.10 The Whistleblower Committee shall report all Protected Disclosures, investigation findings, and recommended corrective actions to the Audit Committee on a periodic basis.

9. Training Requirements

9.1 All Members shall undergo mandatory induction training of this Policy, including protections and reporting mechanisms.

9.2 Annual refresher sessions will be conducted to reinforce awareness and compliance.

9.3 Additionally, customized training modules will be provided for healthcare workers to address special sensitivities and ethical considerations relevant to their roles.

9.4 These programs aim to ensure that all stakeholders understand their rights, responsibilities, and the procedures for reporting Protected Disclosures safely and effectively.

9.5 This Policy shall be communicated to all Members and stakeholders through display on notice boards at all Organisation's locations, document repositories, and the Organisation's website.

10. Disqualification

10.1 The Organisation strictly prohibits false, frivolous, vexatious, misleading or malicious whistleblower reports. Any Member found to have intentionally submitted misleading or fabricated information will face disciplinary action, which may include warnings, suspension, or other corrective measures.

10.2 A two-strike policy will apply, after two confirmed instances of malicious reporting, the Member will be deemed ineligible to make further disclosures under the Policy.

10.3 These measures ensure the integrity of the whistleblower process while protecting genuine reporters.

11. Review and Amendment

11.1 The Compliance Team shall be responsible for the administration, interpretation, application, and periodic review of this Policy.

11.2 The Organisation reserves the right to review, revise and publish this Policy as required at the discretion of management.

11.3 Any amendments shall require the concurrence of the Audit Committee and the prior approval of the Board, except in cases of emergency where post-facto approval may be obtained.

11.4 Any amendments shall be communicated to all Members and stakeholders in a timely manner.

11.5 In case of any inconsistency between the provisions of the Policy and Applicable Law, Applicable Law shall prevail.

12. FAQs

Q1. How can Protected Disclosures be reported?

A: Through direct manager, Whistleblower Hotline (anonymous), email, physical submission, or direct access to the Chairperson of Audit Committee.

Q2. Will my identity be kept confidential?

A: Yes, confidentiality is strictly maintained.

Q3. How soon will I get an acknowledgement?

A: Within 72 hours of reporting.

Q4. How is the report tracked?

A: A unique Report Key is assigned for status and inquiries.

Q5. What protection do Whistleblowers have?

A: Protection from retaliation, intimidation, and victimization; remedies include reinstatement, compensation, counselling, and legal aid.

Q6. Who investigates the complaint?

A: A Whistleblowing Committee (or assigned Investigation Committee) ensuring fairness and confidentiality.

Q7. What is the investigation timeline?

A: Maximum 60 days, and extendable up to 30 days with prior intimation to Audit Committee.

Q8. What happens if someone retaliates?

A: Strict disciplinary action, including suspension or termination; harmed whistleblowers receive remedies.

Q9. How often is the policy reviewed?

A: Annually, or as required at the discretion of the Organisation, with amendments approved by the Audit Committee

13. Contact

For any queries related to this policy, please contact the HR Department

Email Id: hrhelpdesk@asterqualitycare.com

Contact No.: Authorised person at your work location

14. Document History & Review

Version	Date	Reviewed by	Approved by	Reasons with Description

ANNEXURE 1: CLASSIFICATION OF COMPLAINTS (NOT LIMITED TO)

Major Classification	Sub-Classification	Description
Environment, Health, Safety & Security	Alcohol & Drug Abuse	Substance abuse in the workplace by any Member or associated individual.
	Environmental Concern	Environmental or biohazard spill, leak, transmission, or risk of occurrence of such events.
	Safety Concern	Safety issues that may escalate into violations, including medical equipment failure or non-adherence to equipment usage procedures.
	Safety Violation	Actual breach of safety protocols as defined in safety manuals or policies.
	Threats & Physical Violence	Threats, intimidation, or physical violence against any Member or associated individual at the workplace.
HR / Administration	Unfair Treatment / Disciplinary Actions	Unfair termination, suspension, or disciplinary actions inconsistent with Organisation ethics or policies.
Regulatory & Compliance Issues	Conflict of Interest	Situations where personal or professional interests' conflict with a Member's obligations to the Organisation.
	Falsification of Documents	Wilful falsification, manipulation, or misrepresentation of documents for personal gain or deception.
	Fraud	Fraudulent acts committed at the workplace or in connection with work-related activities.
	Sexual Harassment	Acts of a sexual nature as defined under the Anti-Sexual Harassment Policy.
Other – non-allegations	Request for Guidance	Requests for guidance on issues that may directly or indirectly jeopardize the financial or physical health of Member or the Organisation.
Other – Violations / Concerns	General Concern	Statements, conduct, actions, or policies that do not currently cause harm or liability but have the potential to do so.
Protecting Organisation Assets	Communications & Computer Systems	Misuse of Organisation communication systems or violation of local IT policies.
	Espionage & Sabotage	Unauthorized access, theft, or sharing of proprietary information or research with competitors.
	Government Relations	Concerns related to interactions or business transactions with government entities across jurisdictions.
	International	Concerns related to international business dealings or

Major Classification	Sub-Classification	Description
	Business	cross-border transactions.
	Proprietary Information	Unauthorized disclosure or misuse of Organisation-owned confidential or proprietary information.
	Time Abuse	Falsification of timekeeping records or theft of Organisation time.
Workplace Conduct Issues	Workplace Conduct	Inappropriate or unethical conduct within the workplace.
Diversity Issues	Discrimination	Discrimination based on race, gender, age, or other characteristics protected under Applicable Laws.