

Whistleblower Policy

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1. OBJECTIVE

The Vidal Health Insurance TPA Pvt Ltd referred as “**the Company**” is committed to maintain a high standard of ethical, moral and legal conduct of business operations. To maintain these standards, the Company has adopted a Whistle Blower Policy, which outlines the Company’s commitment to ensure that directors, employees, Business/Vendor Partners, their employees or any other person including contractors, subcontractors, consultants, and any other third parties are hereafter collectively referred as “Person(s)”.- are expected to adhere to and uphold these standards.

The objective of the policy are:

- To create a window for any person who observes an unethical practice to be able to raise it,
- To encourage timely, safe and open reporting of alleged wrong doings or suspected impropriety,
- To ensure consistent and timely institutional response,
- To encourage ethical and lawful conduct.

2. SCOPE

The policy defines and lays down the process for raising “protected disclosure”, the safeguards in place for the person raising a protected disclosure, the roles and responsibilities of all stake holders and also sets time lines for all processes to be followed. In all instances, the Company retains the prerogative to determine when circumstances warrant an investigation in conformity with this policy and applicable laws and regulations.

Various stakeholders of the Company are eligible to make Protected Disclosures under this policy. These stakeholders may fall into any of the following broad categories:

- Employees of the Company
- Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s offices or any other location
- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- Customers of the Company

The Policy covers malpractices and events which have taken place or have suspected to have taken place involving:

- Abuse of authority
- Negligence causing substantial and specific danger to health and safety
- Manipulation of company data/records
- Financial irregularities
- Unlawful acts, deliberate violation of laws, regulations and/or company policies
- Pilferage of confidential/proprietary information.
- Wastage/misappropriation of company funds/assets.
- Theft of material and non-material information/assets.
- Ethical Issues/Favoritism.
- Any other matter which may have reputational/ financial impact which includes but limited to, violation of code of conduct, misuse of company assets, and actions that lead to legal penalties or loss of customer trust.

3. DEFINITIONS

The definition of some of the key terms used in this Policy is given below:

Whistleblower: A person or entity making a disclosure of any activity belonging to any category mentioned above.

"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.

"Investigators" mean those persons authorized, appointed, consulted, including the police.

"Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence about any activity or suspected fraud or abuse transaction.

"Subject" means a person against whom a Protected Disclosure has been made.

4. INCIDENT REPORTING

- Every/All Person(s) is/are required to report any incident of violation/suspected violation of any law that applies to the company and any suspected violation of the Organization's Code of Conduct and Ethics and/or policies.
- Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of the company policies and/or applicable laws.
- No Person(s) should fear about reporting reasonably suspected violations because the company prohibits any retaliation against reporting of suspected violations.
- Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and any failure will be addressed with appropriate disciplinary action, after the company gains knowledge of such occurrence.

4.1 Reporting a Protected Disclosure

Reports of allegations of suspected unethical activities are encouraged to be made in writing so as to assure a clear understanding of the issues. Such reports should be factual rather than speculative and must contain as much specific information as much as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures. The Whistleblowers need not prove the concern but must demonstrate grounds for raising the concern. The disclosure may also be made anonymously, but it will be the decision of Whistleblower Committee to further act upon an anonymous complaint or not based on the merit of the case.

5. REPORTING PROCESS

5.1. Reporting Mechanism

The protected disclosure can be made in any of the following channels. The complaint should be sent with the subject "Privileged & Confidential- To be opened only by addressee only".

The report can be submitted to the Whistleblower Committee through any of the channels mentioned below

- **Written complaint:** A written complaint can be sent to the following address to Head of Legal:
Vidal Health Insurance TPA Pvt Ltd. Tower 2, 1st floor, Plot No :13,14,15, SJR I Park, EPIP Area, Whitefield, Bangalore - 560066
- **Email:** An email complaint can be sent to the Whistleblower committee at reports@vidalhealth.com.
- **Helpline number:** In case any whistleblower is unable to use above channels he can call Head of Legal on 080-40125678 – Ext-243

5.2. Complete Details To Be Disclosed

The concern reported should include all possible and available information about the suspected violation as one can provide. Where possible, it should describe the nature of the suspected violation, identities of persons involved in the suspected violation, supporting evidence along with the time frame of the reported incident.

5.3. Investigation

All reported incidents under this Policy will be thoroughly investigated, and all information disclosed during the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law, Policies and Code of Conduct of the company.

The complainant/Persons(s) is/are duty bound to cooperate in the investigation wherever required. Failure to cooperate in an investigation or deliberately providing false information during an investigation may form the basis for disciplinary action, including termination of employment/agreement/relationship with the Person(s).

5.4. No Retaliation

There shall not be any adverse action against any Person(s) for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Organization's Code of Conduct. The company takes any form of retaliation seriously and incidents of retaliation against any Person(s) reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate action against anyone responsible for it, including possible termination of employment/agreement. Those working for, or with the company, who engage in retaliation against reporting Person(s) may also be subject to civil, criminal and administrative penalties.

5.5. Guideline To Business/Vendor Partners

A Business/Vendor Partner may raise a complaint under this Policy based on cogent facts and should be supported by proper physical/electronic evidence.

The identity of the complainant should be disclosed, so that, the context of the issue and the investigation to be carried basis any complaint could be expedited.

All or any details submitted with the company shall be treated with utmost confidentiality and there will not be any retaliatory approach against the complainant.

This is a window facilitated to Business/Vendor Partner, as a measure of transparency in the company's business conduct. However, the investigation, its progress and the final outcome will be considered as absolute confidential matter and may be utilized for evaluation and improvising the internal process/governance. However, no information shall be shared by the company and any demand for the same shall be unacceptable.

6. CONSTITUTION OF THE WHISTLEBLOWER COMMITTEE

The Whistleblower Committee will consist of the Finance Head, Head HR, Head of Legal representative. The Committee can form sub committees constituting members who are department Head or above based on the nature of complaints received.

6.1. Procedure of Investigation

The following investigation process will be adhered to on receipt of the protected disclosure by the Committee:

- The Head of Legal as a member of Whistleblower Committee shall acknowledge receipt of the Disclosure within 07 working days of receipt of a Disclosure, where the Whistleblower has provided his/her contact details. If the disclosure is against any member of the Committee, such member will not participate in the proceedings and will be excluded from the Committee until the final outcome.
- The Whistleblower Committee will proceed to determine whether the allegations made in the Disclosure on preliminary review fall under the scope of the policy.
- If the Whistleblower Committee determines the information received does not constitute an unethical activity, then the whistleblower will be informed of the said conclusion.

- Whistleblower Committee or the Investigation Committee may study documents and interview various individuals. Any person required to provide documents, access to systems and other information by the said Committee(s) for the purpose of such investigation shall do so. Individuals with whom the Committee(s) requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.
- The Whistleblower Committee or Investigation Committee formed for the purpose will file its report along with the recommendations for next steps within the timeframe specified for the case, not exceeding 60 days from date of receipt of the information. The report would contain the description and wherever feasible a copy of all the documents relied on, a list of witnesses and the statements made, and copy of any other material relied on.
- The Whistleblower Committee will record its decision in writing including the detailed reasons for arriving at such conclusions.
- The Chairman will report disclosures and action taken to the Board of Directors in Board meetings periodically.
- If the complaint is against the Chairman, then other Board members will be intimidated.
- The Whistleblower Committee to inform the Whistleblower of the final outcome of the protected disclosure made.

7. DOCUMENTATION AND REPORTING

All documentation pertaining to the complaint including but not restricted to the investigation report, corrective action taken and evidence will be maintained by the Whistleblower Committee, in accordance with the applicable law.

8. REMEDIES & DISCIPLINE

If the Company determines that a compliance or ethical violation has occurred, it will take the following actions as deemed fit

- Any person found guilty of violation of the Company's Code of Conduct will be subject to appropriate disciplinary action procedure. Appropriate procedures, policies and controls will be established or modified to prevent recurrence.
- If any person is found to be retaliating against the complainant, coaching the witnesses or tampering with evidence, it would lead to severe disciplinary action against such person, including termination of employment.

9. ROLES AND RESPONSIBILITY

9.1. Whistleblower

- The Whistleblower provides the protected disclosure, which is the initial information related to a reasonable belief that an unethical activity has occurred. The motivation of the Whistleblower is irrelevant to the consideration of the validity of the allegation.
- Whistleblower (including anonymous Whistleblower) must provide all factual corroborating evidence, as is available/possible, to enable commencement of an investigation, material which demonstrates sufficient grounds for concern. However, the Whistleblower shall refrain from obtaining evidence for which they do not have right of access and no protection would be guaranteed to the Whistleblower for having obtained the information illegally.
- The Whistleblowers will not be immune to disciplinary action, if found guilty of or is a party to the allegations.

9.2. Whistleblower Committee

- The Whistleblower Committee will determine whether the concern of complaint actually pertains to a compliance violation.
- The Whistleblower Committee will review all findings and initiate appropriate correction action.
- The Whistleblower Committee will provide sufficient and fair opportunity to the aggrieved person to prove/justify its stand and case, including personal hearing as may be required, and shall ensure fairness in the process of investigation.
- Whistleblower Committee & the Investigation Committee shall maintain confidentiality of the complaints received, the investigations conducted and its findings.

9.3. Chairman

- The role of the Chairman is to oversee the implementation of the Whistleblower policy in letter and spirit.
- The Whistleblower Committee will report its activities on a quarterly basis to the Chairman. The Chairman will also review the policy and process periodically to ensure there are no gaps in the implementation of the policy.

10. WHISTLEBLOWER PROTECTION

The Company will use best efforts to protect the whistleblowers against retaliation, as described below.

- The Company will keep the Whistleblower's identity confidential, unless
 - The person agrees to be identified.
 - Identification is necessary to allow the Company to investigate or respond effectively to the report.
 - Identification is required by law.
 - The person accused of violations is entitled to the information as a matter of legal right in the disciplinary proceedings.

The Company prohibits retaliation against a Whistleblower with the intent or effect of adversely affecting the terms or conditions of employment (including but not limited to, threats of physical harm, loss of job, punitive job assignments, or impact on salary or wages). Whistleblowers who believe that they have been retaliated against may file a written complaint with the Whistleblower Committee. A proven complaint of retaliation shall result in proper remedy for the person harmed and severe disciplinary action against the retaliating person. This protection from retaliation will not prohibit managers or supervisors from taking action, including disciplinary

11. MANAGEMENT ACTION ON FALSE DISCLOSURES

The organization recognizes the need to offer person(s) this safe and secure channel to share their inputs and grievances about instances covered under this policy with a neutral and independent committee for investigation and action. It is also important for person(s) to be cognizant of the fact that the organization discourages and will take strict action in case of any misuse of Whistle Blower Policy and channel for any other purpose than for which they have been incorporated.

The Committee will ensure every measure of confidentiality is taken to safeguard the identity and inputs shared by the complainant. Whistle Blower Policy requires equal confidentiality from the complainant as much as the complainant believes in the confidentiality at the end of the Committee. Thus, any person(s) can report immediately to the committee any action of repercussion owing to leak of information at his/ her end. Such leak of information may occur by error or sheer negligence on the part of the complainant. The committee reserves the right to independently investigate this afresh and take necessary action against the erring parties involved (including the complainant if the facts of investigation so reveal).

Whistle Blower Policy and channel should not be used in any of the following scenarios, which may be considered as 'Business as Usual' issues and should be reported to the respective business level authorities, who are designated to address the same in each business by virtue of their roles. Below list is suggestive in nature and not exhaustive; the Committee reserves the discretion not to entertain such incidents and may advise the complainant to report it to the appropriate manager / authority.

- Non- functional / malfunctioning infrastructure, telecommunication systems and/ or virtual systems.
- Disagreements between person(s) arising out of the normal course of discussion with regards to business as usual (BAU) actions and/ or expectations.
- Disputes arising out of personal conflicts between person(s) outside the scope of employment and regarding the scope of work of their individual roles.
- Domestic issues which are personal to a person(s).
- Any action/ issue which is currently under reasonable investigation and resolution within a department or Line of Business. E.g., if a person(s) has escalated an issue within the department to his/ her manager/ skip level manager and the same is being investigated within the framework of the business the person(s) cannot simultaneously report this issue via Whistle Blower channel as a back-up for investigation and resolution. Person(s) has a recourse to use the Whistle Blower channel only if reasonable time has passed without resolution being arrived at as per business matrix and/ or if the resolution is reasonably biased and the Person(s) has proof to substantiate the same before the committee.

If the Whistleblower Committee concludes that the protected disclosure has been made malafide and is a false accusation or is an abuse of the process, then appropriate action against the person making the disclosure will be taken. Having said that, the Company clearly understands that some disclosures may not result in any investigation or action at a later stage even though they are made in good faith. In such circumstances, no action would be initiated against the person submitting the information.

It is the duty of all Person(s) to notify the company if they observe, or learn of, any unethical business conduct or illegal acts. Failure to promptly raise a known or suspected violation is considered an unethical behavior. Please refer the Company's Code of Conduct for the standards of ethical behavior and personal conduct.

12. AMENDMENT

The policy shall be reviewed annually and any changes in applicable laws relating to this policy shall be incorporated into this policy. Any changes introduced to this policy must be approved by the Board of Directors. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such ambiguities will be resolved in line with the broad intent of the policy.

