

**APOLLO HEALTHCO LIMITED**

**CIN: U85110TN2020PLC135839**

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**WHISTLE BLOWER POLICY**

## APOLLO HEALTHCO LIMITED

### WHISTLE BLOWER POLICY

#### **1. INTRODUCTION**

- i. As per the requirements of the Section 177(9) of the Companies Act, 2013 read with the Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014, Companies which accept deposits from public or companies who have borrowed money from Banks and Financial Institutions in excess of Rs. 50 Crore are required to establish a vigil mechanism through the “Whistle Blower Policy” for directors and employees to report concerns of unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairman of the Audit Committee in appropriate or exceptional cases.
- ii. Apollo Healthco Limited (“AHL/the Company”) believes in the conduct of affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior and is committed to developing a culture where it is safe for all employees to raise concerns about any unacceptable practice or any event of misconduct. The organization provides a platform for directors and employees to disclose information internally, which he/she believes shows serious malpractice, impropriety, abuse or wrong doing within the company without fear of reprisal or victimization. Further, assurance is also provided to directors and employees that prompt action will be taken to investigate complaints made in good faith.
- iii. Under these circumstances, this Whistle Blower Policy (‘this policy’) and vigil Mechanism as part of this Policy has been formulated with a view to provide a mechanism for directors and employees to approach the Compliance Committee / Chairman of the Audit committee of the Company.

#### **2. OBJECTIVES**

- i. To enable directors and employees to voice out their concerns in a responsible and effective manner.
- ii. To provide a platform for directors and employees to disclose information internally, without fear of reprisal or victimization.
- iii. To enable disclosure of information, independently of line management.

- iv. To ensure that no director or employee of the Organization feels he/she is at a disadvantage position while raising legitimate concerns.

### **3. SCOPE OF THE POLICY**

- i. The Whistleblower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company
- ii. Any untrue allegations will not be taken up and investigated and appropriate action will be taken for the same.
- iii. This policy is intended to assist individuals who believe they have discovered any malpractice or impropriety. It is not designed to question financial or business decisions taken by the Company nor should it be used to reconsider any matters which have been investigated under the harassment, grievance or disciplinary policies and procedures.
- iv. Whistleblower should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Compliance Committee/ Audit Committee.

### **4. COVERAGE**

It covers all malpractices and events (hereinafter referred to as “Concerns”) which have taken place / suspected to take place which includes a whole variety of issues listed below:

- i. Any unlawful act, whether criminal or a breach of the civil law.
- ii. Breach of any Policy or Manual or Code of conduct adopted by the Company.
- iii. Abuse of power/authority
- iv. Negligence causing substantial and specific danger to public health and safety.
- v. Manipulation of company data/records
- vi. Financial irregularities, including fraud, or suspected fraud
- vii. Perforation of confidential/propriety information
- viii. Deliberate violation of law(s)/regulation(s)
- ix. Wastage/misappropriation of company funds/assets; and
- x. Any other unethical or improper conduct

### **5. DEFINITIONS & GLOSSARY**

- i. ‘Audit Committee’ means the Audit Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013.

- ii. “Compliance Committee” means a committee comprising of Mr. Sanjiv Gupta, Chief Financial Officer (Chairman), Mr. Ashish Garg, Head Legal, Mr. Benny Veliath, Head Human Resource officer and Mr. Madhava Krishna– Associate Vice President (hereinafter referred to as “Committee”) which has been appointed to receive protected disclosures from whistle blowers and do a preliminary enquiry of the facts of the concern and conduct an investigation wherever required. In exceptional cases, concerns can be reported directly to the Chairman of the Audit Committee. .
- iii. “Board” means the Board of Directors of the Company.
- iv. “Company” means Apollo Healthco Limited and all its Offices.
- v. “Director” means every director of the company, past or present.
- vi. “Employee” means every employee of the Company including contractual employees and the directors in employment of the Company.
- vii. “Disciplinary Action” means any action that can be taken on the completion of/ during the investigation proceedings including but not limited 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.
- viii. “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical behavior or improper activity, actual or suspected fraud or violation of the Company’s Code of Conduct. It should be factual and not speculative or in the nature of an interpretation/conclusion and should contain as much specific information supported by reasonable evidence as possible to allow for proper assessment of the nature and extent of the concern.
- ix. “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.
- x. “Whistle Blower” is a director or an employee or group of employees who make a Protected Disclosure under this Policy and also referred to in this policy as a complainant.

## **6. ELIGIBILITY**

- 6.1 All directors and employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

- 6.2 A person who has resigned from the services of the Company and is serving the notice period, is not eligible to make protected disclosures under the policy in relation to the matters concerning the Company.

## **7. PROCESS FOR RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES**

- 7.1 All Protected Disclosures should be reported in writing by the complainant to the Committee as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.
- 7.2 The Protected Disclosure should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- 7.3 The Protected Disclosure should be submitted in a closed and secured envelope, dispatched to the Committee at the address as indicated under Para 7.5 and should be superscribed as "Protected disclosure under the Whistleblower Policy". Alternatively, the same can also be sent through email to the mail id [whistleblower@apollo247.org](mailto:whistleblower@apollo247.org) with the subject "Protected Disclosure" under the vigil mechanism / whistle blower policy". If the complaint is not superscribed and closed as mentioned above, it will not be possible to protect the complainant and the protected disclosure will be dealt with as if it is a normal disclosure. In order to protect the identity of the complainant, the Committee will not issue any acknowledgement to the complainant. The Committee shall assure that in case any further clarification is required, it shall get in touch with the complainant.
- 7.4 The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Committee shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- 7.5 Protected Disclosures should be addressed to the Committee of the Company. The contact details of the Committee are as under-

Mr. Sanjiv Gupta  
Chairman  
Compliance Committee  
Apollo Healthco Limited  
19, Bishop Gardens, Raja Annamalaipuram  
Chennai – 600028  
Email – [Sanjiv.g@apollo247.org](mailto:Sanjiv.g@apollo247.org)

Protected Disclosure against the Committee should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman of the Audit Committee are as under;

Name of the Audit Committee Chairman - Mr. Vinayak Chatterjee

E- Mail id of Audit Committee Chairman – vinayak.chatterjee@theinfravisionfoundation.org

On receipt of the protected disclosure the Committee shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not.

- 7.6 The Compliance Committee shall also carry out an initial enquiry by itself or by involving any other Officer of the Company or by hiring the services of an outside agency, for further appropriate investigation and needful action.

The record of the Committee will include:

- a. Brief facts;
  - b. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
  - c. Whether the same Protected Disclosure was raised previously on the same subject;
  - d. Details of actions taken by the Committee for processing the complaint.
  - e. Findings of the Committee and the outside agency, if any
- 7.7 The Committee, if he deems fit, may call for further information, details or particulars from the complainant.
- 7.8 The Whistle Blower shall be provided ongoing support and protection from any adverse treatment as a result of his/her actions. Any victimization or detrimental action taken against the Whistle Blower as a result of his/her allegation would be treated as a serious matter by the Company and the Company shall ensure appropriate action.

## **8. INVESTIGATION**

The investigation shall be completed normally within 45 days of the receipt of the protected Disclosure by the Compliance Committee. If it is not completed within 45 days, the Compliance Committee shall provide proper explanations to the Chairman of the Audit Committee for the delay.

## **9. DECISION AND REPORTING**

- i. The Audit Committee will, based on the findings in the written report submitted by the Compliance Committee after conducting further investigation as it may deem fit, come to a final decision in the matter not later than 30 days from the date of receipt of the written report.

- ii. If the complaint is shown to be justified, then the Audit Committee shall invoke disciplinary or other appropriate actions against the concerned. The following actions may be taken after investigation of the concern;
  - Disciplinary action (up to and including dismissal) against the Subject depending on the results of the investigation; or;
  - Disciplinary action (up to and including dismissal) against the whistleblower if the claim is found to be malicious or otherwise in bad faith; or
  - No action if the allegation proves to be unfounded
- iii. A complainant who makes false allegations of unethical behaviour or improper practices, actual or suspected fraud or violation of the Company's Code of Conduct to the Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

## **10. GUIDING PRINCIPLES**

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

- i. Maintain confidentiality of all matters under this Policy;
- ii. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure are not victimized for doing so.
- iii. Treat victimization as a serious matter including initiating disciplinary action on the concerned person(s).
- iv. Initiate disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made.
- v. Provide an opportunity of being heard to the persons involved, especially the Subject.

## **11. DISCIPLINARY ACTION**

- i. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- ii. Protection' under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus intention.
- iii. Whistle Blowers, who make repeated Protected Disclosures, which have been subsequently found to be frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

## **12. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

## **13. RETENTION OF DOCUMENTS**

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

## **14. COMMUNICATION**

Directors and Employees shall be informed of the Policy by publishing on the website of the Company and in the Board's Report.

## **15. AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part. However, such amendment or modification will be with the prior approval of the Board of Directors.