



The Specialist
in Cancer Care

HEALTHCARE GLOBAL ENTERPRISES LIMITED

Whistle Blower Policy

(Amended by the Board of Directors of the Company on March 28, 2019)



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1. Purpose

HEALTHCARE GLOBAL ENTERPRISES LIMITED (hereinafter referred to as “the Company” or “HCG”) is committed to the highest standards of openness, probity and accountability. An important aspect of accountability and transparency is a mechanism to enable Employees of the Company to voice concerns in a responsible and effective manner. It is a fundamental term of every contract of employment with the Company that an Employee will faithfully serve his / her employer and not disclose confidential information about the employer’s affairs. Nevertheless, where an Employee discovers information which he/she believes shows serious malpractice, impropriety, abuse or wrongdoing within the organization then this information should be disclosed internally without fear of reprisal, and there should be arrangements to enable this to be done independently of line management (although in relatively minor instances the line manager would be the appropriate person to be informed). The Company has therefore endorsed the provisions set out below to ensure that no Employee of the Company should feel at a disadvantage in raising legitimate concerns.

Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for the Stakeholders of the Company to approach the Ombudsperson of the Company.

This Policy is pursuant to the mandate prescribed under regulation 4 (2)(d)(iv) of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Policy aims at promoting responsibility and secures to protect Stakeholders who wish to raise complaint about serious irregularities within HCG. Further Regulation 22 of SEBI (LODR) Regulations, 2015 prescribes listed entities to establish a vigil mechanism for directors and employees to report genuine concerns.

Section 177 (9) of the Companies Act 2013, requires Every listed company or such class or classes of companies, as may be prescribed, to establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribe.

2. Applicability

The Policy is applicable to all Employees of the Company (including Board of Directors), agents, vendors, subsidiaries, venture partners, business partners, associates, contractors/ sub-contractors, interns and other third parties/ affiliates (hereinafter collectively referred to as ‘Stakeholders’ or ‘Whistleblower’)

3. Objective of the Policy

Stakeholders are encouraged to report any concerns or issues, without fear of retaliation, to make known any inappropriate act or conduct, whether actual, potential or suspected. The Stakeholders can report their concerns under the categories stated below.

The list is not definitive but is intended to give an indication of the kind of conduct that might be considered as wrongdoing. Each of the categories of complaints will be reviewed and investigated by Ombudsperson identified for this purpose.



I. Misconduct having a financial impact (including fraud):

Examples:

- Misappropriation of funds
- Fraudulent accounting of transactions
- Unauthorized use of money or funds
- Fraud and financial irregularities
- Acceptance or giving kickbacks/bribes
- Potential infractions of audit (or other applicable) regulations
- Deliberate improper business conduct
- Insider trading including leak of UPSI
- Theft or embezzlement

II. Harassment

Examples:

- Bullying or ragging
- Coercion
- Stalking
- Passing personal comments

III. Any other circumstances not covered above

Examples:

- Potential infractions of the codes of conduct of all relevant professional institutions
- Criminal Offence or an unlawful Act
- Failure to comply with any legal obligation
- Abuse of position for any unauthorized use or for personal gain
- Deliberate non-compliance with a Policy, an official code of practice or any law or regulation
- Drug and alcohol usage in company premises
- Employees or third parties having criminal background
- Obstruction by Employees during the performance of service under an agreement by a service provider.
- Employees seeking undue favours from a service provider or vendor or other Stakeholders.

IV. Categories specifically not covered under this Policy:

The Whistleblower Policy does not cover the following, as the same is reportable through the employee grievance forum of the Company:

Examples:

- An act which does not conform to approved standard of social and professional behavior
- Improper/Inappropriate administration facilities
- Favoritism
- Malfunctioning of IT assets
- Compensation



4. Roles and responsibilities

A. Whistleblower

- i. Whistleblowers are not to act on their own in conducting any investigation.
- ii. Even if Stakeholders only suspect misconduct, reporting of the same is essential, as the earliest questions are the best questions. Such reporting will enable the Company to solve a concern in its initial stage, well before it escalates into a large problem and much damage occurs.
- iii. The Whistleblower shall co-operate with the actions and procedures conducted by the Ombudsperson on such concerns.
- iv. The Company has the right to share the outcome of the investigation to the Whistleblower.

B. Subject

- i. The identity of a Subject will be kept confidential other than the requirement of disclosure for legitimate needs of law and the investigation.
- ii. Subjects will normally be informed of the allegations at the outset of a formal investigation, and shall have opportunities for providing their inputs during the investigation.
- iii. Subjects have a right to consult with a person or persons of their choice, other than the Whistleblower/Ombudsperson/Investigators and/or members of the Audit Committee. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- iv. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- v. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- vi. The Subject has the right to be informed about the outcome of the investigation.
- vii. The Subject has the right to be heard before proceeding with any disciplinary actions.

5. Procedure for disclosure, enquiry and disciplinary action

a. How to disclose a Concern:

If any Stakeholder has reason to believe that he/she has become aware of any concern or misconduct of any nature as shared above, he/she must immediately:

1. Report those facts to immediate superior, provided that the immediate superior is not the Subject on whom the disclosure or concern or misconduct is being alleged or shared.



2. Mail concerns to the Ombudsperson to the below mentioned address. The email will be acknowledged through an auto mailer.

- Dr. Ramesh S Bilimaga
hcgwhistleblower@hcgoncology.com

3. Call or leave a voice message on the country specific numbers indicated below:

Hotline number: 080 – 46607777

4. If you have reason to believe that the Chief Executive Officer, Chief Financial Officer and Director(s) of the Company are jointly or severally involved in the suspected violation, your report may be made to the Audit and Risk Management Committee of the Board of Directors of the Company (the “Audit Committee”) addressed to the Chairman of the Audit and Risk Management Committee marked “Private and Confidential”, at the following address:

Chairman - Audit and Risk Management Committee,
HealthCare Global Enterprises Limited,
HCG Towers, No 8, P.Kalinga Rao Road,
Sampangiram Nagar, Bengaluru,
Karnataka –560027.

hcgacc@hcgoncology.com

5. In case you believe that your concern would be addressed fairly, if this were to be raised directly to the Audit Committee, your report may be made to the Audit and Risk Management Committee of the Board of Directors of the Company.
6. Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

b. Procedure in case of anonymous disclosure

If the Stakeholder is unwilling or unable to put a disclosure in writing, the officer of the Company who investigates the disclosure, will prepare a written summary of the Stakeholder's disclosure. No later than 10 days after receipt of the written summary, the Employee may submit a written supplement to the officer of the Company who prepared the summary. Failure to submit a supplement within 10 days, will constitute acceptance of the summary as an accurate statement of the disclosure made by the Stakeholder.

c. Who will investigate into the concern:

The concern shall be investigated by the Ombudsperson or through any other person, as may be deemed necessary by the Ombudsperson. A copy of the concern disclosed shall be furnished to the Investigating Officer for information.



Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

d. Procedure for handling the disclosed Concern:

Once any disclosure of Concern has been made by a Stakeholder, the Ombudsperson to whom the disclosure has been made shall pursue the following steps:

- I. Obtain full details and clarifications of the complaint.
- II. Consider the involvement of the Company's Auditors or the Police or any other external investigation agency or person.
- III. Fully investigate into the allegation with the assistance where appropriate, of other individuals / bodies.
- IV. Prepare a detailed written report and submit the same not later than 30 days from the date of disclosure of Concern.
- V. Whilst the purpose of this Policy is to enable the Company to investigate concerns raised by the Stakeholders and take appropriate steps to deal with it, the Company will give the Stakeholders as much feedback as the Company can.
- VI. The Company may not be able to inform the Stakeholders the precise action taken by the Company, where this would infringe any of the contractual confidentiality obligations of the Company.
- VII. The Company will take steps to minimize any difficulties, which the Stakeholders may experience as a result of raising the concern. Thus, if the Stakeholder is required to give evidence in criminal or disciplinary proceedings the Company will arrange for the Stakeholder to receive advice about the procedure, etc.

e. Procedure to be pursued:

The Ombudsperson shall pursue the following steps:

- I. The Ombudsperson based on the findings in the written report by the Investigating Officer, and after conduct of such further investigation as deem fit, shall come to a final decision in the matter not later than 30 days from the date of receipt of the written report from the Investigating Officer.
- II. If the complaint is shown to be justified, then the Ombudsperson shall recommend to the management of the Company to take such disciplinary or other appropriate action against the defaulting Employee or against the Stakeholders, as applicable. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to



disciplinary procedures as per the Company policy.

- III. A copy of the decision in writing shall be provided to the Company Secretary for placing at the meeting of the Audit Committee held immediately after the date of such a final decision.

f. Appeal against the decision of the Ombudsperson:

If the complainant or the person complained against is not satisfied with the decision of the Ombudsperson, then either of the Parties could prefer an appeal against this decision before the Audit Committee, addressed to the Chairman of the Audit Committee; who shall investigate into the same and recommend suitable action to the management of the Company; and the decision of the Audit Committee in the matter will be final and binding on all the parties. Appropriate appeal procedure may be formulated by the Audit Committee.

6. Protection:

- i. No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a disclosure or concern under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will therefore be given to Whistleblowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, 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 disclosures under this Policy.
- ii. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Ombudsperson (e.g. during investigations carried out by Investigators).
- iii. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

7. Untrue allegations

If a Stakeholder makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that stakeholder. In making a disclosure the Stakeholder should exercise due care to ensure the accuracy of the information.

8. Treatment against false complaints

A Whistleblower who knowingly makes false complaint or allegations shall be subject to disciplinary action, up to and including penalty, suspension and termination. Further, protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or with a mala fide intention.



9. Maintaining confidentiality of the concern as well as the disclosure

The Stakeholder making the disclosure of concern, any of the persons to whom the concern has been disclosed, or persons investigating or deciding on the investigation, as well as the members of the Audit Committee shall not make public, the concern disclosed, except with the prior written permission of the Audit Committee. However, this restriction shall not be applicable if any Stakeholder is called upon to disclose this issue by any judicial process and in accordance with the laws of land.

10. Complaints of retaliation as a result of disclosure

If a Stakeholder believes that he or she has been retaliated against in the form of an adverse personnel action for disclosing concern under this Policy, he/she may file a written complaint to the Ombudsperson requesting an appropriate remedy.

11. Applicability of local laws

In view of global operations of the Company, business practices across geographies may be varied. However strict adherence to guidelines mentioned in this Policy is expected. In instances where the local law contradicts the Policy, the local law prevails. This Policy should be read and applied in conjunction with the Company:

- Code of Conduct
- Anti - Bribery Policy
- All other policies regulating the conduct of business, formulated from time to time.
- Insider Trading Policy and Code of Practices and Procedures for Fair Disclosure of UPSI.

In instances where the Policy is more restrictive than the applicable rules and regulations, then the Stakeholders are required to abide by the Policy even when it imposes requirements that go beyond legal obligations. If Stakeholders believe that there are conflicting legal obligations, they must take up the same with the Company Secretary.

12. Retention of documents

All disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

13. Role of the Audit Committee

The Audit Committee is responsible for supervising the development and implementation of this Policy. The Audit Committee shall periodically review the Policy to consider whether amendments are necessary. The Audit Committee shall receive reports from the Ombudsperson concerning the investigation and resolution of disclosures and concerns made pursuant to the Policy on a quarterly basis as per the guidelines given by the Audit Committee.



14. Policy for inquiry in case of leak of UPSI or suspected leak of UPSI

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“SEBI PIT Regulations”) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information (“Policy for inquiry in case of leak of UPSI”) and inform SEBI promptly of such leaks, inquiries and results of such inquiries. The Policy for inquiry in case of leak of UPSI is provided as Annexure 1, and shall form part of the Whistle Blower Policy of the Company.

15. Amendment to the Policy

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, such amendment shall be approved by the Audit Committee. All such amendment or modification shall be communicated to the Employees and shall be available on the website of the Company for the reference of all the other Stakeholders; and shall be binding on the Stakeholders from the effective date of amendment or modification.

16. Definitions and Acronyms

Word	Meaning/ Definition
Agent	Any third party, regardless of the nature of engagement by the Company, who represents/ acts on behalf of/ takes decision on behalf of or jointly acts with the Company. Agents may include sales agents, distributors, sub-contractors, consultants, merger/ acquisition/ joint venture partners, clearing and forwarding agents, legal advisors, etc.
Abuse of authority	Action or decision which is outside the scope of the alleged violator's position, scope of duties, or level of authority as authorized by the designee. However, even actions or failure to take actions which are within the alleged violator's authority may constitute abuse of authority if the violator's motive or purpose is to harass, intimidate, or treat the Employee unreasonably under the applicable facts and circumstances.
Alleged wrongful conduct	Violation of law, mismanagement, gross waste or misappropriation of monies, substantial and specific danger to public health and safety or abuse of authority.
Audit Committee	Audit Committee means the Audit and Risk Management Committee of the Company constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and in compliance with any amendments made thereafter.



Board	Board of Directors of the Company
Code of Conduct	Code of Conduct and Ethics
Conflict of interest	When an Employee is in a position to influence a Company activity or decision in ways that could lead to any matter or form of personal gain to the Employee or for his / her family member, or when the Employee has a personal vested interest in the activity or decision.
Employee	Employee means every employee, medical consultants of the Company, (whether working in India or abroad, full time or part time), including the Directors in the employment of the Company
Whistleblower	It refers to the person making a complaint or a disclosure under this Policy in good faith any actual, suspected or potential unethical and improper practices or alleged wrongful conduct to authorized personnel through recognized means. Whistleblowers could be employees of the Company (including Board of Directors), agents, vendors, venture partners, business partners, customers/ clients, associates, contractor/ sub-contractors, interns and other third parties/affiliates.
Stakeholders	All employees of the Company (including Board of Directors), consultants, agents, vendors, subsidiaries, venture partners, business partners, customers/ clients, associates, contract/ sub - contractors, interns and other third parties.
Subject	It refers to the person or persons against or in relation to whom a complaint has been reported or evidence gathered during the course of an investigation.
Solicitations	It is the action/ instance of soliciting, petition, or proposal. In criminal law, it most commonly refers to either the act of offering goods or services, or the act of attempting to purchase such goods or services.
BOD	Board of Directors
CFO	Chief Financial Officer
HOD	Head of Department
HR	Human Resources
IT	Information Technology



17. Frequently asked questions

1. What information should a whistleblower provide?

The whistleblower should provide supporting evidence for the allegations, if available, that would help the Company in the process of disposition of the complaint. However, the Company does not require whistleblowers to have evidence before reporting the matter, while it does require that the whistleblower must reasonably believe the information is substantially true.

2. Can whistleblower complaints be raised confidentially or anonymously?

It is preferred that whistleblowers raise complaints openly. This would facilitate the Company to assess the issue, strategize a review or investigation, understand any motive and get any additional information that may help in the process of disposition of the complaint. But it is the whistleblowers choice to report a concern anonymously, without identifying oneself or share the identity confidentially by providing his/ her identity but restricting the revelation without his/ her consent.

3. Should anyone report a violation only when he/ she are part of it?

No, everyone should report irrespective of whether he/ she is directly involved or affected by the situation. He/ she should bring the concerns to the notice of the Ombudsperson, so that problems can be resolved quickly before serious harm occurs.

4. Is there a deadline for filing a complaint under the Whistleblower Policy?

There is no deadline under the Whistleblower Policy to report any concerns. But it is important that any concerns should be reported at the earliest. Delay in reporting of the concern may adversely affect the investigation process for reasons such as manipulation of evidences.

5. Can the whistleblower discuss the matter reported with his colleagues?

It is recommended that you do not discuss the matter with others, as it may affect your confidentiality and confidentiality of the investigation.

6. What is not covered under the Whistleblower Policy?

The Whistleblower Policy does not cover matters that are covered by other procedures and policies, such as employee grievances about facilities or compensation. These complaints are dealt with through the grievance procedure.

7. Are all complaints received through the Whistleblower Policy first sent to the HR Department?

No, all reports and allegations will be routed to the Ombudsperson on the basis of category of complaint raised. The Ombudsperson will further initiate the appropriate action.



8. Can the whistleblower himself conduct the investigation before reporting?

No. The whistleblower’s duty is to report the concerns to the appropriate authority.

9. Does the whistleblower have the right to be informed about the action initiated by the Company on the complaint raised?

The whistleblower has the right to be informed about the action initiated on the complaint raised, while the Company has the right to decide whether to share any information on the outcome of such action initiated.

10. Does a person who helps in the process of investigation have protection from retaliation even though he is not the whistleblower?

Yes, the Whistleblower Policy provides for safeguard from any retaliation not just to the whistleblower but also to anybody who helps in the process of investigation.

18. Acknowledgment and agreement regarding the whistleblower policy

This is to acknowledge that I have received a copy of the Company’s Whistleblower Policy. I specifically agree that to the extent that I reasonably suspect there has been a violation of applicable laws or the Company's Code of Conduct, including any retaliation related to the reporting of such concerns, I will immediately report such conduct in accordance with the Company’s Whistleblower Policy.

I further agree that I will not retaliate against any employee for reporting a reasonably suspected violation in good faith.

Employee’s signature	
Employee’s Name & Employee Code	
Name of the Centre	
Date	



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ANNEXURE 1

HEALTHCARE GLOBAL ENTERPRISES LIMITED

Policy on inquiry in case of leak of Unpublished Price Sensitive Information (UPSI)

(Approved by the Board of Directors of the Company on March 28, 2019)
(Effective from April 01, 2019)



**POLICY FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

*[Under Regulation 9A of Securities and Exchange Board of India
(Prevention of Insider Trading) Regulations, 2015]*

1. Background

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“**SEBI PIT Regulations**”) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information (“**Policy**”) and inform SEBI promptly of such leaks, inquiries and results of such inquiries. This Policy shall form part of the Whistle Blower Policy of the Company.

2. Applicability

This Policy shall be applicable with effect from April 1, 2019.

3. Scope

This Policy deals with:

- a) Formulating procedures for inquiry such as initiating inquiry, reporting, etc. in case of leak or suspected leak of UPSI.
- b) Strengthening the internal control system to prevent leak of UPSI.
- c) Penalizing any insider who appears to have found guilty of violating this policy.

4. Definitions

The definitions of some of the key terms used in the Policy are given below.

Capitalized terms that are not defined herein shall have the meaning assigned to them under the SEBI PIT Regulations, Code and Whistle Blower Policy.

- (i) “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Companies in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”).
- (ii) “**Code**” means the Insider Trading Policy and Code of Practices and Procedures for Fair Disclosure of UPSI of HealthCare Global Enterprises Limited (HCG)
- (iii) “**Compliance Officer**” means the person as defined in Code.
- (iv) “**Leak of UPSI**” means communication of information which is/deemed to be UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.



- (v) **“Suspect”** means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.
- (vi) **“Unpublished price sensitive information or UPSI”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - a) financial results;
 - b) dividends;
 - c) change in capital structure;
 - d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - e) Changes in the Board of Directors or Key Managerial Personnel;
 - f) such other information as determined by the Board of Directors/Chief Executive Officer/Chief Operating Officer/Chief Financial Officer from time to time.
- (vii) **“Whistle Blower”** means an employee of a Company making a disclosure under the Whistle Blower Policy.
- (viii) **“Whistle Blower Policy”** means the Whistle Blower Policy of the Company as amended and approved by the Board of Directors from time to time.

5. Procedure for inquiry in case of Leak or suspected Leak of UPSI

a) Source of information relating to leak of UPSI

Ombudsperson and/or Chairman of the Audit Committee, may on becoming aware suo moto or on receipt of a written intimation of leak or suspected leak of UPSI from the Suspect, any other person, including Employees of the Company and regulators; follow the below mentioned procedure in order to inquire and/or investigate the matter.

b) Inquiry:

The Ombudsperson shall conduct and complete inquiry as per the procedure laid out under the Whistle Blower Policy of the Company. For purpose of conducting inquiry, the Ombudsperson may:

- (i) Call upon:
 - a) such employees/individuals to seek clarification or information pertaining to the leak of UPSI.
 - b) persons / members of committees involved in generation of the original data for purpose of determination of key figures pertaining to financial figures.
 - c) persons involved in the consolidation of the figures for the financial results.
 - d) persons involved in the preparation of board notes and presentations.
 - e) persons involved in dissemination of information relating to financial results in the public domain.
 - f) any other persons who had access to the information.
 - g) any market intermediaries, fiduciaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.



- (ii) invite external investigators/experts.
- (ii) take necessary actions including sending the Suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.
- (iii) keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.
- (iv) notify the Suspect of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence.
- (v) do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

c) Intimation of Leak or suspected Leak of UPSI

If in the opinion of the Chairman of the Audit Committee/Chairman of the Board of Directors/CEO, the report submitted by Ombudsman warrants further investigation, the same shall be submitted to the Board of Directors; or at the direction of the Board of Directors appoint an inquiry committee for detailed investigation.

The Compliance Officer shall simultaneously intimate SEBI about such Leak or suspected Leak of UPSI.

6. Consequences of non-compliance of SEBI PIT Regulations

- a) On receipt of report of inquiry committee, the Compliance Officer shall forthwith forward such report to Audit Committee.
- b) The disciplinary action may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in the Company's stock option plans or termination, as may be decided by the Audit Committee or the Board of Directors or any other person authorised by the Board.
- c) Insiders who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans etc.
- d) The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- e) SEBI or any other appropriate regulatory authority would also be informed of such violation who may take appropriate action against the Suspect.