



Whistle Blower Policy (“Policy”)

Policy Version: 1.0	Prepared By: Secretarial Department
Effective Date: 26.07.2025	Approved By: Board of Directors

1. **Background:**

Yashoda Healthcare Services Limited ("**Company**") believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a whistleblower framework:

- Every listed company;
- Every other company which accepts deposits from the public;
- Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Further, Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**") provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Vigil Mechanism / Whistleblower Policy' for directors and employees to report genuine concerns.

It also requires the vigil mechanism to provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

2. **Definitions:**

The definitions of some of the key terms used in this policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- a) "**Audit Committee**" means the Audit Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) "**Director**" means a director on the Board of the Company and/or its subsidiaries.
- c) "**Employee**" includes every person in employment of the Company and/or its Subsidiaries, regardless of geographic location, and includes associates, interns and trainees of the Company.
- d) "**Protected Disclosure**" is the communication of a violation, made in good faith by the Whistle Blower and sent over email or as a hard copy in terms of this Policy, disclosing verifiable information and evidence of the violation.
- e) "**Stakeholder or Stakeholders**" include others with whom the Company has financial or commercial dealings.
- f) "**Subject(s)**" is the Employee(s) or Director(s) against or in relation to whom a violation has been reported, or evidence gathered during an investigation.
- g) "**Subsidiaries**" means the direct and indirect subsidiaries of the Company as per the provisions of the Companies Act, 2013.
- h) "**Whistle Blower**" is the Employee, Director or Stakeholder reporting a violation under this

Policy.

3. Scope:

Anybody with knowledge of and having verifiable information or material about violation, illegal or unethical acts by any Employee or Director of the Company, is entitled to make a Protected Disclosure in terms of this Policy.

The Whistle Blower's role is that of a reporting party with reliable and verifiable information about illegal or unethical acts committed by subject(s). A Whistle Blower should not act on their own in conducting any investigative activities, nor prescribe any corrective or remedial action. The Whistle Blower shall have no automatic right to participate in any investigative activities, other than when requested to do so, during the investigation process.

4. Reporting a Protected Disclosure:

- a) A Whistle Blower is encouraged to report any violation along with relevant evidence including Protected Disclosure to the Chairman of the Audit Committee Mr. Prafulla Chhajed at Email: praful.fca@gmail.com.
- b) The Protected Disclosure may be in english, hindi or vernacular language of the place of employment/business of the Whistle Blower. It should be factual and should contain as much specific information as possible, to enable assessment of the nature and extent of the violation.
- a) To facilitate an effective and expeditious investigation and for availing the protection under this Policy, the Whistle Blower(s) must identify themselves in the Protected Disclosure. The identity of the Whistle Blower will be kept confidential to the extent possible, given the legitimate needs of law and the investigation.
- c) A Whistle Blower who provides their communication details will receive an acknowledgment of receipt of the Protected Disclosure.

Investigation

- a) All Protected Disclosures reported under this Policy shall be investigated under the supervision of the chairperson of the Audit Committee, who may appoint such personnel, as they may deem fit for conducting this investigation.
- b) In exceptional cases, the chairperson of the Audit Committee may also refer the Protected Disclosure to an external investigator.
- c) The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure. In exceptional cases of delay, justification of delay shall be provided to the satisfaction of the chairperson of Audit Committee.
- d) The decision to conduct an investigation is not an acceptance of the accusation and is to be treated as part of the neutral fact-finding process.
- e) Decisions taken by the audit committee and/or the chairperson of the Audit Committee,

including interpretation of any of the clauses of this Policy, shall be final and binding on all concerned.

5. Rights and Obligations of the Subject

b) The Subject(s) shall:

- i) be informed of the allegations at the outset of a formal investigation and have opportunity for providing their inputs during the investigation.
- ii) co-operate during the investigation process, as required by the law.
- iii) not interfere with the investigation, nor withhold, destroy or tamper with any evidence or influence the witness.
- iv) have the right to consult with a person or persons of their choice, other than with the investigation team and/or the Whistle Blower.
- v) be given the opportunity to respond to material findings contained in an investigation report, unless there are compelling reasons not to do so.

c) The identity of the subject(s) will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

6. Protection to Whistle Blower

- a) The Company as a policy condemns any kind of discrimination, harassment, victimization or any other unfair practice against Whistle Blowers. No unfair treatment will be meted out to a Whistle Blower for making a Protected Disclosure under this Policy. To the extent applicable, complete protection shall be given to Whistle Blower against any unfair practice such as retaliation, threat or intimidation or termination/suspension of service/contract, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties/functions including making further Protected Disclosure.
- b) Any other employee or director assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- c) Any violation of the above clauses (a) and (b) may be reported to the chairperson of the Audit Committee, who shall have it investigated and based on the report of the investigation, recommend suitable action to the management or the Board, as considered necessary.
- d) The Company shall take steps to minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure.

7. Outcome of Investigation

- a) If the investigation leads to the conclusion that an illegal, improper or unethical act has been committed, appropriate disciplinary or corrective action may be initiated against the Subject(s). The disciplinary action may include wage freeze, suspension, recovery, and/or termination of

employment/contract or any other punitive legal action.

- b) The progress, the outcome of the investigation and the actions taken may be communicated to the Whistle Blower in such manner as may be determined by the chairperson of the Audit Committee.

8. Disqualifications:

Protection under this Policy does not mean protection from any action arising out of false allegations made by a Whistle Blower in the Protected Disclosure, knowing it to be false and done with a bad faith intention.

Any misuse of protection under this policy shall warrant appropriate action.

9. Effective Date:

This policy was approved by the Board of Directors of the company, in its meeting held on 26.07.2025 *and will be effective from the said date.*

10. Amendments:

The Audit Committee shall be responsible for the administration, interpretation, application and review of this Policy. The Audit Committee also shall be empowered to make necessary changes to this Policy, if required, with the concurrence / approval of the Company.

11. Website:

This Policy shall be hosted on the website of the Company and shall be replaced with its updated versions, as applicable
