

SDBH WHISTLE BLOWER POLICY

1. Preface

SD Biosensor Healthcare Private Limited (“Company”) strongly believes in conducting its affairs in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to conducting its business in compliance with the laws of the land, established Audit Principles and the Company’s Code of Conduct (“Code”). Any actual or potential violation of the Code of Conduct, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of Directors and Employees in pointing out such violations of the Code of Conduct cannot be undermined.

This Whistle-Blower Policy (the “Policy”) is formulated to provide a framework to promote responsible and secure whistle blowing within the organization. It provides guidance and a procedural framework to (i) Directors, Employees (ii) Shareholders & Business Associates (hereinafter referred to as “Stakeholders”) wishing to raise a concern about irregularities and/or frauds and any other wrongful conduct within the Company without fear of reprisal, discrimination or adverse employment consequences.

This policy is also intended to enable the Company to address such disclosures or complaints by taking appropriate action, including, but not limited to disciplinary action that could include terminating the employment and/or services of those responsible and also includes taking appropriate legal course of action.

2. Definitions

- a. **“Code”** means the Company’s Code of Conduct as in force from time to time.
- b. **“Board”** means the Board of Directors of the Company.
- c. **“Director”** shall mean any person on the Board.
- d. **“Employee”** shall mean all individuals on full-time or part-time employment with the Company, with permanent, probationary, trainee, retainer, temporary or contractual appointment of the Company.
- e. **“Investigator”** means those persons authorized, appointed, consulted or approached by the Whistle-Blower Committee to investigate the reported matter;
- f. **“Protected Disclosure”** means any communication made in good faith by the whistle blower that discloses or demonstrates information that may indicate evidence towards unethical or improper activity, through prescribed manner **(Annexure-1)** and in good faith disclosing/demonstrating information about an activity covered under the definition of Alleged Wrongful Conduct with respect to the Company.
- g. **“Reportable Matter” or “Alleged Misconduct”** means unethical behavior, actual or suspected fraud, violation of law, breach of Company’s Code of Conduct, Company Policies and Guidelines.
- h. **“Subject”** means, a person who is, the focus of investigative fact finding either by virtue of Protected Disclosure made or evidence gathered during the course of an investigation.
- i. **“Whistle-Blower”** means any Director, Employee(s) and/or Stakeholder of the Company making a Protected Disclosure/Complaint under this Policy.
- j. **“Whistle-Blower Committee”** means a committee set up by the Board for the purpose of administering the Whistle-Blower Policy, constituted for this purpose.

3. Applicability

This Policy applies to all Directors, Employees and Stakeholders of the Company.

4. Coverage of Policy

A Whistle-Blower can complain about the following issues under this policy. The list of issues classified under “Reportable Matter” or “Alleged Misconduct” is indicative and is not all inclusive.

Alleged misconduct may include, but not limited to the following:

- Forgery, falsification or alteration of documents.
- Unauthorized alteration or manipulation of computer files /data.
- Fraudulent reporting, willful material misrepresentation.
- Pursuit of benefit or advantage in violation of the Company’s policies.
- Misappropriation/ misuse of Company's resources viz; funds, supplies, vehicles or other assets.
- Authorizing/receiving compensation for goods not received/ services not performed.
- Authorizing or receiving compensation for hours not worked.
- Improper use of authority for personal gains.
- Unauthorized Release of Proprietary Information.
- Financial irregularities, including fraud, or suspected fraud.
- Breach of contract.

- Theft of Cash/ Company property/ goods.
- Breach of Company's Code of Conduct
- Criminal Activity
- Giving and / or accepting bribes, benefitting directly or indirectly from business connections including clients, Vendors/Suppliers and Contractors in contravention of Code of Conduct Policy.
- Deliberate violation of law/regulation.
- Causing damage to the reputation/goodwill of the Company either directly or indirectly through acts done or not done.
- Any other unethical, biased, favored, imprudent action.

Concerns not covered under this policy:

- Personal grievance.
- Dissatisfaction with appraisals and rewards.
- Customer grievances / service related queries.
- Suggestions for improving operational efficiencies.
- Financial decisions by the Company.
- Concerns raised by a person who is not a Whistle-Blower as per this Policy.

5. Protection for Whistle-Blowers

If a Whistle-Blower raises concern under this policy in Protected Disclosure, he/she will not be under any risk of suffering any form of retaliation. The Company is committed to protect the

Whistle-Blower from any form of retaliation or adverse action due to disclosure by them. Whistle-Blower will not be under risk of losing his/her job or suffer loss in manner like transfer, demotion, refusal of promotion.

The identity of the Whistle-Blower shall be kept confidential to the extent possible as permissible under law.

Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle-Blower.

The protection is given provided that: -

- a) The Protected Disclosure/ disclosure(s) are made in the good faith.
- b) Whistle-Blower believes that information and allegations contained in it are substantially true.
- c) Whistle-Blower shall have substantive documentary evidence to preface its concern/ grievances/ allegation.
- d) Whistle-Blower is not acting for personal gain(s).

6. False Complaints

While this policy is intended to bring out misconduct happening in Company and also to protect genuine Whistle-Blowers from any unfair treatment, however any Whistle Blower who makes complaint with mala fide intention and which is finally found to be false will be subject to strict disciplinary / legal action. Any repeated attempts of false Complaints may lead to initiation of defamation case against willful wrong doer.

7. Reporting Mechanism & Constitution of Committee

Directors, Employees or Stakeholders may raise “Reportable Matter” or “Alleged Misconduct” within a reasonable period of time of seven (07) working days, after becoming aware of the same

to the Whistle-Blower Committee.

The Whistle-Blower Committee shall comprise of the members as mentioned below;

Designation	Contact No.
Managing Director	1800-10-23105
Chief Financial Officer (CFO)	
Company Secretary & Compliance Officer	
Head Human Resources & General Affairs	

The “Reportable Matter” or Alleged Misconduct” can be sent in Prescribed Disclosure in detail to Whistle-BlowerCommittee at cs@sdbiosensor.co.in.

In exceptional cases, Employees have the right to make a Protected Disclosure directly to the Whistle-Blower Committee, by:

- i. Writing a letter marked as Private and Confidential and addressed to the Whistle-Blower Committee and sending it at the Registered & Corporate Office of the Company in Gurgaon.

Employees are encouraged to provide full information along with his/her name and contact details, so that Whistle-Blower Committee can evaluate the merits of the complaint and initiate appropriate investigation / action on the complaint.

8. Responsibility of the Whistle Blower Committee

- The Whistle-Blower Committee shall be responsible to act on the incident in an unbiased manner.
- The Whistle-Blower Committee shall take necessary actions to maintain confidentiality within the organization on issues reported.

- The Whistle-Blower Committee shall identify impartial team of Investigators for conducting investigation. The Committee can also appoint any outside agency for seeking assistance, if needed.

The Whistle-Blower Committee shall be responsible for recommending disciplinary action against the subject if investigation found to be true as raised by Whistle-Blower.

9. Process of Inquiry / Investigation

The Whistle-Blower Committee shall meet and discuss every “Reportable Matter” or “Alleged Misconduct” and shall make an assessment or decide on enquiries or investigations to be made at the preliminary stage for validating and assessing the alleged misconduct / reportable matter. Where the Whistle-Blower Committee decides that the reported matter falls outside the scope of this Policy, the Committee will dispose that of with directions to the Management to resolve it in the normal course of business. Where initial inquires indicate that further investigation is necessary, it shall constitute an Investigation Team to do the same.

- All matters reported to Whistle-Blower Committee will be assessed on merit.
- The Whistle-Blower Committee may obtain inputs from other relevant sources and review the evidence. While doing so Committee shall maintain the secrecy on the Whistle-Blower and immediate witness, if any, and will also ensure that there will be no retaliation on him/her.
- The Investigation Team, formed by the Committee shall comprise of 1 or more Investigators, who may be employee(s) of the Company or otherwise, but are competent enough to handle the matter.
- The Investigator, who is a member of Investigation Team, constituted by Committee shall also maintain confidentiality during entire investigation process.

They are required to play fair role during entire investigation process.

- The identity of the Subject will be kept confidential given the legitimate needs of law and investigation.
- The Subject is expected to co-operate in the investigation process. The Subject will also ensure that evidence is not withheld, destroyed or tapered.
- Investigator, Subject and Whistle-Blower shall neither intervene nor they influence or threaten the immediate witness, if any.
- At any given point of time if Committee is informed that Investigator, Whistle-Blower or Subject is influencing the Investigation Process, strict disciplinary action will be taken against them as deemed fit by the Committee.
- Everyone who is working or associated with the Company has a duty to co-operate in the investigation process.
- Failure to co-operate during the investigation process or intentionally providing the wrong information during the investigation process could result in disciplinary action, including termination of employment as deemed fit by the Committee / Management.
- The Investigating Team shall submit their report along with facts and supporting documents to the Whistle-Blower Committee.
- The Whistle Blower Committee shall within a reasonable period of time which shall not be later than 6 months, except with the approval of Board, of receipt of “Reportable Matter” or “Alleged Misconduct” forward the Complaint of the Whistle-Blower addressed to the Chairperson of the Board along with its recommendation.

Notwithstanding the above, if in opinion of the Whistle-Blower Committee, the “Reportable Matter” or “Alleged Misconduct” relates to (i) Fraud and/or (ii) A matter which may result in Material Loss, it shall update the Board in its meetings held after forming of such opinion, on the progress of its investigation into the matter.

- If the “Reportable Matter” or Alleged Misconduct” is sent/emailed directly to the Chairman of the Whistle-Blower Committee, the Chairman shall forward it to the Members of the Whistle-Blower Committee for investigating it as per the Whistle Blower Policy.

10. Decision and Reporting

- The Board shall, based on the findings in the written report submitted by the Whistle-Blower Committee and after conducting any further investigation as it may deem fit, come to a final decision in its next meeting held immediately after the date of receipt of the written report.
- If the complaint is shown to be justified, then the Whistle-Blower Committee shall invoke disciplinary or other appropriate actions against the concerned as per the Organization’s procedures. 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 Whistle-Blower if the claim is found to be malicious or otherwise in bad faith; or
 - No action if the allegation proves to be unfounded.
- If the report of the investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or

investigating agency.

11. Miscellaneous

- I. The meeting of the Whistle Blower Committee shall be held at least once in year, in case no compliant is received by the Committee. In case any Complaint is received by the Committee, the meetings shall be held as per frequency decided by the Committee.
- II. An annual report with number of Protected Disclosure received under the Policy and their outcome shall be placed before the Board.
- III. All Protected Disclosures in writing or otherwise, the document(s) pertaining to the disclosures made by a Whistle-Blower, along with the results of the investigation relating thereto, Protected Disclosure(s), information(s), evidence(s), statement(s), proof(s) etc. submitted and proceedings carried thereon, shall be retained by the Company for a minimum period of five (5) years, or such other period as may be specified by any other law in force, whichever is more.

12 Modification

The Board reserves the right to amend or modify this Policy in whole or in part, at any point of time, if required. However, no modifications shall be effective if made in contravention with the Companies Act or any other applicable laws.

13. Confidentiality

The Company, through this Policy, gives assurance to every Employee that complete confidentiality will be ensured by the Company in respect of the disclosures made by a Whistle-

Blower and investigations thereon.

14. Disclosures

- i. The company shall disclose about such Policy in its Board's Report & shall also display on its website.
- ii. For this purpose, the Whistle-Blower is therefore requested to make it clear at the time of making any disclosures that the disclosures are being made under this Policy, in prescribed format only. The complaint or concern raised by any person other than prescribed manner, shall be exclusive right of the Whistle-Blower Committee to consider the complaint or take reasonable action.

Approved by	Dated	Release date
Board of Directors	August 17 th , 2022	September 14 th , 2022

PROTECTED DISCLOSURE

(Annexure-1)

To,

Date:

The Member(s)

Whistle-Blower Committee

SD Biosensor Healthcare Private Limited

1. Name of the Complainant: _____
2. Address of the Complainant: _____

3. Name of the person involved in the fraud: _____
4. Unit/location where incident is observed: _____
5. Brief description of the fraud: _____

6. List of supported evidences: _____

Name:

Designation:
