VIGIL MECHANISM /WHISTLE BLOWER POLICY

Version	2.0
Ownership	Secretarial and Compliance Department
Approved By	Board of Directors
Effective From	March 16, 2026

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1. Preamble

This Vigil Mechanism / Whistle Blower Policy (hereinafter referred to as the **"Policy"**) has been formulated and adopted by the Board of Directors of Cian Healthcare Limited (hereinafter referred to as the **"Company"**), a company listed on the SME Exchange of BSE Limited (BSE SME), in the business of healthcare and pharmaceutical products.

The Company is committed to the highest standards of ethical, moral and legal conduct of business operations. In order to maintain these standards and to promote a culture of transparency, accountability and integrity, the Company encourages its Directors, employees and other stakeholders who have genuine concerns about any suspected misconduct, unethical behaviour, actual or suspected fraud, or violation of the Company's codes of conduct and policies, to come forward and express such concerns without fear of punishment, victimisation or unfair treatment.

This Policy has been formulated pursuant to the following statutory and regulatory requirements:

- Section 177(9) and 177(10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, which mandates every listed company to establish a vigil mechanism for directors and employees to report genuine concerns, providing adequate safeguards against victimisation and direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases;
- Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations" or "LODR"**) under which the corporate governance provisions contained in Regulations 17 to 27 are not mandatorily applicable to entities listed on the SME Exchange; the Company has nonetheless voluntarily adopted these provisions, to the extent practicable, as a matter of good corporate governance;
- Regulation 22 of the SEBI Listing Regulations, which requires every listed entity to formulate a vigil mechanism for directors and employees to report genuine concerns, providing for adequate safeguards against victimisation and direct access to the Chairman of the Audit Committee in appropriate or exceptional cases;
- Regulation 4(2)(d)(iv) of the SEBI Listing Regulations, which mandates that the listed entity shall establish a vigil mechanism / whistle blower policy enabling stakeholders to lodge complaints concerning unethical and illegal practices;
- Regulation 9A(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (**"SEBI PIT Regulations"**), which requires every listed company to have a whistle blower policy and make employees aware of such policy in order to enable reporting of instances of leak or suspected leak of Unpublished Price Sensitive Information (**"UPSI"**);
- Schedule II, Part C of the SEBI Listing Regulations, which requires the Audit Committee to review the functioning of the vigil mechanism;
- Regulation 46(2)(e) of the SEBI Listing Regulations, which requires disclosure of the details of establishment of the vigil mechanism on the Company's website to the extent applicable; and

- All other applicable laws, regulations, circulars and guidelines issued by SEBI, the Ministry of Corporate Affairs and other regulatory authorities, as amended from time to time.

This Policy is intended to complement and operate in conjunction with the Company's Code of Conduct for Board of Directors and Senior Management Personnel, the SEBI PIT Regulations, and all other applicable internal policies of the Company.

2. Objective and Scope

2.1 Objectives

The objectives of this Policy are to:

- Enable Directors, employees and other eligible persons to disclose any genuine concerns about unethical behaviour, actual or suspected fraud, violation of applicable laws or the Company's code of conduct or ethics policy, including instances of leak or suspected leak of UPSI;
- Provide a safe, secure and confidential mechanism through which such disclosures can be made without fear of victimisation, reprisal, discrimination or harassment;
- Ensure that such disclosures are investigated thoroughly, fairly, impartially and expeditiously;
- Provide adequate safeguards and protection to whistle blowers who make disclosures in good faith;
- Provide for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases, in compliance with Section 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations;
- Promote a culture of accountability, good governance and ethical conduct throughout the Company;
- Prevent fraud, financial irregularities, insider trading and other violations of law or policy from occurring or continuing undetected; and
- Comply with all applicable statutory and regulatory obligations relating to vigil mechanisms and whistle blower policies.

2.2 Scope and Applicability

This Policy shall apply to all persons eligible to make a Protected Disclosure under Clause 4 of this Policy, including all current Directors, Key Managerial Personnel ("**KMPs**"), Senior Management Personnel, other employees (whether full-time, part-time, contractual, on deputation or on probation), and such other stakeholders as specified herein.

This Policy shall not apply to personal grievances of employees relating to service matters such as increments, promotions, leave, disciplinary proceedings or other employment-related matters, which shall be dealt with under the Company's applicable human resources and grievance redressal policies. However, where a service matter grievance also involves an allegation of a Reportable Concern as defined herein, this Policy shall apply to that extent.

3. Definitions

Unless the context otherwise requires, the following terms shall have the meanings assigned to them:

"Act" shall mean the Companies Act, 2013, and the rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactments thereof.

"Adverse Personnel Action" shall mean any employment-related act, decision or omission by managerial personnel which negatively affects an employee's terms and conditions of service, or is intended to retaliate against an employee, including, without limitation, reprimand, warning, adverse performance evaluation, demotion, denial of promotion, transfer, suspension, reduction in pay or benefits, withholding of increments, imposition of disciplinary action, termination of employment, or any threat or attempt to undertake any of the foregoing.

"Audit Committee" shall mean the Audit Committee constituted under the provisions of the Act read with rules made thereunder.

"Board" shall mean the Board of Directors of Cian Healthcare Limited, as duly constituted from time to time.

"Complainant" or "Whistle Blower" (which expressions are used interchangeably in this Policy) shall mean any person specified in Clause 4 of this Policy who makes a Protected Disclosure under this Policy.

"Company" shall mean Cian Healthcare Limited, a company listed on the SME Exchange of BSE Limited.

"Compliance Officer" shall mean the Company Secretary and Chief Compliance Officer of the Company appointed under Regulation 6 of the SEBI Listing Regulations.

"Exceptional Case" shall mean a situation where (a) the Protected Disclosure pertains to or involves the Vigilance and Ethics Officer or a senior managerial official; or (b) there is a conflict of interest between the Complainant and the Vigilance and Ethics Officer; or (c) the Complainant believes that confidentiality or protection cannot be adequately ensured through ordinary channels under this Policy.

"Good Faith" shall mean that a Complainant is deemed to have communicated in good faith if there exists a reasonable basis for the communication, the Complainant holds a genuine belief in the truth of the disclosed information, and the disclosure is not actuated by any malicious, frivolous or vexatious intent.

"Investigator" shall mean any officer, committee, or external agency authorised by the Audit Committee or the Board to investigate a Protected Disclosure under this Policy.

"Key managerial personnel", in relation to a company, means—
(*i*) the Chief Executive Officer or the managing director or the manager;
(*ii*) the company secretary;
(iii) the whole-time director;
(*iv*) the Chief Financial Officer;

(*v*) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
(vi) such other officer as may be prescribed

"Policy" shall mean this Vigil Mechanism / Whistle Blower Policy, as amended from time to time.

"Protected Disclosure" shall mean a written communication made in good faith by a Complainant concerning a Reportable Concern as defined in Section 5 of this Policy. Such communication should be factual, specific, and not merely speculative or based on hearsay.

"Reportable Concern" shall mean any concern covered under the scope of this Policy as described in Section 5.

"SEBI Listing Regulations" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications, amendments, circulars, notifications, guidelines or clarifications issued thereunder, as amended from time to time.

"SEBI PIT Regulations" shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

"Subject" shall mean the person or group of persons against or in relation to whom a Protected Disclosure is made or in respect of whom evidence is gathered during an investigation.

"UPSI" shall mean Unpublished Price Sensitive Information as defined under Regulation 2(1)(n) of the SEBI PIT Regulations, 2015.

"Vigilance and Ethics Officer / VEO" shall mean the officer appointed by the Board to administer this Policy, receive and process Protected Disclosures, and ensure compliance with the procedures prescribed herein.

"Wrongful Conduct" shall mean violation of applicable law or regulation; infringement of the Company's Code of Conduct or other internal policies; mismanagement, waste or misappropriation of Company funds or assets; actual or suspected fraud; substantial and specific danger to public health, patient safety or safety of Company personnel; or abuse of authority.

4. Who is Covered – Persons Eligible to Make a Protected Disclosure

This Policy extends to the following persons who are eligible to make a Protected Disclosure under this Policy:

- All current members of the Board of Directors (including Executive, Non-Executive and Independent Directors);
- Key Managerial Personnel (KMPs) as defined under Section 2(51) of the Companies Act, 2013, including the Managing Director / CEO, CFO, Company Secretary and Chief Compliance Officer and Whole-Time Director;

- All employees of the Company, whether employed on a permanent, contractual, temporary, probationary, part-time or fixed-term basis, or employees on deputation;
- Trainees, apprentices and interns engaged by the Company;
- Former employees who wish to report a concern relating to events or conduct that occurred during their tenure with the Company; and
- External stakeholders including vendors, suppliers, customers, agents, consultants and business associates, to the extent that their concerns relate to Reportable Concerns or have a direct nexus with the Company, its business, personnel, operations or dealings involving or affecting the Company.

For the avoidance of doubt, the protection and safeguards under this Policy shall extend to all Complainants making a Protected Disclosure in good faith, irrespective of their designation or level within the Company.

5. Reportable Concerns

The following categories of concerns may be reported under this Policy (collectively, "**Reportable Concerns**"):

5.1 Unethical Behaviour and Fraud

- Actual or suspected fraud, misappropriation of Company funds, assets or property;
- Financial irregularities, including falsification of financial records, false expense claims, manipulation of accounts or misrepresentation in financial statements;
- Bribery, corruption or offering/acceptance of undue advantages in violation of the Prevention of Corruption (Amendment) Act, 2018;
- Embezzlement, theft or misuse of Company resources;
- Forgery, falsification or destruction of Company documents, records or electronic data; and
- Any act constituting an offence under the Indian Penal Code, 1860 / Bharatiya Nyaya Sanhita, 2023 or any applicable criminal law.

5.2 Violation of Laws and Regulations

- Violation of the Companies Act, 2013, the SEBI Listing Regulations, the SEBI PIT Regulations or any other applicable securities laws;
- Violation of the Drugs and Cosmetics Act, 1940, the Drugs and Cosmetics Rules, 1945, and guidelines/circulars issued by the Central Drugs Standard Control Organisation (CDSCO) or the Ministry of Health and Family Welfare;
- Breach of conditions of regulatory approvals, licences or permits granted to the Company;
- Violations of environmental laws including the Environment (Protection) Act, 1986 or applicable pollution control regulations;
- Non-compliance with provisions of the Foreign Exchange Management Act, 1999 (FEMA) or applicable foreign exchange regulations;
- Violations of the Competition Act, 2002 including anti-competitive practices; and
- Non-compliance with applicable tax laws, customs laws or other fiscal statutes.

5.3 Insider Trading and UPSI Leaks

- Actual or suspected insider trading in securities of the Company in violation of the SEBI PIT Regulations and the Company's internal Code of Conduct for Prohibition of Insider Trading;
- Leak or suspected leak of UPSI to any unauthorised person, in violation of Clause 9A(6) of the SEBI PIT Regulations and the Company's policies; and
- Any abuse of access to price-sensitive information or material non-public information.

5.4 Violation of Company Policies and Code of Conduct

- Breach of the Company's Code of Conduct for Board of Directors and Senior Management Personnel;
- Conflict of interest not disclosed as required under applicable law or the Company's policies;
- Abuse of authority or position within the Company;
- Discrimination or harassment in the workplace, including sexual harassment under the POSH Act, 2013 (though complaints under the POSH Act shall also be addressed through the Internal Complaints Committee separately constituted under that Act), Where a complaint falls within the scope of the POSH Act, the same shall be referred to the Internal Complaints Committee, while any connected fraud, retaliation or governance concern may be examined under this Policy;
- Improper or unauthorised use of Company intellectual property, trade secrets, or confidential information;
- Leakage of patient data, personal data or other confidential information in breach of applicable data protection obligations or the Digital Personal Data Protection Act, 2023 and rules made thereunder, as amended and brought into force from time to time; and
- Any other conduct that undermines the ethical foundation and governance standards of the Company.

5.5 Health, Safety and Environment

- Conduct that presents a substantial and specific danger to public health, patient safety, employee safety or the environment; and
- Unsafe product manufacturing, quality compromises or violations of pharmaceutical safety standards.

5.6 Exclusions

The following matters shall NOT be covered under this Policy:

- Personal grievances or service-related complaints (e.g., complaints relating to promotions, transfers, increments, appraisals, disciplinary proceedings or other routine human resource matters), unless such matters also involve or are connected to a Reportable Concern;
- Matters already in the public domain;
- Speculation, conjecture or vague allegations not supported by any factual basis;
- Complaints made in bad faith or with a malicious or vexatious intent; and
- Complaints relating to activities that have no nexus with the Company's operations or its personnel.

The matters listed above are illustrative and not exhaustive, and any other concern involving unethical conduct, fraud, violation of law, breach of Company policies, misuse of authority or any matter affecting the integrity, reputation or interests of the Company may also be reported under this Policy.

6. Vigil Mechanism and Whistle Blower – Framework

6.1 Governance Structure

The overall oversight and governance of this Policy shall be as follows:

Authority	Role
Board of Directors	Overall policy approval, oversight and review; receives reports from the Audit Committee on the functioning of the vigil mechanism; ensures adequate resources and infrastructure for the Policy.
Audit Committee	Primary oversight body responsible for reviewing the functioning of the vigil mechanism (Schedule II, Part C of SEBI Listing Regulations); receives reports on Protected Disclosures; may directly receive disclosures in exceptional cases; reviews investigation outcomes; recommends disciplinary/corrective action to the Board and/or management, as may be appropriate having regard the nature and gravity of the matter.
Chairman of Audit Committee	Direct access point for Complainants in Exceptional Cases, as mandated under Section 177(10) of the Companies Act, 2013 and Regulation 22(2) of the SEBI Listing Regulations.
Vigilance and Ethics Officer (VEO)	First point of contact; receives and registers Protected Disclosures; assigns and oversees investigations; maintains records; reports to the Audit Committee.
Compliance Officer	Ensures policy compliance, website disclosure and annual reporting obligations under the SEBI Listing Regulations and the Policy.
Managing Director / CEO	Informed of investigation outcomes or corrective actions, where appropriate and where there is no conflict of interest..

7. Vigilance and Ethics Officer

7.1 Appointment

The Board of Directors shall appoint a senior officer of the Company as the Vigilance and Ethics Officer ("**VEO**") for the purposes of administering this Policy. The Compliance Officer (Company Secretary and Chief Compliance Officer) may be appointed as the VEO, or a separate dedicated officer may be appointed as the Board may determine. The details of the VEO shall be disclosed on the Company's website and updated on the website promptly upon any change, in compliance with Regulation 46 of the SEBI Listing Regulations.

The VEO's contact details shall be as follows, as updated from time to time:

Name	Rachit Malhotra
Designation	Vigilance and Ethics Officer / Company Secretary and Chief Compliance Officer
Email	cs@cian.co

7.2 Duties and Responsibilities of the VEO

- Be thoroughly familiar with this Policy and communicate its existence and contents to all employees;
- Receive Protected Disclosures from Complainants and maintain appropriate records
- Detach the identity details of the Complainant from the substance of the disclosure and preserve the confidentiality of the Complainant's identity to the greatest extent possible;
- Forward the disclosure (without the Complainant's identity) to the Audit Committee or initiate an investigation as appropriate;
- Carry out investigations either independently or by appointing appropriate investigators, or refer the matter to an outside agency as may be required;
- Ensure that all relevant records, documents and evidence are taken into custody immediately upon receipt of a Protected Disclosure concerning suspected fraud, to prevent tampering, destruction or removal;
- Report periodically (at minimum once per quarter) to the Audit Committee on the status of all Protected Disclosures received, under investigation, or concluded;
- Maintain confidentiality of all information received, investigated or reported under this Policy; and

7.3 Conflict of Interest

Where the VEO has a conflict of interest with respect to any Protected Disclosure, the VEO shall recuse himself/herself from dealing with that matter and promptly refer the disclosure to the Audit Committee or its Chairperson for handling. The VEO shall disclose such conflict of interest to the Chairperson of the Audit Committee at the earliest opportunity.

8. Role, Rights and Duties of the Whistle Blower

8.1 Role

- The Whistle Blower's role is that of a reporting party with reliable first-hand or credible information;
- The Whistle Blower is not required or expected to independently investigate the matter or gather evidence beyond what is reasonably available to him/her;
- The Whistle Blower shall cooperate with the VEO and Investigators to the extent necessary and may be called upon to substantiate the allegations;
- The Whistle Blower may be involved in the investigation if the circumstances so warrant, but shall not have an automatic right to participate in proceedings against the Subject;

- The Whistle Blower shall be informed of the disposal of the Protected Disclosure (whether investigated, not pursued, or closed) to the extent permissible under applicable law and subject to confidentiality obligations; and
- The Whistle Blower shall make the Protected Disclosure as soon as possible after becoming aware of the Reportable Concern, or within such extended period as the VEO may permit for sufficient cause.

8.2 Duties

- The Whistle Blower must act in good faith and must have a reasonable belief that the information disclosed is true and accurate;
- The Protected Disclosure shall be factual, specific and shall contain as much detail as possible to enable proper assessment and investigation of the concern;
- The Whistle Blower shall maintain the confidentiality of the investigation and shall not discuss the subject matter of the disclosure with any unauthorised person; and
- The Whistle Blower shall not use the mechanism of this Policy to settle personal scores, make frivolous or false allegations, or for any malicious purpose.

9. Protection to Whistle Blowers

9.1 No Adverse Personnel Action

No Adverse Personnel Action shall be taken or recommended against any Complainant solely on account of his/her making a Protected Disclosure in good faith under this Policy. The Company strictly prohibits any form of retaliation, victimisation, discrimination or harassment against a Whistle Blower, including:

- Termination, suspension or forced resignation;
- Demotion, denial of promotion or reduction in pay or grade;
- Transfer, change of job profile or relocation without due cause;
- Blacklisting, exclusion or denial of business dealings (in the case of external Complainants);
- Threats or intimidation of any nature; and
- Any other direct or indirect use of authority or influence to obstruct the Whistle Blower's legitimate rights or to penalise him/her for having raised a concern.

9.2 Protection under Applicable Law

The protections available under this Policy are in addition to, and not in derogation of, any protections available to a Whistle Blower under applicable law, including those under:

- Section 177(10) of the Companies Act, 2013;
- Regulation 22 of the SEBI Listing Regulations;and
- Any other applicable statutory or regulatory provision affording protection to persons reporting genuine concerns.

9.3 Protection for Persons Assisting in Investigations

Any person (including colleagues, witnesses or support staff) who provides assistance or evidence to the Investigator or the Audit Committee in the course of an investigation under this Policy shall be afforded the same protection against retaliation and victimisation as the Whistle Blower.

9.4 Recourse Against Retaliation

Any Whistle Blower who believes that an Adverse Personnel Action has been taken against him/her in retaliation for a Protected Disclosure made in good faith under this Policy may report such retaliation to the Chairman of the Audit Committee, who shall investigate such complaint and recommend appropriate remedial action to the Board. Any Adverse Personnel Action taken in violation of this provision shall be treated as a serious disciplinary breach and may result in disciplinary action against the person(s) responsible, including termination of employment, directorship or other associations with the Company.

9.5 Identity Protection

The identity of the Whistle Blower shall be kept strictly confidential and shall not be revealed to any person other than those directly involved in the investigation, except to the extent required by applicable law or with the prior written consent of the Whistle Blower. Any person who deliberately reveals the identity of a Whistle Blower without authorisation shall be subject to disciplinary action.

10. Procedure for Making a Protected Disclosure

10.1 How to File a Disclosure

All Protected Disclosures must be made in writing (typed or clearly handwritten), either in English or Hindi. Oral complaints may initially be received by the VEO, but must be reduced to writing promptly and duly signed by the Complainant before further action is taken.

The Protected Disclosure should be submitted using the form set out at Annexure A to this Policy, or in such other written format as contains the following information:

- Full name, designation and contact details of the Complainant (or, in the case of an anonymous complaint, as much identifying information as the Complainant is willing to provide);
- Date(s) and nature of the Reportable Concern;
- Name(s) of the person(s) allegedly involved;
- Details of any evidence, documents or witnesses supporting the disclosure;
- Any previous disclosures made by the Complainant in relation to the same matter; and
- A declaration that the information is true and accurate to the best of the Complainant's knowledge, and that the disclosure is being made in good faith.

10.2 Channels for Submission

Protected Disclosures shall be addressed and submitted to the VEO through any of the following channels:

Channel	Details
Email	cs@cian.co (or such email as may be approved by the Board and notified by the Company from time to time). Subject line to read: "Protected Disclosure under Vigil Mechanism Policy".

Channel	Details
Physical Letter	In a sealed envelope addressed to the Vigilance and Ethics Officer, Cian Healthcare Limited, superscribed "STRICTLY CONFIDENTIAL – Protected Disclosure under Vigil Mechanism Policy".
Exceptional Cases	Directly to the Chairman of the Audit Committee at the address / email as notified by the Company from time to time. The Complainant should mention in the covering letter that the disclosure is being made directly to the Chairman owing to exceptional circumstances.

A Protected Disclosure shall be deemed properly filed even if not submitted in the prescribed form, provided it is in writing and contains sufficient information to identify the nature and substance of the concern.

10.3 Acknowledgement

Upon receipt of a Protected Disclosure, the VEO shall acknowledge receipt to the Complainant within five (5) working days (to the extent the Complainant's identity and contact details are known), and shall assign a unique reference number to the disclosure for tracking purposes.

11. Investigation Process

11.1 Initial Assessment

Upon receipt of a Protected Disclosure, the VEO shall, within ten (10) working days, conduct an initial assessment to determine whether:

- the disclosure falls within the scope of this Policy;
- there is sufficient information to commence a formal investigation;
- the matter requires immediate escalation to the Audit Committee or the Board (e.g., in cases involving senior management, Board members, or matters of material significance); and
- the matter should be referred to an appropriate authority (including law enforcement, regulatory bodies or the Audit Committee) instead of or in addition to an internal investigation, in consultation with the Chairman of the Audit Committee.

11.2 Conduct of Investigation

All Protected Disclosures accepted under this Policy shall be investigated promptly, thoroughly and impartially. The following principles shall govern investigations:

- The VEO shall carry out the investigation personally or appoint one or more investigators (including external agencies), with intimation to the Audit Committee, and with prior approval of the Audit Committee in material or sensitive case;
- The investigation is a fact-finding process and shall not be equated with or treated as a finding of guilt against the Subject;
- The Subject shall be informed of the substance of the allegations against him/her at the commencement of a formal investigation and shall be given a fair opportunity to respond to the allegations;

- The Subject shall cooperate with the investigation to the extent necessary, provided that such cooperation shall not require him/her to self-incriminate;
- The identity of the Whistle Blower shall be concealed from the Subject and all other persons to the greatest extent possible throughout the investigation;
- Members of the investigative team who have a conflict of interest with the Subject or the Complainant shall recuse themselves and shall be replaced;
- All documents, records and evidence relevant to the investigation shall be preserved and protected from tampering or destruction from the point of the VEO's receipt of the Protected Disclosure; and
- Witnesses and third parties may be interviewed by the Investigator, and their statements recorded in writing.

11.3 Timelines

The investigation shall ordinarily be completed within ninety (90) calendar days of the VEO's receipt of the Protected Disclosure. In complex matters, the Audit Committee may grant extensions for such further period as it deems appropriate, with reasons recorded in writing.

11.4 Investigation Report

On conclusion of the investigation, the Investigator(s) shall prepare a written investigation report setting out:

- The facts and nature of the Reportable Concern;
- The evidence gathered and findings of fact;
- Whether the allegations are substantiated, partially substantiated or unsubstantiated;
- The extent of harm or potential harm to the Company, if any; and
- Recommended corrective or disciplinary actions.

The investigation report shall be submitted to the Audit Committee and, where appropriate, to the Board of Directors.

12. Decision and Reporting

12.1 Action on Findings

If the investigation establishes that an improper, unethical or unlawful act has been committed, the Chairman of the Audit Committee shall recommend to the Board such disciplinary, corrective or preventive actions as are appropriate, which may include:

- Issuing a formal warning or reprimand;
- Recovery of misappropriated funds or assets;
- termination of employment or initiation of action for removal / cessation of directorship in accordance with applicable law;
- Referral to appropriate law enforcement, regulatory or statutory authorities;
- Initiation of civil or criminal proceedings against the Subject; and
- Systemic improvements to internal controls and processes to prevent recurrence.

Where allegations are not substantiated, the Subject shall be informed accordingly and his/her reputation shall be protected to the extent possible.

12.2 Quarterly Reporting to Audit Committee

The VEO shall submit a quarterly report to the Audit Committee setting out:

- The number of Protected Disclosures received during the period;
- The status of each disclosure (under assessment, under investigation, completed, referred or closed);
- The outcomes of completed investigations and actions taken; and
- Any instances of alleged retaliation against Whistle Blowers and action taken thereon.

12.3 Reward

The Audit Committee / Board, at its discretion and based on the merits and significance of the disclosed information, may recommend a suitable reward or recognition to the Whistle Blower in cases where the disclosure has led to significant benefit or protection to the Company, its stakeholders or the public.

13. Confidentiality

All persons involved in the process of receiving, investigating and reporting on a Protected Disclosure – including the VEO, members of the Audit Committee, Investigators, the Compliance Officer and any other officials – shall maintain strict confidentiality of:

- The identity of the Whistle Blower;
- The identity of the Subject (during the investigation, to the extent possible);
- The substance of the Protected Disclosure;
- The investigation proceedings, evidence and findings; and
- Any personal data processed in connection with the disclosure and investigation, in compliance with the Digital Personal Data Protection Act, 2023 and applicable rules.

Confidentiality obligations shall survive the conclusion of the investigation and the cessation of employment or engagement of any relevant person. Deliberate breach of confidentiality shall be treated as a serious disciplinary breach and may result in action in accordance with applicable law.

14. Anonymous Complaints

Anonymous Protected Disclosures – i.e., disclosures in which the Complainant does not disclose his/her identity – may be accepted and acted upon, subject to the following conditions:

- The anonymous complaint contains sufficient specific detail, facts and information to permit the VEO and Investigators to assess and investigate the concern;
- The nature of the Reportable Concern is sufficiently serious to warrant investigation even in the absence of an identifiable Complainant; and
- There is credible supporting information, evidence or corroboration accompanying the anonymous complaint.

Where an anonymous complaint does not meet the above conditions, the VEO shall record the reason for non-investigation in writing and maintain such record. Anonymous complaints shall be investigated on a best-efforts basis without active follow-up with the Complainant.

15. False and Frivolous Complaints

While this Policy is designed to encourage good faith reporting, it must not be used as a mechanism to settle personal scores, harm the reputation of an individual, or make vexatious or malicious allegations. Accordingly:

- Any person who knowingly makes a false Protected Disclosure or a complaint that is manifestly vexatious, frivolous or made with malicious intent shall be subject to disciplinary action up to and including termination of employment or directorship, in accordance with applicable law and the Company's disciplinary procedures;
- In the event of repeated frivolous or mala fide complaints by a Director or employee, the Audit Committee may take suitable action against the concerned person, including reprimand, suspension or termination; and
- An allegation being found unsubstantiated by itself shall not constitute grounds for treating the complaint as false or malicious, unless there is positive evidence that the Complainant knew the allegation to be false at the time of making the disclosure.

16. Direct Access to Chairperson of Audit Committee

In compliance with Section 177(10) of the Companies Act, 2013 and Regulation 22(2) of the SEBI Listing Regulations, this Policy provides for direct access to the Chairman of the Audit Committee in the following Exceptional Cases:

- Where the Protected Disclosure pertains to or implicates the Vigilance and Ethics Officer, the Managing Director / CEO, the CFO, the Company Secretary and Chief Compliance Officer or any other senior management official;
- Where the Complainant reasonably apprehends that using the ordinary channel (i.e., the VEO) will not ensure confidentiality, impartial investigation or adequate protection;
- Where the Complainant has previously reported the matter to the VEO but has not received a response, acknowledgement or satisfactory action within a reasonable time; or
- Where the matter involves an imminent or actual threat of material harm to the Company, its stakeholders, or the public.

In such Exceptional Cases, the Complainant may send the Protected Disclosure directly to the Chairman of the Audit Committee by email or by sealed physical letter, clearly marked 'Strictly Confidential – For the Chairman of Audit Committee Only.' The Chairman of the Audit Committee shall, upon receipt, take such action as she/he deems appropriate, including directing the VEO, the Audit Committee itself or an independent external investigator to carry out the investigation.

17. Retention of Documents

All Protected Disclosures received (whether or not investigated), investigation reports, evidence gathered, correspondence, decisions taken and related documents shall be retained by the VEO for a minimum period of seven (7) years from the date of conclusion of the investigation, or such longer period as may be required under applicable law. Such records shall be maintained in a secure and confidential manner, with access restricted to authorised persons only.

18. Reporting in Annual Report and Website Disclosure

18.1 Annual Report

In accordance with Schedule V of the SEBI Listing Regulations, the Corporate Governance Report included in the Company's Annual Report shall contain a statement that the Company has established a Vigil Mechanism / Whistle Blower Policy and that no personnel has been denied access to the Chairman of the Audit Committee.

The Managing Director / CEO shall annually affirm in the Annual Report that:

- The Company has established and is operating a Vigil Mechanism / Whistle Blower Policy;
- No personnel has been denied access to the Audit Committee; and
- The Company has provided adequate protection to Whistle Blowers against Adverse Personnel Action.

The affirmation shall be in the form set out at Annexure B to this Policy.

18.2 Website Disclosure

In compliance with Regulation 46(2)(e) of the SEBI Listing Regulations, the Company shall publish this Policy on a dedicated section of its official website, accessible to all stakeholders. The Compliance Officer shall ensure that:

- This Policy (as approved and as amended from time to time) is made available on the Company's website within two working days of its adoption or amendment, in compliance with Regulation 46(3) of the SEBI Listing Regulations; and
- The contact details of the VEO and the Chairman of the Audit Committee (for the purpose of Exceptional Cases) are included and updated on the website.

19. Training and Awareness

- The Compliance Officer and/or VEO shall take appropriate steps to make all persons eligible under Clause 4 aware of this Policy, including placing it on noticeboards at all offices and premises, circulating it by email, and including it in onboarding documentation for new joiners;
- All employees shall be provided a copy of this Policy (or an accessible summary thereof) at the time of joining and upon any amendment to the Policy;

- The Company shall, at least once per financial year, organise or facilitate training or awareness sessions for employees on the provisions of this Policy, the Code of Conduct and applicable ethics and compliance obligations; and
- Department heads shall be responsible for notifying employees in their departments of the existence and contents of this Policy.

20. Limitation, Review and Amendments:

- In the event of any conflict between the provisions of this Policy and the provisions of the Act, the SEBI Listing Regulations, or any other applicable law, the provisions of the applicable law shall prevail over this Policy, and this Policy shall be deemed to stand amended to that extent.

- Any subsequent amendment, modification, circular or notification issued by the relevant authorities in respect of any provision of law or regulation referred to herein shall automatically apply to this Policy from the effective date as laid down under such amendment, modification, or circular, and this Policy shall stand amended accordingly.

- The Board of Directors shall, upon the recommendation of the Audit Committee, review and assess the adequacy of this Policy at least once every year and make such amendments as may be deemed necessary, in order to ensure that it remains consistent with the Board's objectives, applicable laws and best practices from time to time.

21. Miscellaneous:

In case of any ambiguity or doubt in the interpretation of this Policy, the decision of the Board of Directors of the Company shall be final and binding.

ANNEXURE A

PROTECTED DISCLOSURE FORM

[Pursuant to Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013]

SECTION A – COMPLAINANT DETAILS (Optional for Anonymous Complaints)	
Full Name	
Designation / Position	
Department / Business Unit	
Contact Number	
Email Address	
Relationship with Company (Employee / Director / Vendor / Other)	
Do you wish to remain anonymous? (Yes / No)	
SECTION B – DETAILS OF THE PROTECTED DISCLOSURE	
Category of Concern (Please tick)	[ ] Fraud / Misappropriation [ ] UPSI Leak / Insider Trading [ ] Violation of Laws / Regulations [ ] Violation of Code of Conduct / Policy [ ] Health / Safety / Environment [ ] Bribery / Corruption [ ] Other (please specify)
Date(s) of Occurrence of the Concern	
Name(s) of Person(s) Involved	
Location / Department where incident occurred	

Brief Description of the Concern (Please be as specific as possible)	
List of Supporting Documents / Evidence Enclosed (if any)	
Names of Witnesses (if any)	
Has this matter been previously reported? (Yes / No) If Yes, to whom and when?	
Is this an Exceptional Case requiring direct access to the Chairperson of Audit Committee? (Yes / No)	

I hereby declare that the information provided above is true and accurate to the best of my knowledge and belief and that this disclosure is being made in good faith without any malicious or vexatious intent.

Name: _____ Date: _____

Designation: _____ Signature: _____

ANNEXURE B

ANNUAL AFFIRMATION BY MANAGING DIRECTOR / CEO

[Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of the Audit Committee,
Cian Healthcare Limited

I, _____, Managing Director / Chief Executive Officer of Cian Healthcare Limited (the "**Company**"), do hereby affirm and confirm that:

1. The Company has established and is operating a Vigil Mechanism / Whistle Blower Policy in accordance with Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. The Policy has been made available on the Company's website as required under Regulation 46(2)(e) of the SEBI Listing Regulations;
3. No Director or employee has been denied access to the Audit Committee (or its Chairman) for the purpose of making a Protected Disclosure under the said Policy during the financial year ended March 31, 20_____;
4. The Company has provided adequate protection and safeguards to Whistle Blowers against Adverse Personnel Action, victimisation or retaliation; and
5. The Policy has been reviewed during the financial year and remains in compliance with applicable laws and regulations.

For Cian Healthcare Limited

Signature: _____ DIN: _____

Name: _____ Date: _____

Designation: Managing Director / CEO Place: _____