

WHISTLE BLOWER POLICY

1. Purpose:

The Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 require to formulate a "Whistle Blower Policy" for providing necessary safeguards for protection of employees from victimization. Further SEBI (Prohibition of Insider Trading) Regulations, 2015 also requires the Company to have a whistle blower policy and make the employees aware of such policy to enable them to report instances of leak of Unpublished Price Sensitive information.

2. Objective:

The Vigil /Whistle Blower Mechanism aims to provide a channel to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or instances of leak of unpublished price sensitive information or policies or regulatory requirements.

To provide adequate safeguards against victimization of Directors and employees to avail the mechanism.

To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Competent Authority promptly.

3. Scope:

Covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place. The Whistle Blower's role is that reporting Company with reliable information. A Whistle Blower is not required or expected to act as an investigator or finder of the facts, nor would the Whistle Blower have a right to participate in any investigative activities unless requested by the Investigator.

The Policy shall not be used as an option for raising malicious or unfounded allegations on personal grounds.

Disciplinary action against poor performance on account of poor job performance or misconduct by the whistle blower and which is independent of any disclosure made by whistle blower shall not be protected under this policy



4. Definitions:

- a. **“Competent Authority”** means the Chairman & Managing Director of the Company and will include any person(s) to whom he may delegate any of his powers as the Competent Authority under this policy from time to time.
- b. **“Employee”** means every employee whose name appears on rolls of the company including the functional Directors of the Company.

“Improper Activity” means any activity by an employee of the Company that is undertaken in performance of his or her official duty, whether or not that act is within the scope of his or her employment, and that is in violation of any law or the rules of conduct applicable to the employee, including but not limited to abuse of authority, breach of contract, manipulation of company data, pilferage of confidential / proprietary information, criminal offence, corruption, bribery, theft, conversion or misuse of the Company’s property, fraudulent claim, fraud or willful omission to perform the duty, or that is economically wasteful or involving gross misconduct, incompetence or gross inefficiency and any other unethical biased favoured or imprudent act including sexual harassment of women in work place and leakage of UPSI. Activities which have no nexus to the working of the Company and are purely of personal nature are specifically excluded from the definition of Improper Activity.

- c. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or “Improper Activity”.
- d. **“Service Rules”** means the Conduct, Discipline and Appeal rules and the applicable Standing Orders, as the case may be.
- e. **“Investigators”** mean those persons authorized, appointed, consulted or approached by the Chairman & Managing Director / Competent Authority in connection with conducting investigation into a protected disclosure and includes the Auditors of the Company.
- f. **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.



- g. **"Unpublished Price Sensitive Information (UPS)"** 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: –
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) material events in accordance with the listing agreements.
- h. **"Support Staff"** shall include IT staff or secretarial staff who have access to UPSI.
- i. **"Whistle Blower / Complainant"** is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

The terms not specifically mentioned hereinabove shall be construed to have the same meaning as defined in the "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" of the Company. Furthermore, any term not defined therein shall have the same meaning as assigned to them under the Securities and Exchange Board of India Act or the PIT Regulations.

5. Role of Whistle Blower / Complainant:

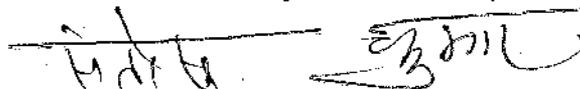
The Complainant's role is of a reporting party, he/she is not an investigator. Although the complainant is not expected to provide the proof of veracity of allegations, the complaint will be required to demonstrate that there exist sufficient grounds for the complaint.

6. Reporting

Complaints under this policy shall be addressed to the CMD of the Company. CMD shall decide for investigation in the matter after looking into the complaint. Accordingly, the administrative action in the matter will be taken up.

The complaints under this policy shall comply with the following requirements:-

- i. The complaint shall be in a sealed envelope, which shall be contained in another sealed envelope. It should be addressed to CMD and shall be super-scribed "Complaint under Whistle Blower Policy" If the envelope is not super-scribed and



enclosed, it will not be possible for the Company to protect the complainant under the above policy and the complaint will be dealt as normal complaint. There shall be a letterbox duly locked its key remaining with CMD would be available in the Corporate Office, 1st floor, ITI Bhavan, Doorvaninagar, Bangalore. The complaint so received shall be put in the box for confidentiality and to be opened by CMD or his authorized representative of CMD only. The complainant should give his/her name and address in the beginning or end of Complaint and each page of the complaint shall be numbered and initialed.

- ii. The text of the complaint should be carefully drafted so as not to give any details or clue as to his/her identity. However, the details of the complaint should be specific and verifiable.
- iii. In order to protect the identity of person, the Company will not issue any acknowledgement and the whistle blowers are advised not to enter into any further correspondences with the Company in their own interest.
- iv. The Company shall also provide web based complaint registration, in which the complainant can directly complain to CMD through a 'link of Whistle-Blower Complaint management on its website'. The complaint so lodged shall only be accessed by CMD by using his password. However, the complainants need to provide all verifiable facts through the system.

7. Investigation Subject:

The investigation subject is the person/group of persons who are the focus of the enquiry/investigation. Their identity would also be kept confidential.

8. Investigation under Whistle blower Policy

All complaints received will be recorded and looked into by CMD or authorized representative of CMD. If the investigation discloses that no further action on the protected disclosure is warranted, the report shall be filed & closed.

If the CMD is of the opinion that the investigation discloses the existence of improper activity which is an offence punishable in law, the CMD may direct the concerned authority to take disciplinary action under applicable statutory provisions for appropriate action.

The CMD shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the protected disclosure and or to prevent the re-occurrence of such improper activity.



9. Investigation Result:

Based on thorough examination of the findings of the enquiry, appropriate action shall be initiated by CMD as deemed fit including preventive measures to prevent re-occurrence of the incident.

10. Safe guards:

Confidentiality: Every effort will be made within parameters of legal constraints to protect the Complainant's identity.

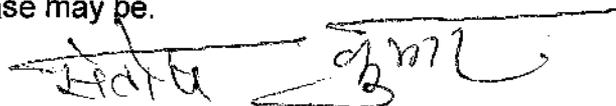
Ownership of Complaint:

- i. Complainant(s) will be obliged to put their names, staff number, designation in their complaints and allegations made therein, as investigation may not be possible unless the source of the information is identified.
- ii. Anonymous or pseudonymous complaint shall not be investigated under this policy.
- iii. Complainants which are expressed anonymously will not be taken into cognizance. However, subject to the seriousness of the issue raised, the CMD will authorize investigation independently, if required.

Malicious allegations: Complaint or Allegations by any Complainant arising maliciously, in fact may result in disciplinary / penal action against such complainant, without prejudice to other legal recourse.

Harassment or Victimization: Harassment or victimization of the Complainant by any employee of the Company may constitute sufficient grounds for serious action under CDA Rules / Standing orders of the Company against such errant employee involved in harassment or victimization of the complainant.

Protection: Genuine Complaint will be accorded protection from any kind of harassment / unfair treatment / victimization. However, motivated and frivolous disclosures shall be discouraged. Any other employee assisting in the said investigation shall also be protected to the same extent as the complaint. If any person is aggrieved by any action on the ground that he is being victimized due to the fact that he had filed a complaint or disclosure, he may file an application before CMD seeking redress in the matter, who shall take such action as deemed fit. The CMD may give suitable directions to the concerned as the case may be.



11. Communication with Complainant:

The Complainant will receive acknowledgement upon furnishing further information, if required. The nature and quantum of contact between the Complainant and the investigators of the complaint will depend on the nature of the issue and the clarity of information provided. Further information may sought from him/ her. Subject to legal constraints, he/she will receive information about outcome of any investigations.

12. Retention of Document:

All protected disclosures in writing or documented along with results of investigation relating thereto, shall be retained by the company for a period of five years or such other period as specified by any other law in force, whichever is more.

13. Reporting to Board:

Such cases of whistle blowers would be periodically report to Board of Directors of the Company.

14. Amendment:

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever and the same shall be updated on the intranet and company website. The Board of Directors shall approve such amendments.