

THE WHISTLE BLOWER POLICY

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Name of the Company	:	Techindia Nirman Limited
Program Title	:	The Whistle Blower Policy
Policy Type	:	Compliance
Coverage	:	All employees and Directors and Third parties who may wish to report a concern related to a potential violation of the Company's Code of Conduct

The Techindia Limited Values of Integrity, Commitment, Passion, Honesty, and Ethical Behavior which are the foundation for all actions and for the decisions we take. We set standards for the organization and for employee conduct.

The Company has formulated this Whistle Blower Policy with a view to provide mechanism for directors and employees of the company to approach the Ombudsman appointed to investigate-

- Alleged violation of Code of Conduct; and
- Instances of Actual Violence / Suspected Violation of applicable Laws and Regulation

Under this Policy, Employees are required to report actual or suspected violation of applicable laws and regulations and the code of conduct, and the company has an obligation to ensure that there is a procedure in place to enable the reporting such violations. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

Purpose of this policy

The purpose of this policy is to articulate the Company's point of view on **whistle blowing**, the process, and the procedure to strengthen whistle blowing mechanism at the Company.

This policy:-

- Provides a platform and mechanism for the employees and directors to voice genuine concerns or grievances about unprofessional conduct without fear of reprisal.
- It provides an environment that promotes responsible and protected whistle blowing. It enables Employees and Directors about their duty to report any suspected violation of any law that applies to the Company and any suspected violation of the Company Values or the Company's Code of Conduct.
- Above all, it is a dynamic source of information about what may be going wrong at various levels within the Company and which will help the Company in realigning the processes and take corrective actions as part of good governance practice.

Definitions

- a. **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 18 of SEBI Listing Obligation & Disclosure Requirement Regulation 2015)
- b. **"Employee"** means every employee of the Company including the directors in the employment of the Company.
- c. **"Code of Conduct"** means the Code of Business Conduct and Ethics for Directors and Employees of the Company adopted by the Board of the Company and as may be revised from time to time.
- d. **"Investigators"** means those persons authorized, appointed, consulted, or approached by the Chief Executive Officer and includes the auditors of the Company and the police.
- e. **"Ombudsman"** means a person appointed by the company to investigate any :
 - Alleged violation of the Code of Conduct
 - Instances of Actual or Suspected Violence of applicable Laws and Regulations.

- f. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- g. **“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.
- h. **“Whistleblower”** means an employee or director making a Protected Disclosure under this Policy.
- i. **“Reportable Matter”** means genuine concern concerning actual or suspected.

Coverage of this policy:

The Whistle Blower Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of Techindia Limited.

- This policy is applicable to all employees and Directors, regardless of their location. Any Violation will result in appropriate disciplinary action. The Employees are required to familiarize themselves with this policy.
- This policy is equally applicable to Third parties to report a concern related to a potential violation of the Company’s Code of Conduct.

Who is a whistle blower?

Any Employee or Director who discloses or demonstrates an evidence of an unethical activity or significant deviation from Key Management Policies and report any non-compliance and wrong practice e.g. unethical behavior, fraud, violation of applicable law, inappropriate behavior etc. or any conduct that may constitute breach of the Company’s Code of Conduct or Business Values. For this employee can avail the channel provided by this policy for raising an issue covered under this policy. This policy generally covers malpractices and events which have actual taken place / suspected to take place involving:

1. Misappropriation of company assets or resources
2. Conflict of interest
3. Inappropriate sharing of confidential information
4. Financial fraud of any nature
5. Inaccurate financial reporting
6. Environment, health and safety
7. Negligence causing substantial and specific danger to public health and safety
8. Bribery & Corruption
9. Social Media Usage
10. Misuse of authority
11. Breach of Contract
12. Breach of IT Security and Data Privacy
13. Deliberate violation of laws and / or regulation
14. Sexual harassment
15. Retaliation
16. Breach of Company Policy or failure to implement or comply with any approved company policy
17. Others

Role of Whistle Blower

The Role of a Whistle Blower is limited to making a protected disclosure. A Whistle Blower should not engage in investigations concerning a Reportable Matter that is the subject of Protected Disclosure. Neither should a Whistle Blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

To enable the proper investigation of Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided –

- The nature of Reportable Matter [For example, if the Reportable Matter concerns an alleged violation of the code of conduct, please refer to the provision of the code of conduct that is alleged to have been violated];
- The names of employees to which the Reportable Matter relates; and
- The relevant factual background concerning the Reportable Matter.
- Also, to enable further investigation of Reportable Matters, Whistle Blower are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy.

Protection to Whistle Blower

The process is designed to offer protection to the whistleblower (employees and directors) provided that the disclosure made / concern raised / allegations made (“complaint”) by a Whistle Blower is in good faith and the alleged action or non-action constitutes a genuine and serious breach of what is laid down in the Group Values and/or Company’s Code of Conduct.

The Company affirms that it will not allow any Whistle Blower to be victimized for making any complaint. Any kind of victimization of the Whistle Blower brought to the notice of the Audit Committee will be treated as an act warranting disciplinary action.

As a Company, we condemn any kind of discrimination, harassment, victimization or any other unfair employment practice adopted against the Whistle Blowers. Complete protection will be given to the Whistle Blowers against any unfair practices like retaliation, threat or intimidation or 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 Whistle Blower’s right to continue to perform his/her duties/functions in a free and fair manner.

The Policy neither release employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

Reporting in good faith

Every Whistle Blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate

facts/data to substantiate the complaint and not complain merely on hearsay or rumours. This also means that no action should be taken against the Whistle Blower, if the complaint was made in good faith, but no misconduct was confirmed on subsequent investigation.

However, if a complaint, after an investigation proves to be frivolous, malicious or made with ulterior intent/motive, the Audit Committee should take appropriate disciplinary or legal action against the concerned Whistle Blower which may include dismissal from employment.

List of exclusions

The following types of complaints will ordinarily not be considered and taken up:

1. Complaints that are Illegible, if handwritten
2. Complaints that are Trivial or frivolous in nature
3. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body.
4. Any matter that is very old from the date on which the act constituting violation, is alleged to have been committed.
5. Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc) also any customer/product related grievance.

Dealing with anonymity

A Whistle Blower may choose to keep his/her identity anonymous. In such cases, the complaint should be accompanied with strong evidence and data.

Confidentiality

The Audit Committee will treat all complaints in a confidential and sensitive manner. In specific cases where the criticality and necessity of disclosing the identity of the Whistle Blower is important, it may be disclosed, on a 'need-to-know-basis', during the investigation process and only with the prior approval of the Whistle Blower.

Reporting Mechanism

A Whistle Blower can make a Protected Disclosures in multiple ways:

1. By Letter addressed to Audit Committee, marked "Private and Confidential" and delivered 'To the Ombudsman', with mailing address – Techindia Nirman Limited, Nath House, Nath Road, Aurangabad, Maharashtra – 431005.
2. Moreover, in exceptional cases, Employees have right to make Protected Disclosures directly to the Chairman of the Audit Committee.

Investigation

1. All Protected Disclosures reported under this policy will be thoroughly investigated by the Ombudsman who will investigate / oversee the investigations applying principles of natural justice.
2. The Ombudsman may, at his discretion, consider involving any investigation for the purpose of investigation.
3. The decision to conduct an investigation taken by the Ombudsman is by itself not an accusation and is to be treated as a neutral fact-finding process.
4. The identity of a subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
5. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
6. Subjects shall have a duty to co-operate with the Ombudsman or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
7. Subjects have a right to consult with a person or persons of their choice, other than the Ombudsman / Investigators and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
8. 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.
9. 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 wrong doing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
10. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
11. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

Role of Investigator

1. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Ombudsman when acting within the course and scope of their investigation.
2. 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.

3. Investigations will be launched only after a preliminary review which establishes that :-
 - the alleged act constitutes an improper or unethical activity or conduct, and
 - either the allegation is supported by information specific enough to be investigated or matters that do not meet this standard may be worthy of management review.

Assignment of Investigation to Legal Authorities

Wherein the management finds that the Protected Disclosure is true and grave in nature and that is totally against the interest of the Company and / or are detrimental to the business of the Company, then the management may assign the investigation to legal authorities by following due procedures.

In such an event proper care of the Whistle Blower will be taken regarding his/ her personal safety.

Any participation of the Whistle Blower in such investigation as evidence will be treated as official work.

Decision

If an investigation leads the Ombudsman to conclude that an improper or unethical act has been committed, the Ombudsman shall recommend to the management of the Company to take such disciplinary or corrective action as he deems fit. 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 the applicable personnel or staff conduct and disciplinary procedures.

Role of Audit Committee

The Audit Committee is responsible for supervising the development and implementation of this policy & shall also verify the systems of internal controls are adequate and operating effectively, at least once in a year.

The Audit Committee shall periodically review the policy to consider whether amendments are necessary and if so, it shall communicate any such amendments to all employees.

The Audit Committee shall periodically receive report, concerning the investigation and resolution of protected disclosures made pursuant to the policy.

In addition, the Audit Committee shall have responsibility for coordinating the investigation of any serious Protected Disclosures concerning the alleged violation of Laws or regulations that apply to Techindia Nirman Limited.

Retention of Documents

All Protected 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.



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. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing.
