

WHISTLEBLOWER POLICY

SPIRIT

The 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.

The Company is committed to developing a culture where it is safe for all employees and other stakeholders to raise concerns about any unacceptable practice or misconduct without fear of punishment or reprisal.

OBJECTIVE

The Company is committed to adhering to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or reprisal. This policy provides the forum for employees, vendors, contractors and external stakeholder to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

POLICY

The Whistleblower policy intends to address serious concerns that could have grave impact on the operations and performance of the Company.

Definitions

“Director” means a Director on the board of the Company .

“Disciplinary Action” means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“Employee” means every employee of the Company, including the directors in the employment of the Company.

“Good Faith” An employee shall be deemed to be communicating in good faith“ if there is a reasonable basis for reporting of unethical and improper practices or other alleged misconduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee’s communication about the alleged unethical / improper practices /wrongful conduct is malicious, false or frivolous

“Protected Disclosure” means a concern raised through a written communication made in good faith that discloses information that may point out unethical / improper activity. Protected Disclosures should be factual and not speculative in nature.

“Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“Whistle Officer” means an officer who is / appointed to conduct detailed investigation of the disclosure received from the whistleblower and recommend disciplinary action. Currently, the committee consists of the Chief Managing Director and Head Human Resources .

“Whistleblower” means an employee or director making a Protected Disclosure under this Policy.

SCOPE

The following stakeholders of the Company are eligible to make Protected Disclosures under the Whistle blow Policy.

- Employees of the Company
- Contractual staff ,Interns working or the Company
- Employees of other agencies/vendors / business partners deployed for the Company’s activities, whether working from any of the Company’s offices or any other location
- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- Customers of the Company OR Any other person having an association with the Company

The Whistleblower Policy covers malpractices and events which have taken place or are suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
6. Any unlawful act whether Criminal/ Civil in nature
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of Company Policy or failure to implement or comply with any approved Company Policy

This Policy should not be used in place of the Company grievance forums.

GUIDING PRINCIPLES

1. The Company will ensure that the Whistleblower is not victimized
2. The company will treat any incidents of victimization as a serious matter, and will initiate disciplinary action on person/(s) indulging in victimization
3. The company will ensure complete confidentiality of the Protected disclosure
4. The Company will not attempt to conceal evidence of the Protected Disclosure
5. The Company will take disciplinary action against any one who destroys /conceals evidence of the Protected Disclosure

6. The Company will provide an opportunity of being heard to the Whistleblower

ANONYMOUS ALLEGATION

Whistleblowers must share their names with the allegations so that all follow-up investigation may be possible. Disclosures made anonymously maybe / may not be investigated.

PROTECTION TO WHISTLEBLOWER

1. If one raises a concern under the Whistle Blower Policy, he/she will not be at risk of any form of retaliation(retaliation meaning discrimination, reprisal, harassment or vengeance) in any manner. The whistleblower being an employee will not be at the risk of losing her/ his job nor suffer loss in any other manner like transfer, demotion suspension, refusal of promotion. The Whistleblower has the right to continue to perform his/her duties/functions including making further Protected Disclosure.
2. The protection is available provided that:
 - a. The communication/ disclosure is made in good faith
 - b. He/She reasonably believes that information, and any allegations contained in it, are substantially true; and
 - c. He/She is not acting for personal gain
3. Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action. Anyone who victimizes a colleague by raising a concern through this procedure will be subject to disciplinary action.
4. No action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.
5. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. The Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.
6. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.
7. The Company will not disclose the name of the whistleblower without his/ her consent in writing

ACCOUNTABILITIES – WHISTLEBLOWERS

1. Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Any delay in reporting may lead to loss of evidence and also financial loss for the Company.
2. Must Avoid anonymity when raising a concern

3. Follow the procedures prescribed for making a Disclosure
4. Co-operate with investigating authorities.
5. The intent of the policy is to bring genuine and serious issues to the fore. Malicious allegations by employees may attract disciplinary action
6. A whistleblower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation
7. Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged Malpractice. It may forewarn the Subject and important evidence is likely to be destroyed
8. In exceptional cases, where the whistleblower is not satisfied with the outcome of the investigation carried out by the Whistle Officer or the Committee, he/she can make a direct appeal to the CMD of the Company

ACCOUNTABILITIES – WHISTLE OFFICER AND WHISTLE COMMITTEE

1. Conduct the enquiry in a fair, unbiased manner
2. Ensure complete fact-finding
3. Maintain strict confidentiality
4. Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom
5. Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures
6. Record Committee deliberations and document the final report

RIGHTS OF A SUBJECT

1. Subjects have the right to be heard and the Whistle Officer or the Committee must give adequate time and opportunity for the subject to communicate his/her say on the matter
2. Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process

MANAGEMENT ACTION ON FALSE DISCLOSURES

An employee who knowingly makes malafide, frivolous or malicious allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures.

This policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure made by him and for legitimate reasons or cause under Company rules and policies.

ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with “Disclosures” are considered confidential information and access will be restricted to the Whistleblower, and the Whistle Committee and Whistle Officer. “Disclosures” and any resulting investigations, reports or resulting actions will not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

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 07 years.

REPORTS

A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Whistle Committee and the corrective actions taken will be sent to the CMD of the Company.

COMPANY'S POWERS

The Company is entitled to amend, suspend this policy at any time. There may be occasions when certain matters are not addressed or there may be ambiguity in the investigation procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to drive the spirit & intent of this policy and promote the objective of good corporate governance.

PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES

A Disclosure should be made in writing. Letters can be submitted by hand-delivery, courier or by post addressed to the Whistle Officer appointed by the Company. Emails can be sent to the email id: disclosure@securens.in. A disclosure should normally be submitted to the Whistle Officer (via email at the email id: disclosure@securens.in, when the Whistleblower feels it necessary under the circumstances

Disclosures against any employee in Strategic Job Responsibility or the Executive Directors should be sent directly to the CMD of the Company.

2. Is there any specific format for submitting the Disclosure?

The following details MUST be mentioned:

- (a) Name, address and contact details of the Whistleblower
- (b) Brief description of the Malpractice, giving the names of those alleged to have committed or about to commit a Malpractice. Specific details such as time and place of occurrence are also important.
- (c) In case of letters, the disclosure should be sealed in an envelope marked "Whistle Blower" and addressed to the Whistle Officer OR CMD, depending on position of the person against whom disclosure is made.

3. What will happen after the Disclosure is submitted?

- (a) The Whistle Officer shall acknowledge receipt of the Disclosure as soon as practical (preferably within 07 days of receipt of a Disclosure), where the Whistleblower has provided his/her contact details.
- (b) The Whistle Officer will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Disclosure constitute a Malpractice by discussing with the Executive Directors and CMD of the Company (if required).

If the Whistle Officer determines that the allegations do not constitute a Malpractice, he/she will record this finding with reasons and communicate the same to the Whistleblower

(c) If the Whistle Officer determines that the allegations constitute a Malpractice, he/she will proceed to investigate the Disclosure with the assistance of the Whistle Committee comprising of Senior Level Officers of HR , legal and a representative of the Division/ Department where the breach has occurred, as he/she deems necessary.

If the alleged Malpractice is required by law to be dealt with under any other mechanism, the Whistle Officer shall refer the Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.

(d) Subjects will be informed of the allegations at the outset of a formal investigation and will have opportunities for providing their inputs during the investigation.

(e) The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information by the Whistle Officer or Whistle Committee for the purpose of such investigation shall do so. Individuals with whom the Whistle Officer or Whistle Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.

(f) If the Malpractice constitutes a criminal offence, the Whistle Officer will bring it to the notice of the Executive Directors & CMD and take appropriate action including reporting the matter to the police.

(h) The Whistle Committee shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the CMD , not later than 90 days from the date of receipt of the Disclosure. The Whistle Officer may allow additional time for submission of the report based on the circumstances of the case.

Whilst it may be difficult for the Whistle Officer to keep the Whistleblower regularly updated on the progress of the investigations, he/she will keep the Whistleblower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.

(j) The Whistle Officer will ensure action on the recommendations of the Whistle Committee/ Officer and keep the Whistleblower informed of the same. Though no timeframe is being specified for such action, the Company will endeavor to act as quickly as possible in cases of proved Malpractice.

Will the whistleblower face any retaliatory action or threats of the same as a result of making a Disclosure?

If you face any retaliatory action or threats of the same as a result of making a Disclosure, please inform the Whistle Officer in writing immediately. He/She will investigate the same and will also recommend appropriate steps to protect you from exposure to such retaliatory action and ensure implementation of such steps for your protection.

Decision

If an investigation leads the **Whistle Committee** to conclude that an improper or unethical act has been committed, the **Whistle Committee** shall recommend to the management of the Company to take such disciplinary or corrective action as the **Whistle Committee** 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 procedure.

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 and directors unless the same is notified to the employees and directors in writing.