

INTEGRACE PRIVATE LIMITED

WHISTLEBLOWER POLICY

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INTEGRACE PVT LTD

WHISTLE BLOWER POLICY

1 Preface

Integrace Pvt Ltd (“IPL” or “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.

IPL is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

The Whistle Blower Policy is a medium for employees and other stake holders to report genuine concerns. This would facilitate reporting instances of unethical behaviour, actual or suspected fraud or violation of IPL’s code of conduct or any laws.

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It also provides for protection of employees and other stakeholders wishing to raise concerns about irregularities within IPL.

The Policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2 Policy

This Policy is for the Employees, Directors and other Stakeholders as defined hereinafter.

The Policy has been drawn up to create an environment wherein an employee has access to raising a concern and feel comfortable in doing it. The areas of concern covered by this Policy are summarized in paragraph 5.

3 Definitions

“Board of Directors” or “Board” means the collective body of the directors of the Company.

“Director” means any executive or non-executive director appointed to the Board of the Company from time to time.

“Disciplinary Action” means any action that can be taken on the completion of /during the investigation proceedings, including, but not limited to a warning, imposition of fine, suspension

from official duties or any such action as is deemed to be fit considering the gravity and seriousness of the matter.

“Employee” means every employee of IPL.

“Investigation team” means person(s) appointed by Ethics Committee to conduct investigation of a protected disclosure under this policy. The team may include either employees of the Company or any outsourced agency.

“Malpractice” means illegal, unethical, or negligent professional conduct.

“Ethics Committee” will be the designated body, responsible for the purpose of receiving all protected disclosures under this Policy and taking appropriate action on the same, and will consist of the CEO, CHRO and CSO of the Company. Ethics Committee

“Protected Disclosure” means a concern raised through reporting channels (described in paragraph 7) in good faith.

“Stakeholder” means all persons from the following categories:

- a. all Directors of the Board of Directors of the Company;
- b. employees of IPL;
- c. vendors dealing with IPL
- d. customers that IPL deals with
- e. any other person as may be notified in a regulation

“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 Blower” is someone who makes a protected disclosure under this Policy.

4 Guiding Principles

To ensure that this Policy is adhered to, and to assure that the protected disclosure will be acted upon seriously, IPL will:

4.1 Ensure that the Whistle Blower and/or the person processing the protected disclosure is not victimized for doing so;

4.2 Treat victimization as a serious matter including initiating disciplinary action against person/(s) involved in it;

4.3 Ensure complete confidentiality;

4.4 Be objective and fair in taking action on protected disclosures received;

4.5 Take disciplinary action, if anyone destroys or conceals evidence of the protected disclosure made/to be made;

4.6 Provide an opportunity of being heard to the persons involved especially to the Subject.

5 Coverage

5.1 The Policy covers concerns involving:

1. Abuse of authority
2. Breach of contract
3. Manipulation of company data/records
4. Financial irregularities, including fraud, or suspected fraud
5. Criminal offence
6. Pilferage of confidential/propriety information
7. Deliberate violation of law/regulation
8. Deliberate misappropriation of IPL funds/assets
9. Breach of Code of Conduct or any policy of the Company
10. Sexual harassment
11. Bribery and corruption
12. Conflict of interest
13. Workplace harassment
14. Any other unethical, biased, favoured, imprudent event

Some of the above terms have been explained in Annexure 1. Also refer to the Code of Conduct and other Policies of the Company for more clarity.

5.2 This Policy should not be used as a route for raising malicious or unfounded allegations against colleagues.

5.3 Further, the Policy should not be used for reporting of routine or operational matters like:

1. Non-receipt of salary, attendance not regularized, excess tax deduction, etc
2. Issues related to career progression, transfer or deputation, etc
3. IT assets not working properly (e.g. printers not working)
4. Questioning the financial or other business decisions taken by the management
5. Recruitment / job openings (e.g. to know the job openings in the Company)
6. Inappropriate administration facilities (e.g. malfunctioning tea / coffee machine in cafeteria).

5.4 Employees should apply reasonable judgement before reporting an issue through the reporting channels.

6 Disqualifications

6.1 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as set out herein, any abuse of this protection will warrant disciplinary action.

6.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower, knowing it to be false or bogus or with a mala fide intention.

6.3 Whistle Blowers, who make any protected disclosures, which have been subsequently found to be mala fide, frivolous or malicious will be liable for disciplinary action under Company's Code of Conduct.

7 Reporting Channel

Any person, who wishes to make a protected disclosure under this Policy, may send an e- mail to the Ethics Committee on the designated e-mail id, with details of information that he/ she wishes to disclose.

Such a person, who wishes to make a protected disclosure can also reach out to the Chairman of the Audit Committee, whose address, email-id and phone number will be disseminated from time-to-time.

8 Guidance to reporting

Whistle blowing mechanism is not meant to substitute normal communication protocols in the Company. Accordingly, employees are encouraged to follow the steps set out below when they wish to report a protected disclosure:

1. As a first step, bring it to the notice of the employee's supervisor.
2. If that does not help, or if the protected disclosure is against the supervisor, then bring it to the notice of HR.
3. If the above steps do not result in any satisfactory response or action, the person may use the reporting channel provided in this Policy.
4. If an employee does not feel comfortable highlighting the protected disclosure to his / her supervisor or HR, he / she can directly use the reporting channel provided in this Policy.

A few points which should be kept in mind before or while reporting a protected disclosure:

1. Attempt should be made to report the protected disclosure immediately after the incident has occurred.

2. It should be factual and should contain as much specific information as possible (e.g. name of the person involved, designation, department, date of incident, time of incident, description of the incident, location, etc).

a. It may be noted that in absence of detailed information, it may not be possible for the Company to investigate the protected disclosure.

b. The Whistle Blower may be requested for additional information on the protected disclosure through the reporting channel.

c. In case the Whistle Blower does not respond within 7 working days and the protected disclosure cannot be investigated due to lack of information, then the protected disclosure may be closed.

3. The Whistle Blower should not investigate or attempt to investigate the matter on his / her own, since the Company has appointed an Ethics Committee to take appropriate action.

4. The Whistle Blower does not have the right to participate in any investigative procedures unless requested by the Ethics Committee and subject to disclosure of his / her identity.

9 Post Reporting Action

1. After a protected disclosure is reported by the Whistle Blower through the channel mentioned in paragraph 7, the Ethics Committee will take the case up for preliminary review.

2. If preliminary reviews indicate that the protected disclosure has no basis, or, it is not a matter to be investigated / pursued under this Policy, it may be dismissed at this stage and the decision will be documented and communicated to the Whistle Blower.

3. Where preliminary review indicates that further investigation is necessary, the Ethics Committee shall initiate the necessary investigative procedure. For this purpose, he may also appoint an investigation team. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

Based on the result of investigation, further action will be taken by the Ethics Committee. It may include termination of contract with employee or third party, initiating legal action, etc. The Ethics Committee may also take corrective measures like amending processes, implementing better controls, etc. For this purpose, the Ethics Committee may take guidance from the Audit Committee.

If the protected disclosure is against the Ethics Committee (other than for the manner in which a protected disclosure was handled) then the Ethics Committee will be excluded from all action taken on such complaint. The protected disclosure in such case will be sent to the Chairman of the Audit Committee.

4. If the protected disclosure is against a Director, the Ethics Committee will inform the same to the Chairman of the Audit Committee and in accordance with his/her directions investigate the case.

5. In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation or the decision taken, he/she can appeal to the Chairman of the Audit Committee by

writing an email to the Chairman. The Whistle Blower must provide complete details of the protected disclosure made by him / her and the reason for dissatisfaction.

6. A quarterly report on number of protected disclosures received under this Policy and their outcome shall be provided to the Audit Committee, by the Ethics Committee.

10 Protection

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a protected disclosure (not being a malicious or frivolous one) under this Policy.

IPL condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower.

Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further protected disclosure.

Protected disclosure may be made anonymously or by disclosing the identity. The identity of the Whistle Blower shall be kept confidential always, unless:

- a. The person agrees to be identified.
- b. Identification is necessary to allow the Company or law enforcement officials to investigate or respond effectively.
- c. Identification is required by law.
- d. In cases identified as "frivolous" or "bogus" or "with mala fide intent" and reported to Audit Committee.

Any other Employee assisting in the investigation process or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

11 Confidentiality

The Whistle Blower, the Subject, the Ethics Committee, the Investigation team and everyone involved in the process shall:

- a. Maintain complete confidentiality/ secrecy of the matter.
- b. Not discuss the matter in any informal/social gatherings/ meetings.
- c. Discuss only to the extent or with the persons required for the purpose of completing the investigations.
- d. Not keep the papers unattended anywhere at any time.
- e. Keep the electronic mails/files under password protection.

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

12 Responsibility of the Subject

The employee under investigation:

- a. May or may not be informed of the allegations or investigation being carried out, depending on the sensitivity and seriousness of the protected disclosure.
- b. Has the duty to co-operate with Ethics Committee / Investigation team, during the course of investigation.
- c. Shall not withhold, destroy, delete or tamper evidence, in any form.
- d. Shall not threaten or intimidate the witnesses or interfere in the investigation.
- e. Shall be given an opportunity to respond to material findings contained in the investigation report.

13 Amendment

The Audit Committee of IPL has the right to amend or modify this Policy in whole or in part, at any time.

Annexure 1: Scope Clarification

It is advisable to also read the Code of Conduct of the Company, as many of these terms are also explained in it.

1. **Abuse of authority:** The act of using one's position of power in an abusive way. This can take many forms, such as taking advantage of someone, gaining access to information that should not be accessible to the person concerned, or manipulating someone with the ability to punish them if they do not comply.

2. **Breach of contracts:** This includes not abiding with the terms and conditions of contracts entered into with the Company for any work to be undertaken.

3. **Manipulation of Company data / records:** Involves wilfully reporting or even simply making up false data.

4. **Financial irregularities:** Includes theft or misappropriation of funds, supplies, property, or other resources, misreporting hours worked, fraud, or deliberate errors in the preparation, evaluation, review or audit of any financial statement of the Company, forgery or alteration of the Company's financial documents (including financial computer files), pursuit of a financial benefit or advantage found to be prejudicial to the Company's interests, or deficiencies in, or, non-compliance with the Company's financial controls. It also includes deliberate misrepresentation, mis-recording or misreporting of financial information, transactions or financial performance or results.

5. **Fraud or suspected fraud:** In relation to affairs of the Company, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of the Company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.

6. **Criminal offence:** Includes any act which leads to a criminal liability under the applicable laws / regulations.

7. **Pilferage of confidential/proprietary information:** Includes the unauthorized use or distribution of confidential/proprietary information of the Company or any of its stakeholders (including suppliers or customers) for purposes that are not for the benefit of the Company or its stakeholders.

8. **Violation of law/regulation:** Includes contravention of laws/regulations that the Company is governed by.

9. **Misappropriation of IPL's funds/assets:** Includes intentional abuse of the property or funds of the Company for one's own use or other unauthorized purpose.

10. **Sexual harassment:** Refer to the Company's Prevention of Sexual Harassment Policy for details.

11. **Bribery and corruption:** The terms bribery and corruption are often used interchangeably. Bribery is a form of corruption and is referred as the offering, giving or receiving of something of value in exchange for an act that is dishonest, illegal, and improper or a breach of trust, designed to influence the recipient in the exercise of his/her duty and to incline him/her to act contrary to the accepted standards of honesty and integrity.

12. **Workplace harassment:** Includes intentional acts of systematic and / or continued unwanted and annoying behaviour at a workplace which is found to be threatening, disturbing, upsetting or offensive by the receiver.

13. **Conflict of interest:** Includes any activity where personal interests, activities or relationships interfere, or appear to interfere with the ability to make decisions in the best interests of the Company.