

ADDVERB TECHNOLOGIES PRIVATE LIMITED

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

I. INTRODUCTION

Addverb Technologies Private Limited (the “**Company**”) believes in conducting its business operations and management in a fair and transparent manner by committing to adhere to the highest standards of professionalism, honesty, integrity and ethical behavior. This commitment has been embodied in the Company’s Code of Conduct (the “**Code**”) which lays down the principles and standards that should govern the actions of the Company, its directors and employees and requires them to observe highest standards of business and personal ethics and legal compliance in the conduct of their affairs, duties and responsibilities. The Company expects its Directors and employees to adhere to these standards. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of grave concern for the Company.

Section 177(9) of the Companies Act, 2013 mandates the following classes of companies to constitute a vigil mechanism for its directors and employees to report their genuine concerns or grievances in the prescribed manner:

- a. Listed Companies
- b. Companies which accept deposits from the public;
- c. Companies which have borrowed money from banks and public financial institutions in excess of Rs. 50 Crores (Rupees Fifty crores only)

For complying with the Code and the mandatory requirements of the aforementioned provision of the Companies Act, the Company has established this ‘Vigil Mechanism/Whistle Blower Policy’ (the ‘**Policy**’) with a view to provide a mechanism for the directors and employees of the Company to raise concerns in the event of any violations of legal or regulatory requirements, unacceptable practices and instances of misconduct. The Policy also provides for adequate safeguards against victimization of director(s)/employee(s) who avail of the Vigil Mechanism. The Company is determined to provide effective protection for whistleblowers and create a supportive and open organizational culture where employees are not only aware of how to report a Wrongful Action but also have confidence in the reporting procedures. It also helps businesses prevent and detect bribery in commercial transactions.

Protection of whistleblowers from retaliation for reporting, in good faith, suspected acts of corruption and other Wrongful Actions is therefore integral to the efforts of the Company to combat corruption, promote integrity and accountability, and support a clean business environment.

II. OBJECTIVE OF THE POLICY

The purpose of this Policy is to articulate the Company's point of view on whistle blowing, and the procedure to strengthen the Vigil Mechanism at the Company. This policy:

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- a. Provides a platform and mechanism for the employees and directors of the Company to voice and report genuine concerns or grievances about unprofessional conduct and Wrongful Actions. The aim is to foster an environment that promotes responsible and protected whistle blowing;
- b. Provides necessary safeguards for protection of employees and directors of the Company from reprisals or victimization, for whistle blowing in good faith and to provide direct access to such directors and employees, in good faith, to the Audit Committee of the Board in case of exceptional circumstances, and to prohibit any adverse personnel action, including but not limited to unfair termination and unfair prejudicial employment practices, against such directors or employees.

It is of utmost importance to ensure that the Policy should not be used as a route for raising malicious or unfounded allegations against colleagues.

III. DEFINITIONS

- a. **“Alleged Wrongful Action”** shall mean violation of law; or infringement of Company's Code / Company's Rules; or mismanagement, misappropriation of monies or other financial irregularities; or manipulation of Company data/records; or actual or suspected fraud; or pilferage of confidential/propriety information; or substantial and specific danger to public health and safety; or abuse of authority; or bribery or corruption; or any other actual or suspected unethical, biased, favoured, imprudent event or civil/criminal wrongdoing. **“Fraud”** in relation to affairs of a company or any body corporate 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;
- b. **“Audit Committee of the Board”** means the Audit Committee of the Board constituted by the Board of Directors of the Company in accordance with Section 292A of the Companies Act, 1956 / Section 177 of the Companies Act, 2013;
- c. **“Code”** means the Company's Code of Conduct;
- d. **“Company”** means Addverb Technologies Private Limited;
- e. **“Competent Authority”** means the Board of Directors of the Company or the Audit Committee (if applicable), which shall oversee the Vigil Mechanism of the Company, and will include any person(s) to whom it may delegate any of its powers as the Competent Authority under this Policy from time to time. In case of conflict of interest, Competent Authority means Chairman – Audit Committee of the Board (if applicable);

- f. **“Employees”** include the directors, key managerial persons/ senior managerial persons and employees of the Company;
- g. **“Good faith”** A director or employee shall be deemed to be communicating in good faith, if there is a reasonable and factual basis for communication of unethical and improper activities or any other Wrongful Action in the Company. Good faith shall be deemed lacking where such director or employee knew or reasonably should have known that the communication about any Wrongful Action is malicious, false or frivolous;
- h. **“Investigators”** mean those persons authorized, appointed, consulted or approached by the Board of Directors / Audit Committee of the Board (if applicable) / Competent Authority in connection with conducting investigation into a Protected Disclosure;
- i. **“Policy”** means this Vigil Mechanism/ Whistle Blower Policy;
- j. **“Protected Disclosure”** means any complaint/ communication made in good faith that discloses or demonstrates information that may be treated as evidence of unethical and improper practices or any other Wrongful Action in the company;
- k. **“Subject”** means an employee/ officer/ staff/ director of the Company against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation;
- l. **“Vigilance Officer”** means an official of the Company to whom any of the powers under this Policy are delegated from time to time and who shall assist the Competent Authority or Investigator(s) for the purposes of this Policy;
- m. **“Whistle Blower”** means an Employee making a Protected Disclosure under this Policy;

IV. ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosure(s) within the scope of this Policy.

V. DISQUALIFICATION

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

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.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious or reported otherwise than in good faith shall be liable for disciplinary action under the Company's Code. In case of 3 (Three) or more repeated frivolous complaints being filed by a Whistle Blower, the Audit Committee may take suitable action against such person including reprimand, besides being disqualified from reporting further Protected Disclosures

VI. GUIDING PRINCIPLES

In order to assure that this Policy as well as the Company's Code is being adhered to, the Company will ensure:

- a. Protected Disclosure shall be acted upon in a time bound manner and dealt appropriately by the Competent Authority;
- b. Complete confidentiality of the Whistle Blower shall be maintained;
- c. The Whistle Blower and / or the person(s) processing the Protected Disclosure will not be subjected to victimization;
- d. Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence;
- e. The Subject of the Protected Disclosure i.e., the Employee against whom or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.
- f. The Company shall notify & communicate the existence and contents of this Policy to its Employees. The Whistle Blower Policy shall be prominently displayed on all Notice Boards of the Company. This Policy, including amendments thereof, shall also be made available on company's website.

VII. PROCEDURE

- a. A Protected Disclosure should be made in writing so as to ensure a clear understanding of the issues raised, and should either be typed or written in legible handwriting.
- b. The Protected Disclosure shall be addressed to the Competent Authority or Vigilance Officer. If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the Whistle Blower, he/she may address the Protected Disclosure directly to the Board or Chairman of the Audit Committee of the Board (if the Company has formed an Audit Committee). The contact details of the aforesaid authorities are provided as below:

If to the Competent Authority: Board of Directors/Audit Committee (if the Company has formed an Audit Committee)

If to the Vigilance Officer: Mr. Sangeet Kumar

If to the Chairman of the Audit Committee of the Board: As may be designated by the Board

- c. The Protected Disclosure shall be submitted, along with a covering letter which shall bear the identity of the Whistle Blower, in an envelope (which should be closed / secured / sealed) / electronic mail. The Competent Authority or Vigilance

Officer or the Chairman of the Audit Committee, as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure. Anonymous / Pseudonymous disclosure shall not be entertained under this Policy.

- d. In case the Protected Disclosure is sent in physical mode, the envelope thus secured / sealed should be addressed to the Competent Authority and should be superscribed "Protected Disclosure under the Whistle Blower Policy/ Vigil Mechanism". **(If the envelope is not superscribed and closed/sealed/secured, it will not be possible to provide protection to the Whistle Blower as specified under this Policy and the complaint will be dealt with as per the normal complaint policy of the Company).**
- e. Every Protected Disclosure shall be made in good faith. The Protected Disclosures shall be factual, not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern. The Competent Authority may, if it deems fit, call for further information or particulars from the Whistle Blower.

VIII. INVESTIGATION

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Competent Authority / Vigilance Officer / Chairman of the Audit Committee of the Company, as the case may be.
- b. The Competent Authority / Vigilance Officer / Chairman of the Audit Committee of the Company, may at its/his discretion consider involving any Investigators (*internal or external*) for the purpose of investigation.
- c. Investigators shall be required to conduct a process towards fact-finding and analysis, and shall derive their authority and access rights from the Competent Authority/ Audit Committee, when acting within the course and scope of their investigation. All investigators shall be independent and unbiased both in fact and as perceived. Investigators shall have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- d. The decision to conduct an investigation shall not by itself be construed as an accusation and is to be treated as a neutral fact finding process.
- e. The identity of the Subject(s) and the Whistle Blower(s) will be kept confidential during the course of the Investigation.
- f. Subject(s) will normally be informed of the allegations at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.
- g. Subject(s) shall have a duty to co-operate with the Investigator(s) during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- h. Subject(s) 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 Subject(s).
- i. Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

- j. The investigation shall be completed normally within 60 (Sixty) days of the date of receipt of the protected disclosure or such extended period as the Competent Authority or the Chairman of the Audit Committee may permit for reasons to be recorded in writing.
- k. Subject(s) have a right to be informed of the outcome of the investigation.
- l. No Protected Disclosure which is more than 3 (Three) years old from the date of noticing the said Wrongful Action will be taken up, in order to prevent any person from raising issues with ulterior motive.

IX. PROTECTION AND NO RETALIATION

- a. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure, in good faith, under this Policy. The Company, as a policy, condemns, any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against a Whistle Blower. Complete protection will, therefore, be accorded to the Whistle Blower(s) against any unfair practice like retaliation, threat or intimidation of 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 duties / functions including making further Protected disclosure.
- b. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action.
- c. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- d. The identity of the Whistle Blower shall be kept confidential, to the extent possible and permitted under law.
- e. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

X. DECISION

If the Competent Authority is of the opinion that the investigation discloses the existence of improper activity which is an offence punishable in law, the Competent Authority shall take such disciplinary or corrective action as the Competent Authority or the Chairman of the Audit Committee may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject(s) as a result of the findings of an investigation pursuant to this Policy, shall adhere to the applicable disciplinary procedures and statutory guidelines, if any.

The Competent Authority may take such other remedial action, if possible and as deemed fit, to remedy the Wrongful Action mentioned in the Protected Disclosure and or to prevent the re-occurrence of the same.

XI. REPORTING

The Competent Authority / Vigilance Officer shall submit a report to the Board/Audit Committee, as the case may be, about all Protected Disclosures, if any, referred to it/him since the last report together with the results of investigations, if any.

The Company shall annually affirm that it has not denied any Employee access to the Audit Committee and that it has provided protection to the Whistle Blower from adverse action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

XII. RETENTION OF RECORD

All documents relating to Protected Disclosure(s) made through the procedures outlined above shall be retained for at least 5 (Five) years from the date of the Protected Disclosure, after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry, or investigation, in which case the information will be retained for the duration of that litigation, inquiry, or investigation, as necessary.

XIII. AMENDMENT TO POLICY

The Company reserves its right to amend or modify this Policy in whole or in part, at any time, without assigning any reasons, and the same shall be binding upon the Employees of the Company.