



Corporate Office:

Plot No: 313, Udyog Vihar, Phase IV, Gurugram, Haryana 122015
Ph. 0124-4763400

Whistle Blower Policy of I-PROCESS SERVICES (INDIA) LIMITED

Introduction

I-PROCESS is committed to adopting the highest business, governance, ethical and legal standards. The purpose of the Whistle Blower Policy ("the Policy") is to encourage employees to report matters without the risk of subsequent victimization, discrimination or disadvantage. The Policy applies to all employees & stakeholders working for the company.

The Whistle Blowing or reporting mechanism set out in the Policy, invites all employees to act responsibly to uphold the reputation of the company. The Policy aims to provide a mechanism to ensure that concerns are properly raised, appropriately investigated and addressed. The company recognizes this mechanism as an important enabling factor in administering good governance practices.

The Policy complies with the requirements of the vigil mechanism as envisaged by the Companies Act, 2013 and the rules framed thereunder.

Nothing in this Policy is intended to limit any protections provided to Whistle Blowers by any applicable laws or regulations, or to place any limits on a Whistle Blower's ability to communicate with government, administrative, or law enforcement authorities, as provided for by law.

Definitions

1. Employee

An employee is every bona fide employee currently in the employment of the company. For the purpose of this Policy, employee includes directors of the company.

2. Whistle Blower Team

Team managing the administration of the Whistle Blower Policy.

3. Retaliation/ Victimization

Retaliation is any act, direct or indirect, recommended, threatened or taken against a Whistle Blower by any person because the Whistle Blower has made a disclosure pursuant to the Policy. Retaliation includes overt/covert acts of discrimination, reprisal, harassment, vengeance.



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4. Whistle Blower

A Whistle Blower means any employee, secondee or stakeholders, who raises a concern in accordance with this Policy

5. Whistle Blowing 'Concern' or 'Complaint'

Whistle blowing (also referred to as 'complaint' or 'concern') can be described as any communication made in good faith through the reporting channels mentioned in this Policy, for attracting management's attention to information about potentially illegal and/or unacceptable practices.

Employees can raise concerns/issues, if any, which they have on the following or possibilities/apprehensions of:

- Breach of any law or statute
- Issues related to accounting policies and procedures adopted for any area or item
- Acts resulting in financial loss or loss of reputation
- Misuse of office, suspected/actual fraud and criminal offences

Type of complaints not classified under the Whistle Blower Policy are mentioned below:

- (a) Complaints that are vague or incoherent;
- (b) Matters which are pending before a court of law, tribunal, other quasi- judicial body
- (c) Matters relating to a personal grievance including concerning workplace related issues, behavioural issues, transfer, appraisals, compensation, promotions, rating etc.
- (d) Any allegation which falls within the ambit of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act")
- (e) Matters related to client service/grievances
- (f) Any other complaint which may not classify under whistle blower policy

The complainant is expected to furnish all necessary information to enable a comprehensive investigation. In the event that inadequate information is provided, rendering the complaint to be vague or incoherent, the matter shall be deemed closed if the requisite information is not provided within seven working days of request.



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Further, to be considered under the Policy, the complainant is encouraged to provide the following information in his/her complaint: name, contact details, employee number, and department. Other than complaints relating to concerns regarding questionable accounting or auditing matters, I-PROCESS shall not entertain any complaint where all such information is not provided, including anonymous/pseudonymous complaints. In respect of such anonymous/pseudonymous complaints (i.e. other than complaints relating to concerns regarding questionable accounting or auditing matters) no further action will be required to be taken and the case will be closed, without intimation to the complainant. Notwithstanding the foregoing, the General Counsel may direct in his/her discretion, that anonymous/pseudonymous complaints be considered under the Policy, even when such complaints do not relate to concerns regarding questionable accounting or auditing matters.

Reporting of a Whistle Blower Concern/Complaint

- Whistle Blowers should raise concerns by writing mail to whistleblower@iprocess.in.
- The mail id is to be managed and monitored by Company Secretary.
- Upon receipt of the concern, an acknowledgment shall be sent to the sender of the concern (where a return address or email address is available). The acknowledgment shall confirm receipt of the concern and inform the sender that the concern would be inquired in accordance with the Policy.
- In case the concern does not fall within the ambit of the Whistle Blower Policy, the sender shall be informed that the concern is being forwarded to the appropriate department/authority for further action, as may be deemed necessary.

Administration of the Policy

- Upon receipt of the concern or complaint as per this policy, appropriate action shall be immediately set in motion to inquire into the matter.
- Inquiry into the concerns received under this Policy shall normally be completed within 90 days of receipt of the concern.
- The concern shall be deemed as closed upon conclusion of the inquiry and initiation of disciplinary action after which the concern shall be reported as closed to subsequent quarterly Board meeting.



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Protection to employees and prevention against retaliation, victimization or harassment of employees raising any concern under the Policy

Any employee who makes a disclosure or raises a concern under the Policy will be protected, if the employee:

- Discloses the information in good faith
- Believes it to be substantially true
- Does not act maliciously nor makes false allegations
- Does not seek any personal or financial gain from the Bank

The company will not tolerate any attempt on the part of anyone to retaliate, apply any sanction or disadvantage or to discriminate against any Whistle Blower who has reported to the company serious and genuine concern regarding an apparent wrongdoing.

Protection under the Policy shall be available to the employee who raises the concern under this Policy till such time that the complainant's employment subsists with the company.

Any attempt on the part of any employee to misuse the Policy for personal advantage will be dealt with strictly by the company.

Nothing in this Policy precludes or is intended to preclude a complainant from seeking a monetary award from a government, administrative, or law enforcement authority, as provided for by law.

The protections afforded under this Policy shall in no way condone an Employee's violation of the company's Code of Conduct or other internal policies or schemes, and this Policy therefore does not preclude the Company from taking appropriate action against an employee who violates the Code of Conduct or other internal policies or schemes. Any proceedings undertaken by the company to determine such a violation by an employee, and any ensuing action taken by the company against an employee on account of a determination of such violation, are intended to be separate and distinct from the provisions of this Policy.

Additionally, an employee not regarded as a whistle-blower under the Policy, including on account of such employee's acts or omissions, shall not be entitled to the protections under this Policy.



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Confidentiality and Anonymity

In relation to complaints relating to concerns regarding questionable accounting or auditing matters, an employee may choose to send communication under this Policy on an anonymous basis. However, in relation to such complaints, employees are encouraged to disclose their identities while raising concerns under this Policy. This will assist in obtaining additional details or evidence as may be required during the inquiry.

Strict confidentiality shall be maintained with regard to the identity of the Whistle Blower, both during and post investigation. The identity of the Whistle Blower shall not be released unless required by law.

Upon disclosure of identity, protection as defined in the above point of the Policy will be provided to the employee. Disclosure of identity would not have any impact on the employee's performance appraisal, assignment of work or other matters related to employment with the company.

Record Keeping

Records pertaining to the complaint shall be maintained by Company Secretary.