

NINA PERCEPT PRIVATE LIMITED

WHISTLE BLOWER POLICY

1. Preface:

Nina Percept Private Limited is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. In accordance with section 177 of the Companies Act, 2013, and to lay down a mechanism for Directors or employees to report their genuine concerns, the Board of Directors have laid down a Vigil Mechanism by way of this Whistle Blower Policy (the Policy). The objective of the Policy is for directors and employees, who have concerns about suspected misconduct, to come forward and express these issues without fear of punishment or unfair treatment.

2. Policy:

The Whistleblower policy intends to cover serious concerns that could have impact on the operations and performance of the Company and should not be used for taking up personal grievances. Employees are encouraged to raise operational issues not covered under this Policy with the respective division heads.

3. Definitions:

The definitions of some of the key terms used in this Policy are given below.

Terms not defined in the policy shall have the meaning as per the Companies Act, 2013.

- a. **“Employee”** means every employee of the Company, its subsidiaries or Joint Venture Companies (whether working in India or abroad), including the Directors in the employment of the Company.
- b. **“Investigators”** means those persons who are authorised, appointed, consulted or approached by the Whistle Officer or Whistle Committee or Audit Committee or the Chairman thereof. Investigator includes, the Auditors of the Company, the Police or any other Investigating Officer appointed as such. It is clarified that this does not take away any authority of the Whistle officer or the Whistle committee to conduct any investigation into any matter referred to him/ her/ it.
- c. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- d. **“Subject”** means an employee against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- e. **“Whistle Blower”** means directors and employees of the Company.

f. **“Whistle Officer”** or **“Whistle Committee”** or **“Committee”** means an Officer or Committee of persons who is/are nominated/appointed to conduct detailed investigation of the disclosure received from the Whistle Blower and recommend disciplinary action. Currently, Smt. Hetal Parikh, Director is nominated as Whistle Officer. The Committee, if appointed, should include Senior Level Officers of HR, Internal Audit and a representative of the Division/Department where the breach has occurred. Such Committee shall be appointed by the Audit Committee.

4. Protected Disclosure can be made for the following type of Concerns:

- i. Unethical behaviour
- ii. Actual or suspected fraud

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

The Whistle Blower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Whistle Officer or Whistle Committee or the Audit Committee or the Chairman thereof or the Investigators. Protected Disclosure will be appropriately dealt with by the Whistle Officer or Whistle Committee or the Audit Committee or the Chairman thereof, as the case may be.

5. Disqualifications:

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment, 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.

6. Procedure:

- a. The Complaint in writing can be lodged by sending an email to hetal.parikh@ninaconcept.com (OR)
- b. By following the procedure as may be applicable from time to time.

7. Rights of Subject:

Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunity for providing their inputs during the investigation.

8. Duties / Responsibilities of Subject:

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. Direct access to the Chairman of the Audit Committee

In exceptional cases, where the Whistle blower 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 Chairman of the Audit committee.

10. Decision:

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

11. Reporting:

A quarterly report with the number of complaints received under the policy and their outcome shall be placed before the Audit Committee.

12. 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.

13. Amendment:

The Company for good corporate governance may establish further rules and procedures, from time to time, to give effect to the intent of this policy The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

Any amendment to policy shall take effect from the date when it is approved by the Board of Directors of the Company.