

ABC GROUP (INDIA) PRIVATE LIMITED

WHISTLE BLOWER POLICY

1. Objective

The objective of 'Whistle Blower Policy' is to ensure highest ethical, moral and business standards in the course of functioning and to build a lasting and strong culture of Corporate Governance within the Company. In terms of the Policy, an internal mechanism is established for staff members to report to the management, concerns about unethical behaviour, actual or suspected fraud or violation of the policies of the Company.

The Policy is intended to encourage all employees of the Company to report suspected or actual occurrence of illegal, unethical or inappropriate actions, behaviour or practices by staff members without fear of retribution. The employees can voice their concerns on irregularities, malpractices and other misdemeanours through this policy.

It also provides necessary safeguard and protection to the employees who disclose the instances of unethical practices/ behaviour observed in the Company.

This whistle blower policy has been formed in terms of section 177 of the Companies Act, 2013 and rules made thereunder, read with any other circular or notification issued in this regard.

2. Definitions

The definitions of some of the key terms used in this policy are given below:

Whistle Blower - The Employee(s) of the Company making the disclosure under this policy. The Whistle Blower's role is that of a reporting party. Whistle blowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

Employees - All employees of the Company.

Disclosure - Any communication, whether by letter/ email/ on designated portal or over telephone, relating to unethical practice or behaviour or violation of service rules, made in good faith by the Whistle Blower.

Investigators - mean any person(s) duly appointed/consulted by the Designated Official to conduct an investigation under this policy.

3. Coverage

All employees of the Company posted at branches/offices are covered under this policy. The Policy covers malpractices and events which have taken place/ suspected to have taken place in the Company involving:

- Corruption
- Frauds
- Misuse/ abuse of official position
- Manipulation of data / documents
- Any other act of an employee which affects the interest of the Company adversely and has the potential to cause financial or reputational loss to the Company.

4. List of Exclusions

The following types of complaints will ordinarily not be considered and taken up:

1. Complaints that are Illegible, if handwritten
2. Complaints that are vague, with pseudonyms
3. Complaints that are trivial or frivolous in nature
4. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body
5. Any matter that is very old from the date on which the act constituting violation is alleged to have been committed
6. Issue raised, relates to service matters or personal grievance. The Whistle Blowers are encouraged to make complaints that have an impact on Group's Brand & reputation, cases of financial irregularities, or People related issues of bias, partiality, and discrimination of any kind, abuse, victimization or harassment.

5. Reporting Mechanism

Any employee willing to disclose information may do so in any of the following manner:

- i. In writing, duly addressed to the Designated Officer(s) in a sealed envelope specifically superscribed in capital letters "Disclosure under Whistle Blower Policy".
- ii. Suitable proof of his identity / contact numbers / address so that additional information, if any, can be obtained. In case identity cannot be ensured, the complaints will be treated as anonymous/ pseudonymous complaints, and may not attract further action.

Contact details of Designated Official:

Name: Muhammed Madani K

Designation: Managing Director

Email Id: mdn@abcgroupindia.com

Telephone No.: +91 4602300202

Address: PP XII/130-A/130-B, Corporate House, Kuppam-Taliparamba, Kannur, Taliparamba, Kannur – 670502

6. Confidentiality Mechanism of Whistle Blower

- i. The complaints received under Whistle Blower on the prescribed format, will be opened by the addressee only.
- ii. Upon receipt of Complaint, the Designated Authority will enter the particulars of Complaint in the Register. The Designated Officer will strive to ensure that identity of Whistle Blower is not disclosed. The register will be confidential and retained with the Designated Official.

7. Protection to Whistle Blower

- i. The Company will protect the confidentiality of the complainants and their names / identity will not be disclosed except as statutorily required under law.
- ii. In case of victimization in such cases, serious view will be taken including departmental action on such persons victimizing the Whistle Blower.

8. Reporting in Good Faith

Every Whistle Blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate facts/data to substantiate the complaint and not complain merely on hearsay or rumour.

This also means that no action should be taken against the whistleblower, if the complaint was made in good faith, but no misconduct was confirmed on subsequent investigation. However, if a complaint, after an investigation proves to be frivolous, malicious or made with an ulterior intent, the Designated Official or the Board shall take appropriate disciplinary or legal action against the concerned whistleblower.

9. Mechanism for Action/Reporting on such Disclosures

- i. The designated official shall, on receipt of the complaint, arrange to verify the identity of the Whistle Blower.

- ii. Proper record will be kept of all disclosures received.
- iii. Only on being satisfied that the disclosure has verifiable information, necessary enquiry/investigation will be done with regard to the complaint. The Designated Official will also have the authority to seek the assistance/support from other departments/ offices to conduct enquiry/investigation.
- iv. The identity of the Whistle Blower will not be disclosed to the officials conducting the enquiry/investigation. In case additional information is required to be collected from the Whistle Blower, it will be through the Designated Official.
- v. The inquiry/investigation shall be conducted in a fair manner and provide adequate opportunity for hearing to the affected party and a written report of the findings should be prepared for submission.
- vi. In case the disclosure made does not have any specific & verifiable information, the Designated Official will be authorized not to take any action.

10. Review of Status Report

The Designated Officer shall submit a status report to the Board or any delegated Committee, and any other information relating to the disclosures received under the Whistle Blower Policy on quarterly basis. The status report would include the following:

- a. The status of the disclosure received during the present and prior period and the action taken thereon.
- b. The special areas which need focused attention.
- c. The nature of disclosures made & their Circle wise distribution.

11. Review of the Policy

The Policy will be reviewed as and when required. If any change to this policy is warranted consequent upon any change in regulatory guidelines, such changes in the Policy will be approved by the Board.

12. Amendment

This Policy has been prepared in consonance with the contemporary act, rules, and laws prevailing in India. However, if, due to subsequent changes in the law, a particular provision or part thereof becomes redundant or is inconsistent with the law, in such case the applicable provisions of the law shall prevail.