

Whistle Blower Policy

Version 2.0

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Purpose of the Policy:

DTDC Group, as a company is committed to conducting its business with integrity and in compliance with the laws of the land, established Audit Principles and the Company's Code of Conduct ("Code").

If Company's policies and applicable laws are not recognized and adhered to promptly, both, the Company and those working for or with the Company could face investigation from the authorities, resulting possibly in prosecution proceedings, fines and penalties.

This Whistleblower Policy (the "Policy") is formulated to provide a framework to promote responsible and secure whistle blowing within the organization. It provides guidance and a procedural framework to employees, customers, vendors and/or third party intermediaries wishing to raise a concern about irregularities and/or frauds and any other wrongful conduct within the Company without fear of reprisal, discrimination or adverse employment consequences.

This policy is also intended to enable the Company to address such disclosures or complaints by taking appropriate action, including, but not limited to disciplinary action that could include terminating the employment and/or services of those responsible. The Company will not tolerate any retaliation against any employee, customer, vendor and/or third party intermediary for reporting in good faith, any enquiry or concern.

The policy neither releases employees, customers, vendors and/or third- party intermediaries from their duty of confidentiality in the course of their work, nor is it a route for taking up personal grievances.

Definitions

"Protected disclosure" is defined as any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.

"Whistleblower" is defined as any Personnel (defined in the following section) who has an access to data, events or information about an actual, suspected or anticipated Reportable Matter or

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Alleged Misconduct, makes or attempts to make a deliberate, voluntary and protected disclosure or complaint thereof.

“Reportable matters” or **“Alleged Misconduct”** means violation of law, breach of Company’s Code of Conduct, Company Policies and Guidelines, or act or omission which are illustrated as Alleged misconduct or any actual or suspected fraud, substantial and specific danger/hazards to public health and safety or abuse of authority, bribery, environmental issues and any other unethical conduct.

“Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with the Section 177 of the Companies Act 2013.

“Ethics Committee” refers to the body tasked with receiving of whistleblower complaints, initiating action on such complaints and recommending appropriate actions, disciplinary or otherwise, based on outcome of investigations performed. The members of the Ethics Committee are drawn from senior management of the company.

"Subject" means a person against whom a disclosure of a Reportable Matter has been made.

Applicability

The policy will be applicable to all personnel of the Company and its Subsidiary Company.

Whistleblower includes any employee, director, officer, customer, contractor, vendor and/or third party intermediary such as agents and consultants whether appointed on permanent, temporary, full time, part-time, contractual, probation or on retainer basis and engaged to conduct business on behalf of the Company and its Subsidiary Company.

This Policy is an extension of the DTDC Group Code of Conduct. The Whistle Blower’s role is that of an impartial reporting party with the reliable information. Whistle Blowers are neither required nor expected to act and should desist from acting as investigators or finders of facts and they would not determine the appropriate corrective or remedial action which may be warranted in a given case.

Coverage of Policy

Potential whistleblower can complain about the following issues under this policy. The list of issues classified under “Alleged Misconduct” is indicative and is not all inclusive.

Alleged misconduct may include, but is not limited to the following:

- Forgery, falsification or alteration of documents.

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- Unauthorized alteration or manipulation of computer files /data.
- Fraudulent reporting, willful material misrepresentation.
- Pursuit of benefit or advantage in violation of the Company's policies.
- Misappropriation/misuse of Company's resources viz; funds, supplies, vehicles or other assets.
- Authorizing/receiving compensation for goods not received/ services not performed.
- Authorizing or receiving compensation for hours not worked.
- Improper use of authority.
- Unauthorized Release of Proprietary Information.
- Financial irregularities, including fraud, or suspected fraud.
- Breach of contract.
- Theft of Cash.
- Theft of Goods/Services.
- Unauthorized Discounts.
- Solicitation of, or accepting, Kickbacks, bribes, expensive gifts, directly or indirectly and from business. For connections this purpose, including gifts/vendors/Suppliers Contractors/complimentary etc, which are customarily made but not with an intention to influence decision making not exceeding Rs 1,000/- on any one festive occasion per annum shall not be construed as a violation of this condition.
- Falsification, Destruction of Company Records.
- Fraudulent Insurance Claims.
- Breach of employee's Code of Conduct or Rules.
- Deliberate violation of law/regulation.
- Sexual harassment (for which separate policy is in place)

Concerns not covered under this policy:

- Personal grievance.
- Dissatisfaction with appraisals and rewards.
- Complaints relating to service conditions.
- Suggestions for improving operational efficiencies.
- Financial decisions by the Company.

Reporting Responsibility

Our personnel or partners are often the first to witness or discover instances of impropriety and facts related to any wrongdoing. All personnel have an obligation to report any alleged

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misconduct that is covered under this policy without fear of reprisal, discrimination or adverse employment.

This policy intends to encourage and enable personnel to raise serious concerns of “Reportable Matters” within the Company. It is a prerogative and discretion of the Company to take appropriate action based on Company’s investigation and facts reported.

This Policy is not, however, intended to question financial or business decisions taken by the Company which are not “Reportable Matters” nor should it be used as a means to reconsider any matter which has already been addressed pursuant to disciplinary or other internal procedures of the Company, unless new or additional facts are discovered related to the matter. Further, this Policy is not intended to cover career-related or other personal grievances.

Protection for Whistle Blowers

The Company is committed to protecting the whistleblower from any form of retaliation, or adverse action due to any disclosure by them. Among the steps taken to provide the whistleblower protection is to enable potential complainants to report anonymously.

- Potential complainants are cautioned that their identity may get identified during the course of the investigation. In this case, the company will make all attempts to keep the identity of the complainant confidential.
- The identity of the complainant may be disclosed if required by law, or in criminal or legal proceedings resulting from the complaint made by the whistleblower.

Exceptions to Whistleblower Protection

While the company is committed to protecting legitimate whistleblowers, under certain circumstances such providing protection may be waived or, disregarded or may not be in the company’s control.

- Whistleblowers are cautioned that their role is limited to reporting the issue and that they should not attempt to independently investigate any alleged misconduct on their own, or interfere with an investigation. The company would not be responsible for any adversity faced by the complainant as a result of such unilateral actions.
- If a whistleblower is the subject of a complaint made prior to the protected disclosure made by him/ her or is the subject of an unrelated complaint, the company may waive the protection provided to the whistleblower under this policy.
- While this Policy is intended to protect genuine Whistleblowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous

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and bogus complaints with mala fide intentions is strictly prohibited. Any Personnel who makes complaints with mala fide intentions, which are subsequently found to be false, will be subject to strict disciplinary action.

Reporting mechanism

- Personnel may raise Reportable Matters within 60 days after becoming aware of the same. All suspected violations and Reportable Matters must be reported to the Ethics Committee.
- The contact details for DTDC Group Ethics are as follows:

Sr. No.	Name	Contact Information
1	Arpita Chakraborty Mittra, Director East and CSS	9339862123 arpita@dtdc.com
2	Shiv Rawat, DGM HR	8451800520 shiv@dtdc.com
3	Shamaprasad, Company Secretary	9845744202 company_secretary@dtdc.com

Personnel are encouraged to provide as much information as possible to enable the Ethics Committee to evaluate the merits of the complaint and initiate appropriate investigation/to action on the complaint.

While it is personnel permitted make anonymous recommended that they provide their information to the third party providing whistleblower channels. The third party will not share complainants' details with the company, should the complainants choose to remain anonymous.

The company will make no attempts to discover the identity of the complainants and will communicate with the complainants through the third party. This would permit the company to seek any additional information that may be required to effectively investigate an issue.

The complaint or disclosure must include the following;

- Name of the employee, and/or outside party or parties involved
- Details of Function/Department/Region /Division of the Company where it has happened
- Brief summary of facts including where and when it occurred?
- Type of misconduct (What happened?)

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- Submit proof if available or to identify where proof /evidence can be found, if possible

In the absence of adequate information, the company may not proceed with investigating the disclosure further.

In exceptional circumstances, complainants can directly contact the Chairman of the Audit Committee via email. It is necessary for the complainant to disclose their identity to the Chairman of the Audit Committee in addition to providing the required information as stated above. The Chairman of the Audit Committee will be responsible for maintaining the anonymity of the complainant.

The Chairman of the Audit Committee can engage the Ethics Committee or other senior personnel of the company to investigate the complaint.

Responsibility of the Ethics Committee

- The company has constituted an Ethics Committee, comprising of Company Secretary and Human Resources.
- The Ethics Committee would be responsible to act on the incident reports received from the Ethics Helpline in an unbiased manner.
- The Ethics Committee shall take necessary actions to maintain confidentiality within the organization on issues reported.
- The Ethics Committee will identify the team for conducting the investigation, including seeking assistance from external specialists, where needed.
- The Ethics Committee would be responsible for recommending disciplinary or corrective action to the relevant board committee against the subject if investigation validates the allegations raised by the whistleblower.
- Informing the Chairman of the Audit committee about issues reported on the Whistleblower line and keeping them informed on the progress of the investigation.

Acting on Complaints Received

The Ethics Committee will discuss every reportable matter received via the Ethics Hotline within 1 day of receipt of the said complaint. The Committee will decide on the course of action to be taken for each complaint; this includes:

- Constituting an investigation team to enquire into the facts disclosed in the complaint.

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- Deciding that the matter reported does not warrant an investigation and documenting the reasons for the same.

The Committee will also immediately inform the Chairman of the Audit Committee of complaints of a serious nature, which will be ascertained based on the nature of issue complained about, the personnel and amounts involved. The Committee will seek the Chairman of the Audit Committee's guidance on the investigative process to be followed.

Process of Enquiry/Investigation

All matters reported to the Ethics Committee will be assessed for merit. The Ethics Committee will carry out necessary enquiry/ investigation as deemed appropriate. Where necessary, support may be taken from an external specialized agency or other resources as may be necessary to aid the investigation process.

The decision to conduct an investigation will not be construed as an accusation and may only be considered as a fact-finding process.

The identity of the Subject will be kept confidential given the legitimate needs of law and investigation.

- The Ethics Committee may also engage independent Investigators. The authority and access rights of the Investigators for acting within the scope and course of the investigation will be determined by the Audit Committee.
- The Ethics Committee may obtain inputs from other relevant persons and review evidence wherever necessary. While doing so, the Audit Committee will ensure that sufficient care and precaution is taken to avoid any retaliation against the witnesses.
- The Subject is expected to co-operate with the investigation process.
- The Subject and the Whistle Blower shall neither interfere with the investigation nor should they influence, coach, threaten or intimidate witnesses.
- The Subject should ensure that evidence is not withheld, destroyed or tampered with.
- The investigation process should be completed within 40 days from the receipt of the Reportable Matter or Alleged Misconduct and an enquiry report along with the findings should be issued.
- The Subject as well as the Whistle Blower will be informed about outcome of the investigation.

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Investigations

All reports/complaints under this Policy will be promptly and appropriately investigated and all information disclosed during the course of investigation will have to be kept strictly confidential except as necessary to conduct the investigation and take any remedial action in accordance with applicable law. Everyone working for or with the Company has a duty to co-operate in the investigation of reports on violations. Failure to co-operate during investigation or deliberately providing false information during an investigation could be the basis for disciplinary action, including termination of employment.

If, at the conclusion of the investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offence. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of the Company's Policy. Principles of natural justice/opportunity of being heard would be provided to the Accused/Subject and any remedial action would be taken only after due process of law after fair and independent enquiry proceedings. In some matters, the Company may be under a legal obligation to refer matters to the appropriate external regulatory authorities. The decision of the Company shall be final and binding.

The Ethics Committee would table before the Chairman of the Audit Committee, the Report on a quarterly basis, stating Disclosures received, the findings and recommended decision.

Non-Retaliation

No Personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall be made to suffer reprisal, discrimination or adverse employment consequences.

Accordingly, the Company strictly prohibits discrimination, retaliation or harassment of any kind against the Whistleblower, who based on his/her reasonable belief that one or more Reportable Matters has occurred / are occurring, reports that information. Any Personnel who retaliates against the Whistleblower who has raised a Reportable Matter in good faith, will be subject to strict disciplinary action up to and including termination of employment.

If any Personnel who makes a disclosure or complaint in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or the Ethics Committee. If, for any reason, he/she does not feel comfortable discussing the matter with these Officials, he/she should bring the matter to the attention of the Audit Committee. It is imperative that such Personnel bring the matter to the Company's attention promptly so that any concerns

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of can reprisal, be discrimination and or adverse employment and consequences appropriately. Investigated and addressed promptly

Document Retention

The Company shall maintain documentation of all complaints or reports, subject to this Policy. The documentation shall inter-alia include; any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the conversation.

All documentation shall be retained by the Company as per applicable law. Confidentiality will be on maintained to the extent reasonably of the practicable depending requirements and nature complainant, etc. Oral discussions will be documented by the Ethics Committee promptly along with the date and time of the investigation, as indicated above.

Notification

Human Resources Department is required to notify and communicate existence and contents of this policy to the employees of the Company.

The new employees shall be notified about this Policy by the HR Department.

Annual Affirmation

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to the Whistle Blower from any adverse Personnel action.

Above affirmation shall form part of the Corporate Governance report attached to the Annual report of the Company.

Modification

The Company may modify this Policy unilaterally at any time without prior notice. Modification may be necessary, among other reasons, to maintain compliance with the SEBI / Stock Exchange Regulations / Local, State, and Central regulations and/or to accommodate organizational changes within the Company.

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Acknowledgement

Directors and Employees are requested to sign the acknowledgment form (next slide) and return it to the Company's Human Resource Department. This acknowledgement will be treated as confirmation that employees have received Whistleblower Policy and are aware of the Company's commitment to a work environment free of retaliation for reporting violations on any Company Policies or any applicable laws / Rules and Regulations.

Acknowledgement Template

This is to acknowledge that I have been made aware of and consequently read and familiarized myself with the Company's Whistleblower Policy. I understand that compliance with the applicable laws and the Company's Code of Conduct and audit is important and, the integrity of the financial information of the Company is paramount. I further understand that the Company is committed to a work environment free of retaliation for employees who have raised concerns regarding violations of this Policy, the Company's Code of Conduct and audit or any applicable laws and that the Company specifically prohibits retaliation whenever an employee makes a report in good faith regarding any concerns. Accordingly, I specifically agree that, to the extent that I reasonably suspect there has been a violation of applicable laws or the Company's Code of Conduct and audit, or occurrence of any Reportable Matters including any retaliation related to the reporting of such concerns, I will immediately report such conduct in accordance with the Company's Whistleblower Policy. I further agree that I will not retaliate against any employee for reporting a reasonably suspected violation in good faith.

I understand and agree that, to the extent I do not use the procedures outlined in the Whistleblower Policy, the Company and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

Employee's Name and Signature:

Employee's Code No:

Date: