

WHISTLE BLOWER POLICY AND VIGIL MECHANISM POLICY

Preface/ introduction:

- Allied Digital Services Limited (hereinafter referred to as 'ASDL' or the 'Company') believes in promoting a fair, transparent, ethical and professional work environment in conducting the affairs of its constituents by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The intent of this policy is not only to provide as a safeguard against unethical behavior and malpractices within the organization but also to provide for a channel to the Directors and employees of the company to report genuine concerns about unethical behavior, actual or suspected, fraud or violation of the Code or policy which shall be dealt with in a fair and unbiased manner as provided in Section 177 (9) and (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and the Whistleblower Mechanism aspect of the SEBI's Listing Agreement.
- Section 177 (9) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism –
 - a) Every listed company;
 - b) Every other company which accepts deposits from the public;
 - c) Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Further, Clause 49 of the Listing Agreement has been recently amended which, inter alia, provides for a mandatory requirement for all listed companies (other than the listed companies excluded from complying with the provisions of Clause 49 of listing agreement vide SEBI circular number CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014) to establish a mechanism called the 'Whistleblower Policy' for directors and employees to report concerns of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

- Accordingly, this Whistle blower Policy and Vigil Mechanism ("the Policy") has been formulated with a view to provide a mechanism for directors and employees of the

Company to approach the Vigilance and Ethics Officer / Chairman of the Audit Committee of the Company.

Definitions:

- a. **“Whistleblower”** means an Employee or director making a Protected Disclosure under this Policy.
- b. **“Employee”** means all the present employees and Whole-time Directors of the Company (whether working in India or abroad).
- c. **“Board”** means the Board of Directors of the Company.
- d. **“Protected disclosure”** means any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company and should be factual and not speculative.
- e. **“Audit Committee”**: means the Audit Committee of Directors constituted by the Board of Directors in accordance with Section 177 of the Companies Act 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges and charged with oversight of financial reporting and disclosure.
- f. **“Code”** means The Code of Conduct for Directors and Senior Management Personnel adopted by the Company.
- g. **“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- h. **“Vigilance and Ethics Officer”** means an officer appointed to receive protected disclosures from Whistle Blower, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- i. **“Fraud”** in relation to affairs of a company or anybody 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**.

- j. **“Disciplinary Action”** means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

Scope:

- To act as an additional internal element of the Company’s compliance and integrity policies.
- Not a substitute for other formal internal arrangements and procedures.
- Seeks to ensure that anyone who is aware (director or employee of the company) of a breach of Company policies and procedures, suspected or actual frauds and embezzlement, illegal, unethical behavior or violation of company’s code of conduct or ethics etc., feels free to bring this to the attention of appropriate personnel in the Company, without fear of victimization, harassment or retaliation.

Eligibility:

All Employees, Consultant and Directors of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning to the Company.

Disclosure:

The information on suspected wrongful conduct should be of such information which is intended to cover serious concerns that could have large impact on the Company such as actions that:

- Abuse of Authority;
- Breach of contract;
- Negligence causing substantial and specific danger to public health and safety;
- Manipulation of company data/records;
- Financial irregularities, including fraud, or suspected fraud;
- Criminal offence;

- Pilferation of confidential/propriety information;
- Deliberate violation of law/regulation;
- Wastage/misappropriation of company funds/assets;
- Breach of employee Code of Conduct or Rules;
- Any other unethical, biased, favored, imprudent event; and
- Amount to serious improper conduct, including any kind of harassment (sexual or otherwise).

The above list is only illustrative and should not be considered as exhaustive.

Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues. Protected Disclosure will be appropriately dealt with by the Ethics Counselor or the Chairman of the Audit Committee, as the case may be.

PROCEDURE

- All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.
- The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy” or sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.
- All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.
- The contact details of the Chairman of the Audit Committee and of the Vigilance and Ethics Officer of the Company are as under:

Dr. Shrikant Parikh
Chairman- Audit Committee
Premises No.13A, 13th Floor, Earnest House,
NCPA Road, Block III, Nariman Point,
Mumbai- 400021

Mr. Ravindra Joshi
Vigilance and Ethics Officer
Premises No.13A, 13th Floor, Earnest House,
NCPA Road, Block III, Nariman Point,
Mumbai- 400021

- In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.
- Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.
- On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

Investigation:

- If initial enquiries by the Vigilance and Ethics Officer indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the basis for such dismiss will be recorded and such decision will be documented.
- Where initial enquiries indicate that further investigation is necessary, this will be carried through either by Vigilance and Ethics Officer alone, or along with any other person authorised by the Chairman of Audit Committee.
- Chairman of the Audit Committee/ Vigilance and Ethics Officer, will decide the process of investigation as deemed appropriate where protected disclosures are received.
- Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

- The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Vigilance and Ethics Officer /Chairman of the Audit Committee deems fit.

Protection for whistleblower:

- No unfair treatment will be meted out to a Whistle blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers 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/her duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle blower may experience as a result of making the Protected Disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle blower to receive advice about the procedure, etc.
- A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee or Vigilance and Ethics Officer, who shall investigate into the same and recommend suitable action to the management.
- The identity of the Whistle blower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Vigilance and Ethics Officer / Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
- Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

Disqualifications:

- While it will be ensured that genuine Whistleblowers 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 Whistleblower knowing it to be false or bogus or with a mala fide intention.
- Whistleblowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable for disciplinary action under the Company's Code of Conduct besides being disqualified from reporting further Protected Disclosures. In case of repeated frivolous complaints being filed by a Whistle Blower, the Audit Committee or Vigilance and Ethics Officer may take suitable action against such person including reprimand.

Secrecy/Confidentiality:

The Whistleblower, Vigilance and Ethics Officer, Chairman of the Audit Committee, Members of Audit Committee, subjects, any of the Investigators and everybody involved in the process shall maintain confidentiality of all matters under this policy, discuss only to the extent or with those person as required under this policy for completing the process of investigations and keep the papers in safe custody.

Decision:

The decision of the Vigilance and Ethics Officer or Chairman of the Audit Committee should be considered as final and no challenge against the decision would be entertained, unless additional information becomes available.

Reporting:

A regular report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

Right To Amendment:

The Company holds the right to amend or modify the policy. Any amendment or modification of the policy would be done by an appropriate authority as mandated in law. The modified Vigil mechanism would be shared with the employees in writing, in absence of which the same shall not be binding on the employees and the Directors.