



ALLIED DIGITAL SERVICES LIMITED

WHISTLE BLOWER/VIGIL MECHANISM POLICY

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| V1 | May 14, 2015 | May 14, 2015 |
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WHISTLE BLOWER/VIGIL MECHANISM POLICY

1. Preface:

- 1.1. Allied Digital Services Limited (hereinafter referred to as 'ADSL' 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 behaviour. The intent of this policy is not only to provide as a safeguard against unethical behaviour 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 behaviour, 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 (hereinafter referred to as 'the Act') , and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulation').
- 1.2. Section 177 (9) & (10) of the Companies Act, 2013 states that: -
 - a. Every listed company or such class or classes of companies, as may be prescribed shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.
 - b. The vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
 - c. Provided that the details of establishment of such mechanism shall be disclosed by the company on its website, if any, and in the Board's report.
- 1.3. Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Listing Agreement entered between listed companies and the Stock Exchange (s), inter alia, provides that :-
 - a. The company shall establish a vigil mechanism for directors and employees report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
 - b. This mechanism should also provide for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
 - c. The details of establishment of such mechanism shall be disclosed by the company on its website and in the Board's report as per the provisions of Section 177 (1) of the Companies Act, 2013.

1.4. 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 Ombudsperson / Chairman of the Audit Committee of the Company.

2. Definitions:

- i. **“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 18 of the Listing Regulations.
- ii. **“Board”** means the Board of Directors of the Company.
- iii. **“Code”** means The Code of Conduct for Directors and Senior Management Personnel adopted by the Company and Code of Conduct for regulating, monitoring and reporting of trading by insiders.
- iv. **“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.
- v. **“Employee(s)”** means individuals on full-time or part-time employment, permanent, probationary, trainee, retainer, temporary or contractual appointment and also includes the Board of Directors of the Company, its subsidiary Companies and associate Companies (whether working in India or abroad).
- vi. **“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.
- vii. **“Investigators”** means those persons authorised, appointed, consulted or approached by the Ombudsperson / Chairman of the Audit Committee and includes the auditors of the Company and the police.
- viii. **“Ombudsperson”** will be a NonExecutive Director or any Key Managerial Person (KMP) or any senior managerial personnel (SMP’s) of the company for the purpose of receiving all complaints under this Policy and ensuring appropriate action.
- ix. **“Protected Disclosure”** shall mean any communication of a concern made in good faith, that discloses or demonstrates information that may evidence unethical or improper activity under “Scope” of the Policy with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern
- x. **“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.

- xi. **“Whistleblower”** means all Employees, Consultant or Directors of the Company making a Protected Disclosure under this Policy.

3. Scope of the Policy:

3.1. Whistleblower can complain about the following Unethical and Improper Practices.

- a. Criminal Offence (e.g. fraud, corruption or theft) committed/ likely to be committed;
- b. Failure to comply with law / legal/ regulatory obligations;
- c. Breach of client promise by the Company;
- d. Miscarriage of justice occurred/ likely to occur;
- e. Company’s assets and funds used in an unauthorized manner;
- f. Sexual or physical abuse / harassment of a member of staff, service recipient or service provider;
- g. Discrimination against a member of staff, service recipient or service provider on grounds of sex, caste, religion or disability;
- h. Actions which endanger the health or safety of employees or the public;
- i. Any other form of improper action or misconduct;
- j. Information relating to any of the above deliberately concealed or attempts being made to conceal the same;
- k. An act which does not conform to ‘approve standard’ of social and professional behavior;
- l. An act which leads to unethical business practices including bribery, commissions, kickbacks;
- m. Breach of etiquette or morally offensive behavior;
- n. Misrepresentation of financial information, that may lead to incorrect financial reporting;
- o. Practices not in line with applicable Company’s Policies;
- p. Financial irregularities of any nature;
- q. Breach of Information Security Policy of the company;
- r. Breach of any Company’s Policies;
- s. Sharing or leakage of Unpublished Price Sensitive Information, propriety information;
- t. pilfering of confidential information;
- u. Manipulation of Documents.

The list of issues classified under “Unethical and Improper Practices” is indicative and not exhaustive.

3.2. While it will be ensured that genuine Whistleblower are accorded complete protection from any kind of unfair treatment as herein set out, this Policy does not protect Employee(s) from disciplinary action arising out of deliberate false of or bogus allegations made with malafide intentions.

3.3. The Policy should not be used for reporting of routine or operational matters like:

- a. Issues relating to compensation / increment / reimbursement;
- b. Issues related to career progression;
- c. IT assets not working properly;
- d. Questioning the business decisions taken by the management;
- e. Service related complaints;
- f. Personal grievances.

The above list is indicative and not exhaustive.

- 3.4. 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.
- 3.5. 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 Ombudsperson or the Chairman of the Audit Committee or the Investigators.

4. 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. However, Anonymous disclosure shall not be entertained.

5. Procedure:

- 3.1. All Protected Disclosures should be reported in writing (through a letter or e-mail) within 30 days from the date Whistle BLOWER becomes aware of the same and should either be typed or written in a legible handwriting in English.
- 3.2. The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be superscribed 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 superscribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure. The ombudsperson or Chairman of the Audit Committee will not issue any acknowledgement to the complainants and in case any further clarification is required, he will get in touch with the Complainants.
- 3.3. All Protected Disclosures (other than mentioned in 5.4 below) should be addressed to the Ombudsperson for investigation.
- 3.4. In respect of Protected Disclosures against the Ombudsperson and employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company.
- 3.5. The contact details of the Ombudsperson and Chairman of the Audit Committee are as under:

Ombudsperson

Chairman of the Audit Committee

Company Secretary

Chairman- Audit Committee

Allied Digital Services Limited

Allied Digital Services Limited

Premises No.13A, 13th Floor,

Premises No.13A, 13th Floor,

Earnest House,
NCPA Road, Block III, Nariman Point,
Mumbai- 400021

Earnest House, NCPA Road,
Block III, Nariman Point,
Mumbai- 400021

Email – cs@allieddigital.net

6. Investigation:

- 4.1. On receipt of the protected disclosure the ombudsperson/Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he/she was the person who made the protected disclosure or not. They shall also carry out initial investigation and, if deemed fit, can refer the matter to the Investigators for further appropriate investigation and needful action. The record will include: -
 - a) Brief facts;
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c) Whether the same Protected Disclosure was raised previously on the same subject;
 - d) Details of Action taken by Ombudsperson / Chairman of the Audit Committee for processing the complaint;
 - e) Findings of the Investigators;
 - f) The recommendations of the Investigators / other action(s).
- 4.2. If initial enquiries by the Ombudsperson / Chairman of the Audit Committee indicate that the concern has no basis, or it is not a matter to be investigated under this Policy, it may be dismissed at this stage and the basis for such dismissal will be recorded and such decision will be documented.
- 4.3. The Investigators, if deemed fit, may call for further information or particulars from the complainant.
- 4.4. 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.
- 4.5. The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Ombudsperson /Chairman of the Audit Committee deems fit.

7. Protection for Whistleblower:

- 5.1. 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.

- 5.2. A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee or Ombudsperson, who shall investigate into the same and recommend suitable action to the management.
- 5.3. 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 Ombudsperson / Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
- 5.4. Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

8. Secrecy/Confidentiality:

The Whistleblower, Ombudsperson, 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.

9. Decision:

The decision of the Ombudsperson 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.

10. 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.

11. 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.