

WHISTLE BLOWER POLICY

Protean eGov Technologies Limited

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1. Policy Statement

Background

“Protean eGov Technologies Limited” believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company has adopted a Code of Ethics (“the Code”), which lays down the principles and standards that should govern the actions of the Company, its directors and employees. Besides, the Staff Rules adopted by the Company also govern the conduct of the employees. Any actual or potential violation of the Code or the Staff Rules, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the directors and employees in pointing out such violations of the Code, the Staff Rules or any other applicable law cannot be undermined. The Companies Act, 2013 also provides for establishment of a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed. It further provides that the vigil mechanism so established 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.

Policy

The Board of the Company, in continuation of Company’s pursuit to establish good corporate governance practice, decided to formulate ‘Whistle Blower Policy’ to enable directors and employees to report instances of unethical conduct, actual or suspected fraud or violation of the company’s Code and to prescribe the procedures to be followed by them in that respect. Accordingly, a Whistle Blower Policy (“the Policy”) has been adopted a Whistle Blower Policy (“**Policy**”), which outlines the Company’s commitment to ensure that all directors and employees are able to raise concerns regarding any serious irregularities or any unfair practice or any event of misconduct of any illegal activity occurring in the company. This Policy has been approved by the Audit Committee of the Board of Directors (“**Board**”) of the Company as per the terms of the provisions of Section 177 of the Companies Act, 2013, Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 4(2)(d)(iv) and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”). Any actual or potential violation of the Company’s Code of Conduct for Board of Directors and Senior Management Personnel (“**Code**”), howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of employees in pointing out such violations of the Code cannot be undermined. Accordingly, this Policy has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. Every director or employee of Protean eGov shall promptly report any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of Protean eGov as per the procedure specified in this Policy.

This policy comes into force with effect from the date of approval of the Board of Directors of the Company.

2. Purpose and Objectives

The objective of this document is to provide for a vigil mechanism to ensure that the directors and employees at various levels are able to raise genuine concerns regarding actual or potential violations or significant deviations from Code of Ethics & Staff Rules and report any non- compliance and wrong Practices, e.g., unethical behavior, fraud, violation of law, inappropriate behavior /conduct etc. easily and without any fear of retaliation.

Protean eGov recognizes the following as the purpose of this Policy:

- To encourage the directors and employees to report unethical behaviors, malpractices, wrongful conduct, fraud, violation of the company’s code of ethics, policies & values and violation of

- law without any fear of retaliation.
- To build and strengthen a culture of transparency and trust within the organization.
- To provide for procedure to conduct investigations on the genuine concerns reported by directors and employees.

3. Definitions

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

“Audit Committee” means the Audit Committee constituted by the Board of Directors under the provisions of the Companies Act, 1956 including any of its amendment or re-enactment.

“Code” means the Code of Ethics for Directors and Employees of the Company including any of its amendment or replacement.

“Company” means Protean eGov Technologies Limited. “Director” means member of the Board of Directors of the Company.

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

“Employee” means every employee of the Company (whether working in India or abroad).

“Good Faith” - An employee shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

“Investigators” means members of the Whistle Blower Committee or those persons authorized, appointed, consulted or approached by the Whistle Blower Committee or the Audit Committee from case to case basis.

“Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

“Whistle Officer” means an officer who is nominated / appointed to conduct detailed investigation of the disclosure received from the whistle blower and recommend disciplinary action. Currently, the Company Secretary is nominated as Whistle Officer.

“**Whistle Blower**” means a director or employee making a Protected Disclosure under this Policy.

“Whistle Blower Committee” means the Committee constituted by the Company for overseeing the implementation of this Policy and to deal with complaints of Protected Disclosures. Composition of the Committee is attached as Annexure I.

4. Scope and Applicability

4.1 This Policy is an extension of the Code of Ethics and the Staff Rules adopted by the Company.

- 4.2 This policy encourages all the Whistle Blowers to report any kind of misuse of company's properties, mismanagement or wrongful conduct prevailing/executed in the company, which the whistleblower in good faith believes, evidences any of the following:
- i) Violation of any law or regulations, policies including but not limited to corruption, bribery, theft, fraud, coercion and willful omission;
 - ii) Rebating of commission/benefit or conflict of interest;
 - iii) Procurement frauds;
 - iv) Mismanagement, gross wastage or misappropriation of company funds/assets;
 - v) Manipulation of Company data/records;
 - vi) Misappropriating cash/company assets;
 - vii) Leaking confidential or proprietary information;
 - viii) Unofficial use of Company's property/human assets;
 - ix) Activities violating Company policies (Including Code of Ethics);
 - x) A substantial and specific danger to public health and safety;
 - xi) An abuse of authority or fraud;
 - xii) An act of discrimination or sexual harassment

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

5. Eligibility and Role of Whistle Blower

All directors and employees of the Company are eligible to make Protected Disclosures under the Policy. The Whistle Blower's role is that of a reporting party with reliable information. 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 Blower Committee or the Audit Committee. Protected Disclosure will be appropriately dealt with by the Whistle Blower Committee or the Audit Committee, as the case may be.

6. Disqualifications

- 6.1 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- 6.2 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 malafide intention.
- 6.3 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be malafide or malicious or Whistle Blowers who make Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy and appropriate action shall be taken. However, distinction shall be made between mistaken reporting and malicious intent of the complainant.

7. Procedure

- 7.1 Protected Disclosures, concerning employees below the levels of Head of Department (HoD) should be addressed to the Head of HRD. The complaint will then be referred to the Whistle Blower Committee.

- 7.2 Protected Disclosures concerning employees at the level of HoD, can be addressed to the MD & CEO or the Chief Operating Officer. The complaint will then be referred to the Whistle Blower Committee.
- 7.3 In exceptional cases or in cases where Protected Disclosure involve any Whistle Blower Committee member, it can be addressed to the Managing Director of the Company or directly to the Chairman of the Audit Committee at the following address:
- Chairman, Audit Committee C/o The Company Secretary
Protean eGov Technologies Limited
1st Floor, Times Tower, Kamala Mills Compound Lower Parel
Mumbai - 400 013
- 7.4 Protected Disclosures should preferably be reported in a sealed envelope marked confidential and should be super scribed “Protected Disclosure”. It should be in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting preferably in English.
- 7.5 The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. However, the Chairman of the Whistle Blower Committee or the Audit Committee, as the case may be, may at his discretion consider anonymous protected disclosure(s).
- 7.6 Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 7.7 The following types of complaints would ordinarily not be entertained under this Policy:
- i) Illegible, if handwritten;
 - ii) The matters which are pending before a Court of Law, State or National Human Rights Commission or any other Commission, Tribunal or any other judiciary or Sub-judiciary body or statutory investigating agency;
 - iii) Issue raised relates to civil dispute such as property rights, contractual obligations, etc; between the complainant and the subject.
 - iv) Complaints that are frivolous in nature;
 - v) Issues relating to personal grievance (increment, promotion, etc.); and
 - vi) Sexual harassment as it is covered by Anti Sexual Harassment Policy. If the Internal Complaint Committee receives a sexual harassment complaint, it should be forwarded to Sexual Harassment Committee set up for this purpose on the basis of the “Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

If such complaints are received, they shall be forwarded to respective stakeholders for action on the same.

The Policy should not be used for raising malicious or unfounded allegations against colleagues or superiors. The above should be supported by proper evidence and reliable information. Care should be taken not to indulge in baseless allegation and should not be used in place of the Company’s grievance procedures.

If a complaint, after an investigation proves to be frivolous, malicious or made with an ulterior intent, the Audit Committee shall take appropriate disciplinary against the concerned Whistle Blower.

Any Employee and / or Director, knowingly hiding information in any form regarding any unethical

practice/activities/behaviour in one's workplace will also constitute unethical practice on the Employee's part.

8. Investigation

- 8.1 All Protected Disclosures reported under this Policy will be thoroughly investigated by the Whistle Blower Committee or the Audit Committee as the case may be.
- 8.2 The Whistle Blower Committee or the Audit Committee may consider involving any other Investigators for the purpose of investigation.
- 8.3 The decision to conduct an investigation taken by the Whistle Blower Committee or the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- 8.4 The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- 8.5 Subjects will normally be informed of the allegations at the outset of a formal investigation and shall have opportunities for providing their submissions during the investigation.
- 8.6 Subjects shall have a duty to co-operate with the Whistle Blower Committee, or the Audit Committee or any other Investigators during investigation.
- 8.7 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.
- 8.8 Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 8.9 The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure. However, for the reasons to be recorded, in writing, the Chairman of Whistle Blower Committee or the Audit Committee as the case may be may extend the time period.
- 8.10 Personnel may make a Protected Disclosure on confidential basis or may make submissions anonymously. In addition, Personnel should be aware that there are significant rights and protections available to individuals who identify themselves when making a Protected Disclosure, and that these rights and protections may be lost if Personnel make a Protected Disclosure on an anonymous basis.

Therefore, the Company encourages all Personnel to identify themselves when making a Protected Disclosure. In responding to anonymous Protected Disclosure, the Company will pay due regard to:

- The fairness to any individual named in the anonymous Protected Disclosure
- The seriousness of the issue raised
- The credibility of the information or allegation in the Protected Disclosure; and
- The ability to ascertain the validity of the Protected Disclosure and to appropriately resolve it without the assistance and cooperation of the Whistleblower.
- Ensure complete fact-finding
- Recommend an appropriate course of action - suggested disciplinary action, including

dismissal, and preventive measures

9. Protection

- 9.1 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 Whistle Blowers. Complete protection will therefore, be given to Whistle Blowers 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 duties/functions including making further Protected Disclosure during the investigation. If the Whistle Blower 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.
- 9.2 A Whistle Blower may report any violation of the above clause to the Chairman of the Whistle Blower Committee or the Audit Committee as the case may be, who shall investigate into the same and recommend suitable action to the management.
- 9.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- 9.4 Any other director or employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10. Decision

If an investigation leads to conclude that an improper or unethical act has been committed, the Whistle Blower Committee shall take such disciplinary or corrective action as the Committee may deem fit. However, in the matters directly reported to the Chairman of the Audit Committee, the Audit Committee will decide the appropriate course of action.

The following punitive actions could be taken, where the accused is found guilty:

- i) Counselling and / or a Warning letter;
- ii) Withholding of promotion / increments;
- iii) Bar from participating in PLI review cycle;
- iv) Termination;
- v) Legal suit.

The above are only suggestive and the Whistle Blower Committee or the Audit Committee as the case may be may decide on the actions to be taken on a case to case basis depending on the gravity of the offence.

11. Reporting

- 11.1 Details of the Protected Disclosure received alongwith action taken shall be reported to the Audit Committee in its next meeting held after receipt of such disclosure.
- 11.2 In the matters referred to Investigators, the investigators shall submit a report to the Chairman of the Whistle Blower Committee or the Audit Committee as the case may be on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- 11.3 The Audit Committee is responsible for investigating and resolving all Protected Disclosure.

Upon receipt of a Protected Disclosure, the Audit Committee will conduct an investigation as quickly as possible taking into account the nature and complexity of the Protected Disclosure and the issues raised therein. The Audit Committee may enlist employees of the Company and/or outside legal counsel or other advisors, as appropriate, to conduct an investigation of the Protected Disclosure. Appropriate corrective action will be taken if warranted by the investigation, in the Company's sole discretion. Any actions taken in response to a Protected Disclosure will be informed to the Whistle-blower to the extent allowed by law or warranted by the specific situation, unless the Protected Disclosure was submitted on an anonymous basis.

- 11.4 The Audit Committee will maintain all Protected Disclosure received, tracking their receipt, investigation and resolution. All Protected Disclosure will be properly investigated, and a proper follow-up will be conducted.

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 reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and Employees unless the same is notified to them in writing.

Annexure

Composition of the Whistle Blower Committee

Sr. No.	Position	Category
1	Managing Director & CEO	Chairman
2	Whole Time Director & COO	Vice Chairman
3	Chief Finance Officer	Member
4	Chief Human Resources Officer	Member
5	Chief Information Officer	Member