



# WHISTLE BLOWER POLICY

OF

## SIGNATUREGLOBAL (INDIA) LIMITED

(Formerly known as Signatureglobal (India) Private Limited)

(Approved by the Board on 23.03.2022)



## 1. INTRODUCTION

Pursuant to Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and as per applicable provisions of Section 177 of The Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 every Listed Company shall establish a Whistle Blower policy / Vigil Mechanism for the Directors and Officer (i.e. Senior Management Personnel) to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy.

## 2. OBJECTIVE

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company also encourages employee observations and concerns. To maintain these standards, the Company encourages its employees who have concerns about any actual or potential violation of the legal & regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. any claim of theft or fraud, and any claim of retaliation for providing information to or otherwise assisting the Nominated Person, to come forward and express his/her concerns without fear of punishment or unfair treatment or adverse employment consequences.

This Policy aims to provide an avenue for employees to raise their concerns that could have grave impact on the operations, performance, value and the reputation of the Company and it also empowers the Nominated Person of the Board of Directors to investigate the concerns raised by the employees.

## 3. DEFINITIONS

**"Nominated Person"** or **"Person"** means the person nominated by the Board of the company who will address all the issue related to vigil mechanism and who will take effective steps to respond to any concern which has been reported.

**"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.

**"Employee"** means, every employee of the Company (whether working in India



or abroad)"

**Fact Finder**" shall mean, the person(s) or outside entity appointed by the Board to investigate a Protected Disclosure;

**"Improper Practice"** includes

- a) Any actual or potential violation of the legal & regulatory requirements whether Criminal/Civil;
- b) Any claim of theft or fraud;
- c) Abuse of authority;
- d) Breach of contract/ trust, pilferation of confidential/propriety information;
- e) Negligence causing substantial and specific danger to public health and safety;
- f) Manipulation/ theft of the Company data/records;
- g) Financial irregularities, including fraud or suspected fraud or deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports;
- h) Wastage/misappropriation of the Company funds/assets, embezzlement;
- i) Breach of Company Policy or failure to implement or comply with any approved Company Policy/ies;
- j) Bribery or corruption;
- k) Retaliation;
- l) Breach of IT security and data privacy;
- m) Social media misuse;
- n) Breach of Company Policy or failure to implement or comply with any approved Company Policy;
- o) Any claim of retaliation for providing information to or otherwise assisting the Nominated Person;
- p) Any other action or inaction that could have significant impact on the operations, performance, value and the reputation of the Company.

The following nature of complaints shall not be covered by this Policy:

1. Complaints that are frivolous in nature;
2. Issues relating to personal grievance (increment, promotion, etc.); and
3. 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.

**“Protected Disclosure”** means, a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence Improper Practice. Protected Disclosures should be factual and not speculative in nature.

**“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 under this Policy.

**“Whistleblower”** is someone who makes a Protected Disclosure under this Policy.

**“Company”** means, “Signatureglobal (India) Limited.”

**“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.

**“Policy or “This Policy”** means, the “Whistleblower Policy of Signature Global (India) Limited.”

#### 4. SCOPE

All the Employees and the directors of the Company (Whistleblower) are eligible to make Protected Disclosures under the Policy.

The Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues. It is not a route for taking up a grievance about a personal situation.

#### 5. ELIGIBILITY

All Employees and directors of the Company are eligible to make Protected Disclosures under the Policy.

#### 6. GUIDING PRINCIPLES



To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company and the Nominated Person will:

- a) Ensure that the Whistleblower and/or the person processing the Protected Disclosure are not victimized for doing so. But, this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation;
- b) Treat victimization as a serious matter, including initiating disciplinary action on such person/(s);
- c) Ensure confidentiality;
- d) Not attempt to conceal evidence of the Protected Disclosure;
- e) Take disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made/to be made;
- f) Provide an opportunity of being heard to the persons involved especially to the Subject; and
- g) This Policy may not be used as a defense by an employee against whom an adverse action has been taken independent of any disclosure of intimation by him and for legitimate reasons or cause under Company rules and policies.

## 7. COVERAGE OF THE VIGIL MECHANISM

All the stakeholders including but not limited to employees, directors, Vendor, Partner and consultants, auditors and advocates who are associated with the company can raise their concerns regarding malpractices and events which may negatively impact the company.

- a) Accounting, Auditing and Internal Financial Matters
- b) Breach of business integrity and ethics
- c) Unethical business practices
- d) Conflict of Interest
- e) Disclosure of Confidential Information
- f) Discrimination or Harassment
- g) Embezzlement
- h) Falsification of Contracts, Reports or Records
- i) Gifts and Entertainment
- j) Improper Supplier or Contractor Activity
- k) Theft
- l) Time Abuse
- m) Violation of Law/Regulation/Policy
- n) Other





## 8. PROTECTION TO WHISTLEBLOWER:

If a Whistle blowing person raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner, risk of losing her/his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- i. the communication/ disclosure is made in good faith;
- ii. the Whistleblower reasonably believes that information, and any allegations contained in it, are substantially true; and
- iii. the Whistleblower is not acting for personal gain,

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as well anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

- q) The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company may publicly inform employees of the penalty imposed and discipline of any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this Policy.

Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

## 9. DUTIES & RESPONSIBILITIES

### A. WHISTLEBLOWERS



- a) Bring to attention of the Company any Improper Practice the Whistleblower becomes aware of. Although the Whistleblower is/ are not required to provide proof, the Whistleblower must have sufficient cause for concern;
- b) Follow the procedures prescribed in this Policy for making a Protected Disclosure;
- c) Co-operate with investigating authorities; and
- d) Maintain confidentiality of the subject matter of the disclosure and the identity of the persons involved in the alleged Improper Practice. It may forewarn the subject and important evidence is likely to be destroyed.

**B. NOMINATED PERSON:**

- a) Conduct the enquiry in a fair, unbiased manner;
- b) Ensure complete Fact-Finding;
- c) Maintain confidentiality;
- d) Decide on the outcome of the investigation, whether an Improper Practice has been committed and if so by whom; and
- e) Recommend an appropriate course of action - suggest disciplinary action, including dismissal, and preventive measures.

**10. PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES**

- a) Mode and manner of making disclosure:

A Protected Disclosure and other communication should be made in writing by email addressed to the Nominated Person: "whistleblower@signatureglobal.in .

- b) Contents of a Protected Disclosure:

While there is no specific format for submitting a Protected Disclosure, the following details MUST be mentioned:

- i. Name, address and contact details of the Whistleblower. Provided that a Protected Disclosure may be made anonymously. If a Protected Disclosure is made anonymously or otherwise, the Protected Disclosure must provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation.

**Disclosures expressed anonymously will ordinarily NOT be**



**investigated.**

- ii. Brief description of the Improper Practice, giving the names of those alleged to have committed or about to commit an Improper Practice. Specific details such as time and place of occurrence are also important.
- iii. In case of letters, the Protected Disclosure should be sealed in an envelope marked "Whistleblower" and addressed to the Nominated Person.
- iv. In case of e-mail, the Protected Disclosure should be marked "Confidential" and the subject line should contain "Whistleblower" and addressed to the Nominated Person.

**c) Process post submission of the Protected Disclosure.**

1. The Nominated Person shall acknowledge receipt of the Protected Disclosure as soon as practical (preferably within 07 days of receipt of a Protected Disclosure), where the Whistleblower has provided his/her contact details.
2. The Nominated Person either himself or by appointing a Fact Finder will proceed to determine, as quickly as possible, whether the allegations (assuming them to be true only for the purpose of this determination) made in the Protected Disclosure constitute an Improper Practice. If the Nominated Person determines that the allegations do not constitute an Improper Practice, he/she will record this finding with reasons and communicate the same to the Whistleblower.
3. The person making protected disclosure who knowingly makes false allegations shall be subject to disciplinary action, up to and including termination of employment, removal from the office of directorship in accordance with Company rules, policies and procedures.
4. If the Nominated Person determines that the allegations constitute an Improper Practice, he/she will proceed to investigate the Protected Disclosure. If the alleged Improper Practice is required by law to be dealt with under any other mechanism, the Nominated Person shall refer the Protected Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
5. Subjects will be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs





during the investigation. Subject may be informed of the outcome of the inquiry/ investigation process.

6. The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information by Nominated Person.
7. If the Improper Practice constitutes a criminal offence, the person will bring it to the notice of the Managing Director and take appropriate action.
8. The Nominated Person shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Board of Directors as soon as practically possible and in any case, not later than 30 days from the date of receipt of the Protected Disclosure or such other additional time as may be required based on the circumstances of the case.
9. Any actions taken in response to a Protected Disclosure will be informed to the Whistleblower to the extent allowed by law or warranted by the specific situation, unless the Protected Disclosure was submitted on an anonymous basis.

**d) Remedy for Whistleblower against retaliatory action**

If a Whistleblower faces any retaliatory action or threats of retaliatory action as a result of making a Protected Disclosure, he/she should inform the Nominated Person in writing immediately. The Nominated Person will treat reports of such actions or threats as a separate Protected Disclosure and investigate the same accordingly and may also recommend appropriate steps to protect the Whistleblower from exposure to such retaliatory action and ensure implementation of such steps for the Whistleblower's protection.

**11. ACCESS TO REPORTS AND DOCUMENTS**

All reports and records associated with the "Protected Disclosures" are considered confidential information and access will be restricted to the Nominated Person. "Protected Disclosures" and any resulting investigations, reports or resulting actions will not be disclosed except as required by any legal requirements or regulations.

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 8 years or such other period as specified by any other law in force, whichever is more.

## **12. REPORTS**

A report on the total number of Protected Disclosures received during the period, with summary of the findings and the corrective actions taken will be sent to the Board of the Company.

## **13. COMPANY'S POWERS**

The Board of Directors of the Company may subject to applicable laws and at the recommendation of the Nominated Person is entitled to amend, suspend or rescind this Policy at any time. The Company may modify this Policy unilaterally at any time without notice. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

## **14. MANAGEMENT ACTION ON FALSE DISCLOSURES**

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure made by him and for legitimate reasons or cause under Company rules and policies.

## **15. 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 8 years or such other period as specified by any other law in force, whichever is more.

## **16. ADMINISTRATION AND REVIEW OF THE POLICY**



A quarterly report about the functioning of the Vigil (Whistle Blower) Mechanism shall be placed before the Audit Committee. A quarterly status report on the total number of complaint received, if any, during the period with summary of the findings of Whistle and Ethics Officer of the Company / Chairman of the Audit Committee / Managing Director of the Company and corrective steps taken should be sent to the Chairman of the Company. The Whistle and Ethics Officer shall be responsible for the administration, interpretation, application and review of this policy.

**17. INCENTIVES/REWARD TO THE WHISTLE BLOWER**

To motivate the whistle Blower, the Board may announce a reasonable incentive/ reward to the whistle blower, subsequent to the conclusion of the investigation in each relevant case where the whistle has been blown. The quantum of the incentive/reward may be decided by the Nominated Person of the Board depending upon the gravity and significance of the information/complaint.

**18. Mandatory Display of the Policy**

A copy of the Policy shall be displayed by all Offices of the Company at a prominent place inside the Company's premises and on the Company's website i.e. [www.signatureglobal](http://www.signatureglobal).

**19. 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. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

However, no such amendment or modification will be binding on the Employees and directors unless the same is notified to the Employees and directors in writing.

