

NEOGROWTH WHISTLE BLOWER POLICY

1. Objective:

- The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair and fraudulent practices being followed by any employee in the organization.
- To have a Vigil Mechanism in place so that any unethical or improper activity can be controlled before it becomes a serious issue.

2. Applicability:

All the directors and employees of NeoGrowth in all locations.

3. Definitions:

- “Whistle Blower” is someone who makes a Protected Disclosure under this Policy.
- “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.
- “Protected Disclosure” means a concern raised by a written 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 is made or evidence gathered during the course of an investigation.
- “Whistle Committee Member/ Committee” means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.
- “Ombudsman” means any person in the Board of Directors who is nominated as the chairperson of the Whistle Committee for the purpose of receiving all complaints under this Policy for ensuring appropriate action.
- Currently, the Chairperson of the Audit Committee of the Board is nominated as Chairperson of this Committee.

4. The Guiding Principles

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

- Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- Ensure complete confidentiality.
- Not attempt to conceal evidence of the Protected Disclosure;
- Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- Provide an opportunity of being heard to the persons involved especially to the Subject;

5. Coverage of Policy

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- 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/Ethics Policy or Rules
- Any other unethical, biased, favoured, imprudent event

Policy should not be used as a route for raising malicious or unfounded allegations against colleagues.

6. Disqualifications

- 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.
- 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 mala fide intention.

- Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to be prosecuted under Company's Code of Conduct.

7. Procedure to raise the concern:

- Employees can make Protected Disclosure to the Ombudsman / Chairperson of the Whistle Committee as soon as possible but not later than 30 consecutive days after becoming aware of the same on the Confidential e-mail ID. A separate email ID has been created for this purpose which will reach the mail box of the Chairperson of the Committee and the HR Advisor of the company Mr. Vijay Mahajan.

Email id for raising concern: chairman.whistlecommittee@neogrowth.in

- Whistle Blower must put his/her name to allegations. **CONCERNS EXPRESSED ANONYMOUSLY WILL NOT BE** investigated.
- If initial enquiries by the Committee / appointed Committee member 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 decision is documented.
- Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsman/ Chairperson of the Committee alone, or by a Whistle Officer/Committee nominated by the Ombudsman for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

8. The Whistle Committee shall:

- i) Make a detailed written record of the Protected Disclosure. The record will include:
 - a) Facts of the matter
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c) Whether any Protected Disclosure was raised previously against the same Subject;
 - d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
 - e) Findings of Ombudsman/Whistle Officer/Committee;
 - f) The recommendations of the Ombudsman/Whistle Officer/Committee on disciplinary/other action/(s).
- ii) The Ombudsman/Whistle Officer/Committee shall finalize and submit the report to Managing Director, the Decision Making authority within 15 days of being nominated/appointed, unless more time is required under exceptional circumstances.

- iii) In case the Protected Disclosure is proved, MD will accept the findings of the Whistle Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid re-occurrence of the matter;
- iv) In case the Protected Disclosure is not proved, extinguish the matter;

9. Protection

- 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 Blower.
- Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior 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.
- 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 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.
- The identity of the Whistle Blower shall be kept confidential.
- Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

10. Secrecy/Confidentiality

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- Maintain complete confidentiality/ secrecy of the matter
- Not discuss the matter in any informal/social gatherings/ meetings
- Discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- Not keep the papers unattended anywhere at any time

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

11. Reporting

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

The policy may be amended modified or supplemented from time to time.