

# TALENTSPRINT PRIVATE LIMITED

## WHISTLEBLOWER POLICY

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## 1. TITLE

### Whistle Blower Policy

## 2. PURPOSE

The provisions of Section 177(9) of Companies Act 2013 read with rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 stipulates that

- (a) every listed company and the companies
- (b) Companies which accept deposits from the public;
- (c) Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees

is required to implement a mechanism called “Whistle Blower Policy” to facilitate its employees and Directors to voice their concerns or observations without fear, or raise reports to the Management of instance of any unethical or unacceptable business practice or event of misconduct/ unethical behaviour, actual or suspected fraud and violation of Company Code of Conduct, as applicable.

## 3. APPLICABILITY

This policy is applicable to all Directors, employees of Talentsprint Private Limited (“the Company”).

## 4. OBJECTIVE

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of any nature whatsoever, or fear of any unfair treatment. A vigil mechanism provides a channel to employees and Directors to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of any Policy of the Company.

Vigil Mechanism also provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

## 5. DEFINITIONS

5. 1. “**Act**” means Companies Act, 2013 and rules framed thereunder as amended from time to time.
5. 2. “**Board of Directors**” or **Board**, in relation to the company, means the collective body of the Directors of the Company.
5. 3. “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of Talentsprint in accordance with Section 177 of the Companies Act, 2013 time to time.
5. 4. “**Company**” means “Talentsprint Private Limited”.
5. 5. “**Director**” means a director as defined under Section 2 (34) of the Companies Act, 2013.
5. 6. “**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

5. 7. “**Employee**” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company
5. 8. “**Ethics Counselor/vigilance officer**” means the Group Head Human Resources or any other official designated under this Policy whom the Employees, may approach to report an unethical or improper practice
5. 9. “**Investigators**” mean those persons authorized, appointed, consulted or approached by the Ethics Counselor/ Managing Director & CEO/ the Head of the Department and includes the auditors of the Company and the police.
5. 10. “**Key Managerial Personnel**”, in relation to a company, means—
  - the Chief Executive Officer or the managing director or the manager;
  - the company secretary;
  - the whole-time director;
  - the Chief Financial Officer;
  - such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
  - such other officer as may be prescribed under the Companies. Act from time to time
5. 11. “**Protected Disclosure**” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity by the Employee or Third- Party Stakeholder or financial or operational mismanagement / irregularities, preferential treatment to certain stakeholders, conflict of Interest, violation of legal or regulatory provisions, etc.
5. 12. “**Third-Party Stakeholder**” means vendors, consultants, service providers, business partners, or any other third party associated with the Company.
5. 13. “**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.
5. 14. “**Whistle Blower**” means any Employee or Third-Party Stakeholder making a Protected Disclosure under this Policy.
5. 15. “**Senior Management**” mean personnel of the company who are members of its core management team (excluding Board of Directors and KMP), including functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

## 6. SCOPE OF THE POLICY

This Policy focuses on concerns which fall into the wider interest of the Company and / or public interest. The Whistle Blower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

Protected Disclosures concerning the alleged violation of any law or regulation should be treated as higher priority than the ones concerning the alleged violation of the Code of Ethics or Code of Conduct only. Following may be considered as an illustrative list of improper or unethical behavior that involve reporting under this Policy:

- i. Conflict of Interest of Employees
- ii. Violation of legal or regulatory provisions applicable to the Company;

- iii. Allegations of corruption or any other misconduct.
- iv. Operational or technological or financial irregularities;

Whistle Blower 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 Ethics Counsellor or the Investigators.

The Company expects that the Whistle Blower will maintain as confidential any information provided to a Whistle Blower by Employees during investigation or of which Whistle Blower becomes aware because of the Whistle Blower's ongoing participation in the investigation.

Protected Disclosures may be in relation to matters concerning the Employees of the Company and the Company itself.

## 7. DISQUALIFICATIONS

While it will be ensured that genuine Whistle Blower is accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action against a Whistle Blower or would not be considered for investigation.

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 Blower, who makes any Protected Disclosures, which have been subsequently found to be mala fide or malicious or Whistle Blower who makes 3 or more 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.

## 8. HOW TO FILE A WHISTLE BLOWER COMPLAINT

A Whistle Blower can raise a concern by way of following means:

- i. Sending an email addressed to "[ethicscommittee@talentsprint.com](mailto:ethicscommittee@talentsprint.com)"
- ii. Sending a letter in a sealed envelope marked confidential to the below mentioned address and should be addressed to the Ethics Counselor. The letter can either be typed or written in a legible handwriting preferably in English.

***Ethics Counselor  
Talentsprint Private Limited,  
Psr Prime Towers, Suite No G02, 101 & 102 Sy No. 126 (P), Beside Dlf Cyber City,  
Gachibowli, Hyderabad, Telangana – 500032.***

Protected Disclosures concerning Ethics Counsellor and KMP level employees should be addressed to the Managing Director and CEO of the Company at "[ceoandmd@talentsprint.com](mailto:ceoandmd@talentsprint.com)".

In exceptional cases (such as potential victimization or threat to the Whistle Blower), the Whistle Blower can directly make a Protected Disclosure to Managing Director and CEO at [ceoandmd@talentsprint.com](mailto:ceoandmd@talentsprint.com).

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. To the extent possible following information should be covered in the Protected Disclosure:

- i. name of the Employees and / or Third-Party Stakeholders, if any, allegedly involved in the matter;
- ii. the nature of the matter such as operations, technology, business, finance, human resources, general administration etc.;

- iii. factual background concerning the matter in detail.

All protected disclosures shall be dealt with in accordance with the internal procedures and the implementation of the Policy and procedures shall be monitored by the Audit Committee.

On the receipt of a Whistle Blower Complaint, in certain instances the Company shall facilitate an investigation. To enable this investigation and for protection to the Whistle Blower, it is encouraged that the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure. However, in cases where Whistle Blower wishes to keep his identity anonymous then the Protected Disclosure should be with accompanied strong evidence and data. The relevant authority may at their discretion consider anonymous protected disclosure(s) if the same is otherwise substantiated.

## 9. PRELIMINARY REVIEW

Ethics Counselor shall conduct a preliminary review of the Protected Disclosures within 15 working days from the date on which Protected Disclosure is received and determine the seriousness of the Protected Disclosure and ascertain whether any Employee (who is proposed to be a part of the investigation team) need to recuse themselves from considering the Protected Disclosure (in cases where conflict of interest exists) and other Employees shall deal with the matter on hand.

In case it's a complaint against the Company (i.e. not against any specific Employee or group of Employees), Managing Director and CEO of the Company, shall forward such Protected Disclosures received under this Policy to the respective Head of Department within 3 working days. The Head of the Department of the respective function in consultation with Managing Director and CEO of the Company,, shall then conduct a preliminary review of the Protected Disclosure within 15 working days from the date on which Protected Disclosure is received and determine the seriousness of the Protected Disclosure and ascertain whether any Employee need to recuse themselves from considering the Protected Disclosure (in cases where conflict of interest exists) and other Employees of the department shall deal with the matter on hand. If the Head of Department needs to recuse, then the preliminary review shall be conducted by Managing Director and CEO of the Company in consultation with the Chairman of the Audit Committee or any other Head of Department as may be assigned by the MD & CEO.

Investigations will be launched only after a preliminary review of the Protected Disclosure is conducted and which establishes that-

- a. If the alleged act constitutes an improper or unethical activity or conduct or otherwise is investigable under this Policy, and
- b. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review; Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

## 10. INVESTIGATION

All Protected Disclosure in relation to an Employee shall be investigated by the Ethics Counselor. While constituting the investigation team to deal with Complaints in relation to an Employee, the Ethics Counselor shall consider the designation / level of the Employees who are directly or indirectly alleged in the Protected Disclosure:

- i. In case Protected Disclosure is received against KMP level including HR head: Protected Disclosures concerning KMP level including Ethics Counselor to be screened by the Managing Director & CEO. The complaint shall be placed before the Chairman of the Audit Committee for final disposal with appropriate recommendations of the MD & CEO
- ii. Protected disclosures concerning the Chief Financial Officer ("CFO") and involving financial matters will be addressed to the Chairman of the Audit Committee. The Audit Committee shall

investigate the same as appropriate and submit its recommendations to Managing Director & CEO for final disposal.

- iii. Protected disclosures concerning the MD & CEO will be referred directly to the Chairman of the Audit Committee.
- iv. In case Protected Disclosure is received against an Employee below the level of KMP:

A panel of 4 senior executives comprising of the *Chief Business officer, Chief Financial Officer, Sr. Director – Digital Business* and the *Ethics Counselor* be appointed for the purpose of examining Whistle Blower complaints against officers below the level of KMP. This panel shall put up its recommendations on the complaint to the Managing Director & CEO for final disposal of the complaint. A report on the complaints disposed of by the Managing Director & CEO shall be placed before the Audit Committee.

If the preliminary review warrants an investigation to be conducted by an external agency, Ethics Counselor or the respective Head of Department in consultation with the Chairman of Audit Committee or the Managing Director & CEO as the case may be, may appoint an external agency to investigate the matter.

All the Protected Disclosure under this Policy shall be thoroughly investigated by Ethics Counselor / Managing Director & CEO / Audit Committee / the respective Head of Department/ Chairman of Audit Committee / Investigator as the case may be.

The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems or any other information for the purpose of such investigation shall do so.

The investigation team should complete the investigation within 45 days of the receipt of the Protected Disclosure by following the principles of natural justice. However, for the reasons to be recorded, in writing, Chairman of Audit Committee or the Managing Director & CEO as the case may be, may extend the time period. The investigation report containing findings and recommendations shall be submitted to respective Audit Committee for further course of action. It is to be noted that the decision to conduct an investigation 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 or any violation was committed.

## 11. INVESTIGATORS

Investigators are required to conduct a process towards fact-finding and analysis.

Investigators shall derive their authority and access rights from the concerned Committees that oversee such Whistle Blower complaint, as the case may be, when acting within the course and scope of their investigation.

Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

## 12. DECISION

If an investigation leads the Managing Director & CEO or the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Managing Director & CEO or the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as they may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and

disciplinary procedures. While deciding on the disciplinary or corrective action in relation to an Employee, following shall be considered:

- i. Severity of misconduct;
- ii. Severity of impact on the Company;
- iii. Past record of the Subject;
- iv. Past precedence of treating similar violations

The disciplinary or corrective action in relation to an Employee shall at the minimum constitute of written warning and may lead to withdrawal of last increment/demotion, withholding promotions, dismissal from service and/or even prosecution in a court of law.

If an investigation in respect of a complaint against the Company concludes that the complaint is justified then corrective action shall be taken by the Head of Department concerned in consultation with the Chairman of the Audit Committee and the Managing Director & CEO. If the investigation also points out an improper or unethical act has been committed by an Employee, then the same shall be dealt with in accordance with this Policy.

### **13. REPORTING**

The Ethics Counselor shall submit a periodic status report to the Chairman of the Audit Committee in case of the Employee and the Managing Director & CEO as the case may be shall submit the report to its Audit Committee in case of complaint against the functions of the Company, on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any and if advised by the Committee concerned to the Board as well. The periodic status report should be send at least one week before the Audit Committee Meeting.

### **14. 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.

### **15. 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, 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 a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary procedures already taking place concerning a Whistle Blower.

Any other person assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

### **16. 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.