



WHISTLE BLOWER POLICY

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1. PREFACE

- a) The SIS Group, comprising SIS Limited and its subsidiaries and joint ventures (“SIS”), requires that all directors and employees adhere to the SIS Code of Conduct and Business Ethics Policy as well as with Company policies, practices and procedures. Ethical behavior in the areas of business conduct is of utmost priority to SIS.
- b) SIS is committed to developing a culture to provide adequate safeguards against victimisation of directors and employees. The directors and employees may raise their concerns about unethical behaviour, actual or suspected fraud or violation of the SIS Code of Conduct or Business Ethics Policy. To achieve this, the Company has formulated this policy as a vigil mechanism that will provide a platform to the directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or Business Ethics Policy or any other grievances.
- c) Section 177 (9) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates the adoption of whistle blower policy.
- d) The purpose of the policy is to provide adequate safeguards against victimization of directors and employees who avail of the vigil mechanism provision and to provide direct access to the chairperson of the Audit Committee in appropriate or exceptional cases, which are detailed in the policy document.
- e) This Policy is for directors and employees.

2. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below. Capitalised terms not defined herein shall have the meaning assigned to them under the SIS Code of Conduct and Business Ethics Policy.

- a) **“Audit Committee”** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **“Code”** means the SIS Code of Conduct and Business Ethics Policy.
- c) **“Director”** means a director appointed on the Board of SIS Limited, its subsidiaries and joint ventures.
- d) **“Employee”** means every employee of SIS (whether working in India or abroad).
- e) **“Investigators”** mean those persons authorised, appointed, consulted or approached by the Company Secretary and Compliance Officer/Chairman of the Audit Committee and includes the auditors of SIS Limited, its subsidiaries and joint ventures and the police.

- f) **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- g) **“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.
- h) **“Whistleblower”** means an employee or director making a Protected Disclosure under this Policy.

3. SCOPE

This Policy is an extension of the SIS Code of Conduct and Business Ethics Policy. The Whistleblower’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.

Whistleblowers 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 Company Secretary and Compliance Officer or Chairman of the Audit Committee or the Investigators.

Protected Disclosure will be appropriately dealt with by the Company Secretary and Compliance Officer or Chairman of the Audit Committee, as the case may be.

4. ELIGIBILITY

All employees and directors of SIS are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning any of companies of the SIS Group.

5. DISQUALIFICATIONS

- a) While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b) Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.
- c) Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, SIS or the Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

6. PROCEDURE

- a) All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b) In respect of all other Protected Disclosures, those concerning the Company Secretary and Compliance Officer and employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Company Secretary and Compliance Officer of the Company.
- c) The contact details of the Chairman of the Audit Committee and Company Secretary and Compliance Officer of the Company are as under:

Mr. TCA Ranganathan
Chairman – Audit Committee of the Board
Address: 33A, CHATRA MARG, DELHI UNIVERSITY, DELHI – 110007
E-mail ID: chairman_ac@sisindia.com

Name of the Company Secretary and Compliance Officer: Pushpalatha K.
Address: 106, Ramanashree Arcade, 18 MG Road, Bangalore-560001
Email ID: pushpalatha.k@sisindia.com
Contact No.: +91-80-25590801

- d) If a protected disclosure is received by any executive of SIS other than the Chairman of the Audit Committee or the Company Secretary and Compliance Officer, the same should be forwarded to the Company's Company Secretary and Compliance Officer or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- e) The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee / Company Secretary and Compliance Officer, as the case may be, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- f) 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 and the urgency of a preliminary investigative procedure.
- g) The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblowers.

7. INVESTIGATION

- a) All Protected Disclosures reported under this Policy will be thoroughly investigated by the Company Secretary and Compliance Officer / Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.
- b) The Company Secretary and Compliance Officer / Chairman of the Audit Committee may at his discretion, consider involving any Investigators for the purpose of investigation.
- c) The decision to conduct an investigation taken by the Company Secretary and Compliance Officer / Chairman of 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 Whistleblower that an improper or unethical act was committed.
- d) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e) Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f) Subjects have a right to consult with a person or persons of their choice, other than the Company Secretary and Compliance Officer / Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- g) 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.
- h) 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.
- i) 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
- j) The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

8. PROTECTION

- a) No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy.
- b) The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers.
- c) 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 Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure.
- d) The Company will take steps to minimize difficulties, which the Whistleblower 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 Whistleblower to receive advice about the procedure, etc.
- e) A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- f) The identity of the Whistleblower 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 Company Secretary and Compliance Officer / Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
- g) Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

9. INVESTIGATORS

- a) Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Company Secretary and Compliance Officer / Audit Committee when acting within the course and scope of their investigation.
- b) 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.
- c) Investigations will be launched only after a preliminary review which establishes that:
 - (i) the alleged act, prima facie, constitutes an improper or unethical activity or conduct; and
 - (ii) either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review.

10. DECISION

- a) If an investigation leads the Company Secretary and Compliance Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Company Secretary and Compliance Officer / Chairman of the Audit Committee shall recommend to the



management of SIS to take such disciplinary or corrective action as the Chairman of the Audit Committee deems fit.

- b) 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.

11. REPORTING

The Company Secretary and Compliance Officer shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

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

SIS may 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 employees and directors unless the same is notified to the employees and directors in writing.