

## **WHISTLE BLOWER POLICY 2019**

(revised with effect from 01.04.2019)

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Signature:

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Signature:

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Signature:

Approver: Arun Jain, Chairman and Managing Director

Signature:

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## WHISTLE BLOWER POLICY

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## 1. Introduction

1.1 Intellect Design Arena Limited (the “Company”) is committed to achieve the highest possible standards of quality, honesty, openness and accountability in all of its practices. The Company requires full compliance with all applicable laws and regulations, accounting standards, internal controls and audit practices and prohibits violations of applicable securities or other applicable laws relating to fraud against Shareholders or damage to the environment.

1.2 To achieve these ends, the Company encourages Whistle Blowers to come forward on a confidential basis without fear of reprisal or victimization, to report possible

- (i) Violations of law, including the Securities Laws,
- (ii) Accounting irregularities and
- (iii) Other suspected wrong doing (not necessarily violation of law), including their own.

It is important for Whistle Blowers to raise concerns at an early stage rather than wait for proof.

**“If in doubt – raise it”**

1.3 The whole policy is primarily aimed to discourage illegal activity and business conduct that damages the Company’s reputation, business interests and its relationships with associates, investors, customers, suppliers, residents and the community at large.

## 2. Definitions

2.1 **“Disclosure”** – “Disclosure” means any report, complaint, allegation or other disclosure made pursuant to this policy.

2.2 **“Emergency”** – “Emergency” means a circumstance that if not immediately changed may cause damage to persons or property.

2.3 **“Good Faith”** – “Good Faith” means a deliberate and genuine action taken with confidence in its truth or correctness, along with a lack of interest in taking any conscious advantage of another.

2.4 **“Harmful Violation”** – A “Harmful Violation” *includes* the following:

- i) Criminal Activities
- ii) Violations of law, including any regulations of the Securities and Exchange Board of India relating to fraud against the Company’s

- shareholders and the laws and regulations of any jurisdiction in which the Company operates;
- iii) Forgery or Defalcation
  - iv) Violation of environmental legislation, restraint of trade legislation
  - v) Unfair treatment of employees
  - vi) Violation of human rights, of child rights, use of child labour, workplace harassment, unfair treatment of employees
  - vii) Violation of Code of Conduct
  - viii) Violation of restraint of trade legislation
  - ix) Breaches of copyright, patents and licenses
  - x) Violations of Company policies and statutory or other requirements for good Corporate Governance;
  - xi) Improper accounting entries, violations of internal accounting controls or improper auditing matters (including, but not limited to, knowingly providing any false or misleading representation to an auditor);
  - xii) Any obligations, whether direct or indirect, received from Vendors, Customers, Associates etc. on their engagement;
  - xiii) Insider Trading in the Company's shares
  - xiv) Falsification of statutory reports and records, including the Company's Financial Statements and accounting records
  - xv) Breaches of other policies and procedures (including, without limitation, breaches of financial controls and reporting requirements)
  - xvi) Any other matter, which in the good faith belief of any person reporting, could cause harm to the business or public reputation of the Company (including substantial and specific danger to public health or safety or waste of public funds);
  - xvii) Any attempt to conceal a Violation or to conceal evidence of a Violation, which could cause harm to the business or public reputation or loss of the Company (including substantial and specific danger to public health or safety or waste of public funds);

Harmful Violation *does not include* personnel actions, including employee grievances, complaints, appointments, promotions, transfers, assignments, reassignments, reinstatements, restorations, reemployments, performance evaluations, reductions in pay, dismissals, suspensions, demotions, violations of personnel laws and other personnel agreements, which are covered under other policies of the Company.

- 2.5 **“Retaliate or Retaliation”** – “Retaliate or Retaliation” means any adverse change in the Whistle Blower engagement including associate’s employment status or the terms and conditions of employment including denial of adequate staff to perform duties, frequent staff changes, frequent and undesirable office changes, refusal to assign meaningful work, unwarranted and unsubstantiated letters of reprimand or unsatisfactory performance evaluations, demotion, transfer, reassignment, reduction in pay, denial of promotion, suspension, dismissal, reprisals or

any other disciplinary action or victimization. However Retaliation does not include any genuine action taken in the interest of the Company.

- 2.6 **“Whistle Blower”** – Any person, individual or entity having financial, business or contractual relationship with the Company including a Intellect associate who, in Good Faith, makes a disclosure pursuant to this policy with respect to a Harmful Violation is referred to as a “Whistle Blower”. A person or entity who files a complaint/disclosure with malicious or reckless intent shall not be considered as Whistle Blower.

### 3. Scope

The Policy applies to all Intellect and group companies in India, including Joint Ventures in which Intellect has a participating interest. This Policy applies regardless of the jurisdiction in which the wrong doing occurs or is suspected to have occurred or whether or not such wrong doing or suspected wrong doing occurs in the home country or jurisdiction of another country.

### 4. Purpose

- 4.1 The Company has adopted this policy in order to:
- (a) Encourage all personnel associated with the Company to feel confident in raising serious concerns that they may have of actual, suspected or planned wrong doings involving of Intellect or any of its subsidiaries or associate companies or any of its directors, officers or employees and to question and to act upon their concerns
  - (b) Facilitate all Harmful Violations to be reported before they can disrupt the business or operations of the Company, or lead to serious loss,
  - (c) Promote a climate of accountability with respect to Company’s resources, including its associates, and
  - (d) Ensure that no Whistle Blower reporting on Harmful Violations should feel at a disadvantage in raising legitimate concerns.
- 4.2 This policy provides a means whereby a Whistle Blower can safely raise, internally and at a higher level, serious concerns and disclose information that the reporting Whistle Blower believes in good faith could cause a Harmful Violation.

## **5. Protection to Whistle Blowers**

- 5.1 This policy and related procedures offer protection from retaliation to individuals who make any complaint with respect to, or that could give rise to possible Harmful Violations, provided the complaint is made:
- a. In Good Faith;
  - b. In the reasonable belief of the individual making the complaint that the conduct or matter covered by the complaint could give rise to Harmful Violations; and
  - c. Pursuant to the procedures contained in **Part 6** below.
- 5.2 Any Complaint that satisfies the three conditions outlined in Para 5.1 above will not result in any retaliation or threat of retaliation against the reporting Whistle Blower.
- 5.3 Any acts of retaliation against the Whistle Blower will be treated by the Company as a serious violation under this policy and would result in disciplinary action including termination of engagement.

## **6. Confidentiality of Complaints**

- 6.1 The company will keep the identity of all Whistle Blower confidential and privileged under all circumstances subject to circumstances set out in 6.2 or he or she has authorized in writing or consented through mail to disclose his or her identity.
- 6.2 The identity of the Whistle Blower making the disclosure under this policy can be compromised where there is:
- a. Imminent threat to life and property of a person or
  - b. Such disclosure is required by law in certain situations.
- 6.3 In any such instance, the Whistle Blower making the disclosure will be so informed in advance of his or her being identified with the disclosure.
- 6.4 The identity of all such Whistle Blower may be disclosed if it is reasonably determined that complaint was made maliciously or recklessly, or if disciplinary proceedings are invoked against any individual as a result of such complaint.

## **7. Disclosure Procedures**

### **7.1 Submission of Harmful Violation Complaints**

- 7.1.1 All disclosures under this Policy shall be submitted to Intellect Ombudsman (“Ombudsman”).
- 7.1.2 The Complaint shall be submitted to the Ombudsman by mail using mail id [ombudsman@Intellectdesign.com](mailto:ombudsman@Intellectdesign.com) or in writing in a sealed envelope with the following prominent label, in bold face type:

**“Private and Confidential.  
Pursuant to the Company’s Whistleblower Policy”  
Submitted To Corporate Ombudsman  
[244, Anna Salai, Thousand Lights, Chennai 600 006 ]**

- 7.1.3 The Company *recommends* that Whistle Blower use the sample complaint form given in **Appendix A** to this policy when reporting the Harmful Violations. However the Complaint may be made in any form as the Whistle Blower may deem fit.
- 7.1.4 The Whistle Blower may request to discuss their complaint with the Chairman of the Audit Committee if they so desire, by indicating such desire and including their name and telephone number in the Complaint.

## **7.2 In case of an Emergency:**

In the case of an emergency where the Whistle Blower believes in good faith that Harmful Violation may result if action is not taken immediately, the Whistle Blower may immediately call and report the disclosure to the Corporate Ombudsman and in the event the Corporate Ombudsman cannot be reached the Whistle Blower may report the disclosure, directly to the *Chairman of the Audit Committee*.

## **7.3 Anonymous Complaints:**

The Company encourages Whistle Blower to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. However complaints where substantial proof of incidence is provided, such anonymous complaints will be investigated, but consideration will be given to:

- The fairness to any individual named in the anonymous complaint
- The seriousness of the issue raised
- The credibility of the information or allegations in the complaint, with allegations that are conclusory or that do not have a specific factual basis most likely receiving less credence, and

- The ability to ascertain the validity of the complaint and to appropriately resolve it without the assistance and cooperation of the person making the complaint.

## **8. Protection against Retaliation**

### **8.1 Submission of Retaliation Complaints**

8.1.1 A Whistle Blower who believes that they have been retaliated against for reporting Harmful Violations should intimate Ombudsman..

8.1.2 The Retaliation Complaint shall be submitted to the Corporate Ombudsman by mail using mail id [ombudsman@Intellectdesign.com](mailto:ombudsman@Intellectdesign.com) or in writing in a sealed envelope with the following prominent label, in bold face type:

**“Private and Confidential.  
[Pursuant to the Company’s Whistleblower Policy”  
Submitted To Corporate Ombudsman  
[244, Anna Salai, Thousand Lights, Chennai 600 006 ]**

8.1.3 The Company *recommends* that Whistle Blower use the sample complaint form given in **Appendix A** to this policy when reporting the Retaliation Complaints. However the Retaliation Complaint may be made in any form as the Whistle Blower may deem fit.

### **8.2 Basic Requirements for Retaliation Complaint**

In order for a retaliation complaint to be accepted, the Whistle Blower must have previously:

- Filed a complaint alleging Harmful Violations or Retaliations under this Policy by disclosing the identity; or
- Alleged that the Whistle Blower was threatened, coerced or prevented by intimidation from filing a Harmful Violation or Retaliation Complaint; or
- Refused to obey an illegal order.

### **8.3 Joint Appraisal**

The Whistle Blower may request the Corporate Ombudsman at any time within one year from the date of complaint under this policy, that the Corporate Ombudsman and the appraiser shall appraise their engagement jointly.

## **9. Investigation of Complaints on Harmful Violations and Retaliations**

## 9.1 Receipt of Harmful Violation and/or Retaliation Complaints

Upon receipt of complaint, the Corporate Ombudsman shall immediately enter the pertinent information into a log and open a file for each Disclosure, which shall be maintained in a secure location to protect the confidentiality of the Disclosure

## 9.2 Initial Inquiries

Initial inquiries will be made by the Corporate Ombudsman to determine whether an investigation is appropriate, and the form that it should take. Corporate Ombudsman in its sole discretion determine the manner in which the investigation will be conducted and may if required, appoint any external agency in this regard.

## 9.3 Reports to Whistle Blower

The response to the Disclosure reported by Whistle Blower should be given by Corporate Ombudsman not later than two weeks after the Disclosure, unless the Whistle Blower believes in Good Faith that conditions warrant a quicker reply. The response should contain the following information at the minimum.

- Acknowledging that the Complaint was received;
- Indicating how the matter will be dealt with;
- Giving an estimate of the time that it will take for a final response;
- Informing them whether initial inquiries have been made;
- Informing them whether further investigations will follow, and if not, why not.

## 9.4 Further Information

The amount of contact between the Whistle Blower and the body investigating the Harmful Violations or Retaliations will depend on the nature of the issue and the clarity of information provided. Further information may be sought from the Whistle Blower.

## 9.5 Opportunity of being heard

The accused in the Complaint shall be given the opportunity of being heard and the response given by the accused in the Complaint shall be recorded in such investigation reports and shall be maintained by the Corporate Ombudsman for a reasonable period.

## 9.6 Outcomes of Investigations

Wherever possible, in the discretion of the ombudsperson, the outcome will be informed to the whistleblower within 90 days, in any case, all complaints will be acknowledged if not anonymous.

## **9.7 Unsubstantiated Allegations**

- 9.7.1 If Whistle Blower makes a disclosure in Good Faith pursuant to this policy and any fact alleged are not confirmed by subsequent investigation, no action will be taken against the Whistle Blower. In making a disclosure, all individuals should exercise due care to ensure the accuracy of the information disclosed.
- 9.7.2 If after the investigation, a matter raised under this procedure is found to be without substance and to have been made for malicious or frivolous reasons, the Whistle Blower making the Disclosure could be subject to disciplinary action.
- 9.7.3 Where alleged facts reported pursuant to this policy are found to be without merit or unsubstantiated, (1) the conclusions of the investigation will be made known to both the Whistle Blower, unless the complaint was submitted on an anonymous basis, and to the person(s) against whom any allegation was made in the complaint, and (2) the allegations will be dismissed and all documentation and information related thereto will be maintained for a reasonable period.

## **10. Right of Direct Access to Audit Committee**

- 10.1 The Whistle Blower may submit the Complaints in writing and forward to the attention of the Chairman of Audit Committee, in care of Company Secretary of the Company, if he or she reasonably believes –
- That an adequate investigation was not undertaken by the Corporate Ombudsman to determine whether Harmful Violation or Retaliation occurred, or
  - That insufficient action has been taken by the Corporate Ombudsman to address the Harmful Violations or Retaliation, or
  - That the Harmful Violations or Retaliation is serious in nature or is likely to recur.
- 10.2 Any such envelopes received by the Company Secretary of the Company shall be forwarded promptly and unopened to the Chairman of the Audit Committee.

- 10.3 The Company recommends that the Whistle Blower use the Sample Complaint Form given in Appendix A and shall be submitted to the Chairman of the Audit Committee in a sealed envelope with the following prominent label, in bold face type at the following address:

***“Private and Confidential.  
Pursuant to the Company’s Whistleblower Policy”  
Submitted to the Company Secretary***

***Attn: Chairman, Audit Committee  
Intellect Design Arena Limited,  
244, Anna Salai, Thousand Lights,  
Chennai – 600 006.***

- 10.4 This policy expressly prohibits any action taken to prevent the Whistle Blower from filing the Harmful Violation or Retaliation Complaint directly to the Audit Committee.

## ***11. Reporting and Annual Review***

### **11.1 Periodical Reporting**

The Corporate Ombudsman shall present the Quarterly Report to the Audit Committee indicating (i) the number of Harmful Violation /Retaliation Complaints made (along with the filed Complaint Forms/Statements, facts and conclusions of the investigations (ii) the number of investigations commenced in response to such Complaints, (iii) the number of wrongdoings discovered, and all (iv) disciplinary actions taken in response to matters discovered through such Complaints.

### **11.2 Annual Review**

This policy will be reviewed annually by the Audit Committee taking into account the effectiveness of the policy in promoting the reporting of Harmful Violations or Retaliations of the Company, but with a view to minimize improper complaint submissions and investigations.

## ***12. Communication and Implementation of the Policy***

The Corporate Ombudsman is responsible for implementing the policies and procedures for reporting Harmful Violations/Retaliations and for protecting the Whistle Blower against the Retaliation. This includes ensuring that this policy and these procedures are:

- The policy will be uploaded on the website of the company

- Handed over to all persons at their induction when they join the company
- Made available to any Whistle Blower upon request in email or hardcopy

### **13. Violations**

13.1 Any violations of this policy and these procedures may result in appropriate disciplinary action, upto and including termination of engagement.

13.2 The decision rendered by the Corporate Ombudsman, Chairman of the Audit Committee or any member of the Audit Committee designated on his behalf shall be final for instituting any disciplinary proceedings including upto and termination of engagement.

-

### **14. Independent Advice**

If the Whistle Blower is unsure whether or how to raise a concern or want free independent advice at any stage, he or she shall contact the Corporate Ombudsman.

Col.M.Vidyasagar

Email Id: [vidyasagar.m@intellectdesign.com](mailto:vidyasagar.m@intellectdesign.com)

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**APPENDIX - A****COMPLAINT FORM****The Purpose of this form is to report possible Harmful Violation or Retaliation****General Instructions:**

Whistle Blowers who are reporting possible Harmful Violations/Retaliations are not required to complete Part 1 of this form. For all other individuals, Part I is mandatory and must be completed. This Complaint form may not be reviewed if the reporting person is a non-associate and fails to complete Part I of this Complaint Form.

All issues or suspected violations other than Harmful Violations and Retaliations should be reported to the Corporate Ombudsman in line with the procedures prescribed in other policies.

**(\* - Indicates the Items to be filled are compulsory)**

**Part I**

1. Name:

2. Address:

3. Telephone Number:

4. E-Mail:

5. I am:

6. I hereby authorize the disclosure of my identity if the Audit Committee Chairman or the Ombudsman Office reasonably believes it is necessary or appropriate.

Yes

No

**Part II**

7. Type of Violation \*: (tick whichever is applicable, based on the information known to you)

- Legal
- Accounting & Auditing
- Internal Controls
- Retaliation
- Others

8. Date Complainant became aware of Violation:

9. Violation is\*: (tick whichever is applicable)

- Ongoing
- Completed
- Unclear whether ongoing or the suspected Harmful Violation

10. Department suspected of Violation\*:

11. Individuals suspected of Violation:

12. Describe all the relevant facts of the Suspected Violation\*:

13. Describe how you became aware of the Suspected Violation:

14. Describe any steps any taken to remedy the violation prior to submitting this request:

15. Who, if anyone, may be harmed by this Violation?

16. If the violation is legal, estimate the amount of loss to the Company as a result of the Violation:

Actual: \_\_\_\_\_ Potential: \_\_\_\_\_

17. If the Violation relates to the accounting/auditing matters, estimate the amount of the misreporting and indicate the affected category (or categories) of misreporting:

Amount:

Category:(tick whichever is applicable)

- Assets
- Liabilities
- Expenses

- Income
- Valuation
- Equity

18. Provide any suggestions for remedying the Violation:

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***Please be advised that the policy of the Company strictly prohibits from discharging, demoting, suspending, threatening, harassing or otherwise discriminating against anyone who in Good Faith reports illegal activities of the Company.***

**APPENDIX – B****List of Contact Persons**

<b><u>Sl. No.</u></b>	<b><u>Designation</u></b>	<b><u>Name</u></b>	<b><u>Telephone Number/Mobile</u></b>	<b><u>Email</u></b>
1.	Chairman of Audit Committee	Mr Arun Shekhar Aran**	044- 33418000 (O) +91-9324220556	arun_shekhar@nucsoft.com
2.	Corporate Ombudsman	Col.M.Vidyasagar	91-44-3341 8000 (O) +91- 98840 71648	<a href="mailto:vidyasagar.m@intellectdesign.com">vidyasagar.m@intellectdesign.com</a>
3.	Company Secretary	V.V.Naresh	+91 89397 48427	<a href="mailto:naresh.vv@intellectdesign.com">naresh.vv@intellectdesign.com</a>

**\*\* Appointed as Audit Committee Chairman from 03.02.2017**

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**ACKNOWLEDGMENT**

This is to acknowledge that I have received a copy of the Company's whistleblower policy. I understand that compliance with applicable laws and the Company's code of conduct and ethics is important and as a public company the integrity of the financial information of the Company is paramount. I further understand that the Company is committed to a work environment free of retaliation for associates who have raised concerns regarding violation of this policy. The company's code of conduct and ethics and any applicable laws and that the company specifically prohibits retaliation whenever an associate makes a good faith report regarding such concerns. Accordingly, I specifically agree that to the extent I reasonable suspect there has been a violation of applicable laws or the Company's code of conduct and ethics including any retaliation related to the reporting of such concerns, I will immediately report such conduct in accordance with the Company's whistle blower policy. I further agree that I will not retaliate against any associate for reporting a reasonably suspected violation in good faith. I understand and agree that to the extent I do not use the procedures outlined in the whistle blower policy, the company and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

Associate Name and Signature \_\_\_\_\_

Date \_\_\_\_\_