



Whistleblower Policy (effective October 1, 2023)

DEFINITIONS

Abbreviation	Definition
Board	Board of Directors of the Company
Board of Directors	As defined under the Companies Act, 2013
Company	Excellence Enablers Private Limited
Employee	Any individual employed by the Company.
Good Faith	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 was malicious, false or frivolous
Investigator	Those persons authorized, appointed, consulted, or approached by the Board in connection with conducting investigation into a protected disclosure
Policy	Whistleblower Policy
Protected Disclosure	Any communication made in Good Faith and discloses or demonstrates information that may evidence unethical or improper activity
Stakeholders	Vendors and clients of the Company
Subject	A person against, or in relation to, whom a Protected Disclosure has been made or evidence gathered during the course of an investigation
Whistleblower	Any individual making a Protected Disclosure under this Policy

I. INTRODUCTION

1. The objective of the Policy is to establish a framework for all stakeholders of the Company to report, without fear of retaliation, concerns about possible unethical, illegal, or inappropriate activities within the Company,.

II. APPLICABILITY

2. This Policy shall be applicable to all Directors, Employees and Stakeholders of the Company.
3. All such persons are eligible to make Protected Disclosures under this Policy. The Protected Disclosures should be in relation to matters concerning the Company.
4. This Policy shall not cover matters relating to employment conditions, vendor grievances of a routine nature or any other grievances/complaints in the ordinary course of business. The Policy shall be applicable, *inter alia*, in cases such as:
 - Fraud.
 - Bribery: Where an official of the Company seeks to get a material or non-material incentive in turn to influence its decision or offers material or non-material incentive to someone in order to influence their decision.
 - Non-compliance with applicable laws.
 - Breach of legal obligations.

III. OBJECTIVE OF THE POLICY

5. The Whistleblowers' 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.
6. 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 to assist, as requested.
7. The Policy neither releases Employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

IV. PROCEDURE

8. A Protected Disclosure should be reported in writing by a Whistleblower to Mr. Meleveetil Damodaran, Chairperson and Director of the Company, to ensure a clear understanding of the issues raised. It should either be typed or written in a legible handwriting in English, Hindi or in a recognized regional language commonly used in the place of appointment of the Whistleblower. The same can be sent by email to md@excellenceenablers.in or by post/ courier to the Company's registered office.
9. The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as "Protected disclosure under the Whistleblower Policy".
10. If a Protected Disclosure is received by any Employee, other than Mr. Meleveetil Damodaran, the same shall be forwarded to Mr. Meleveetil Damodaran for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
11. Protected Disclosure should be factual, and not speculative in the nature of a conclusion. It should contain specific information to allow for proper assessment of the nature, extent of the concern, and the urgency of a preliminary investigative procedure.
12. The Whistleblower must disclose his/her identity in the covering letter while forwarding such a Protected Disclosure. Anonymous / pseudonymous disclosures may not be entertained.

V. INVESTIGATION

13. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Board or its Investigator. The Board may, at its discretion, consider involving any external Investigator(s) for the purpose of investigation.
14. The decision to conduct an investigation taken by the Board is by itself not an accusation. It 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.
15. Investigation will be launched only after a preliminary review, which establishes that the alleged act constitutes an improper or unethical activity or conduct, and 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.
16. The identity of a Subject will be kept confidential to the extent possible, given the legitimate needs of law and the investigation.
17. Subjects would have opportunities for providing their inputs during the investigation, at the appropriate stage, as required by the Board or the Investigator.
18. Subjects shall have a duty to co-operate with the Board, or any Investigator, during investigation, to the extent that such co-operation sought does not merely require them to admit guilt.
19. Subjects shall have the right to access any document/ information for their legitimate need, to clarify/ defend themselves in the investigation proceedings.
20. 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. 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.
21. Subjects have a right to be informed of the outcome of the investigation.

VI. PROTECTION TO WHISTLEBLOWERS

22. The Company, as a policy, seriously disapproved of any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers.
23. No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. Complete protection will 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.
24. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law.
25. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

VII. DISQUALIFICATIONS

26. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of victimization or unfair treatment as herein set out, any abuse of this protection will warrant action, as determined by the Board.
27. Protection under this Policy would not mean protection from 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.
28. Whistleblowers, who make more than one Protected Disclosure, 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, the Board reserves its right to take / recommend appropriate action, after seeking an explanation from such person.

VIII. DECISION

29. If an investigation leads the Board to conclude that an improper or unethical act has been committed, it shall take such disciplinary or corrective action as it deems fit.
30. 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 be in compliance with the applicable personnel or staff conduct and disciplinary procedures.

IX. RETENTION OF DOCUMENTS

31. 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 eight (8) years.

X. AMENDMENT AND REVIEW

32. This Policy is subject to review and amendments to be made by the Board at such intervals as may be determined by it, from time to time.

XI. INTERPRETATION

33. In matters of interpretation of the Policy, or any portion thereof, the decision of the Board shall be final.
