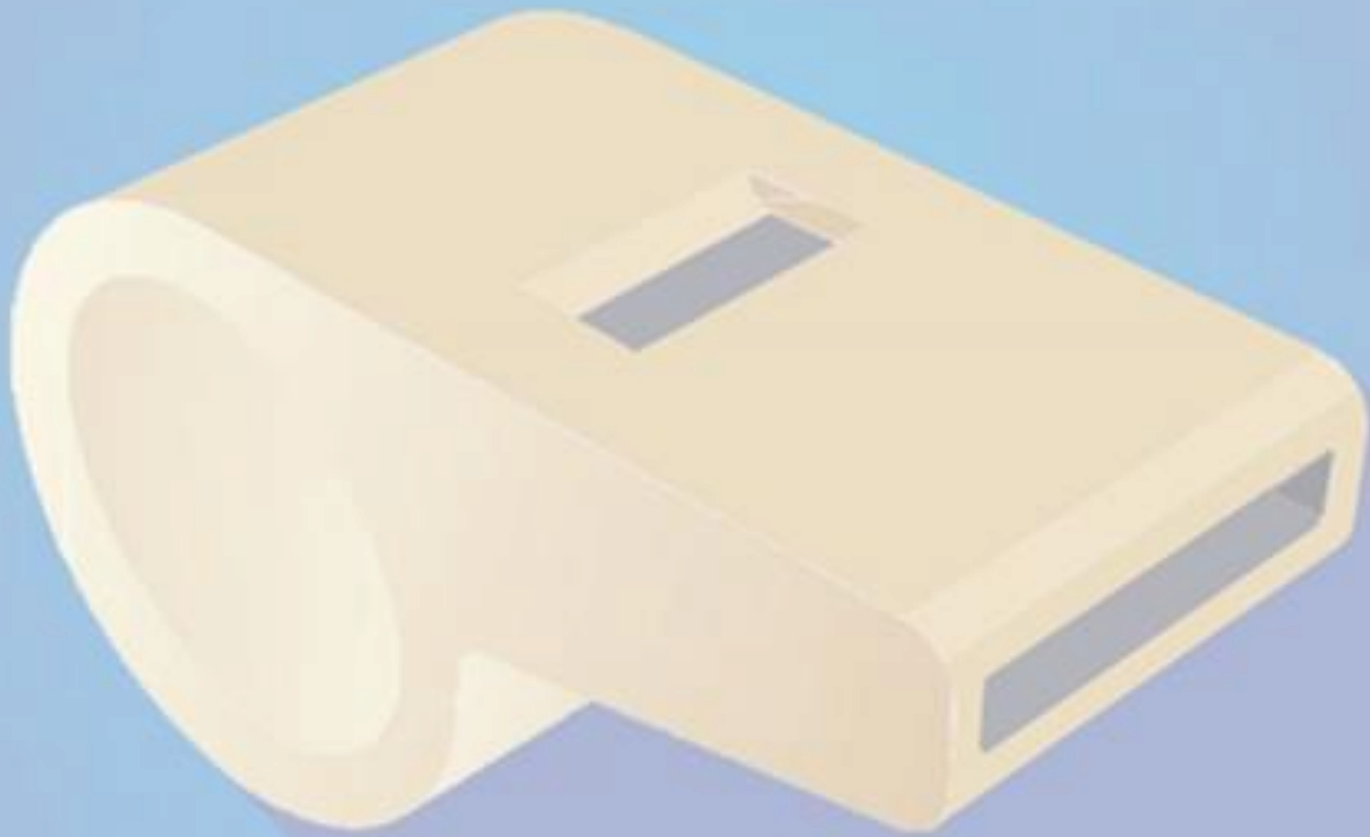




## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**



### **Erasmith Technologies Pvt. Ltd.**

C-382-A, FF, Shiksha Bharti Road,  
Near Ramphal Chowk, Sector 7,  
Dwarka, New Delhi – 110077



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# 1. INTRODUCTION

- 1.1 Erasmith Technologies Private Limited (Collectively Erasmith) is committed to conducting business with integrity and in accordance with all applicable laws and regulations. Erasmith's expectations with respect to business ethics are contained in the Code of Business Conduct and Ethics (the "Code of Conduct").
  
- 1.2 Employees are required to report actual or suspected violations of applicable laws and regulations and the Code of Conduct, and Erasmith has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.

## 2. SCOPE & EXCLUSIONS

- 2.1 This Vigil Mechanism and Whistle-blower Policy (the “Policy”) sets out procedure to be followed when making disclosure.
  
- 2.2 This Policy applies to all Employees, regardless of their location. Violations will result in appropriate disciplinary action. The employees are required to familiarize themselves with this policy, and seek advice from the Group Head, HR of Erasmith if any questions arise.

## 3. ELIGIBILITY

3.1 Employees of the company are eligible to make Protected Disclosures under the Policy in relation to matters relating to alleged wrongful conduct.

## 4. TERMS & DEFINITIONS

4.1 “Code of Conduct” means the Code of Business Conduct and Ethics.

4.2 “Employee” means any employee or Director of Erasmith.

4.3 “Executive Committee (EC)” means the committee set up by the Board of Directors to assist him in discharging his executive management delegations from the Board.

4.4 “Ethics & Compliance Task Force” (ECTF) means the committee designated by the Board of Directors to handle complaint and the resolution process of Protected Disclosures.

4.5 “Protected Disclosure” means the disclosure of a Reportable Matter in accordance with this policy.

- 4.6 “Reportable Matter” means genuine concern concerning actual or suspected:
- i. Fraudulent practices, such as improperly tampering with Erasmith’s books and records, or theft of company property;
  - ii. Corruption, including bribery and money laundering;
  - iii. Breach of Code of Conduct

Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation etc. are not reportable matters for purposes of this Policy.

- 4.7 “Whistle-Blower” means any Employee who makes a Protected Disclosure under this policy.



## 5. POLICY

### 5.1 RESPONSIBILITY TO REPORT

Protected Disclosures are to be made whenever an employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism described in Section 5.2 below.

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

## 5.2 REPORTING MECHANISM

5.2.1 Erasmith has established an Ethics & Compliance Task Force to process and investigate Protected Disclosures. The Ethics & Compliance Task Force operates under the supervision of the Board of Directors. Protected Disclosures are to be made to the Ethics & Compliance Task Force as under:



by **email** to the Head Human Resources:  
[praveen.jangira@Erasmith.com](mailto:praveen.jangira@Erasmith.com); or



by **telephone** to the Head of Human Resources ; or



by **letter** addressed to the Ethics & Compliance Task Force, marked “Private and Confidential”, and delivered to the Chairman of the Ethics & Compliance Task Force, Erasmith Technologies Pvt. Ltd, C-382-A, FF, Sector 7, Dwarka, Near Ramphal Chowk, New Delhi 110077

5.2.2 Moreover, in exceptional cases, Employees have a right to make Protected Disclosures directly to the Chairman of the Board of Directors as follows:



by **email** to:  
[naveen.jangira@Erasmith.com](mailto:naveen.jangira@Erasmith.com); or



by **letter** addressed to the Chairman, marked “Private and Confidential”, and delivered to the Chairman of the Ethics & Compliance Task Force (CEO), Erasmith Technologies Pvt. Ltd, C-382-A, FF, Shiksha Bharti Road, Near Ramphal Chowk, Sector 7, Dwarka, New Delhi – 110077

5.2.3 To enable the proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided:

A)	The nature of the Reportable Matter (for example: if the Reportable Matter concerns an alleged violation of the Code of Conduct, please refer to the provision of the Code of Conduct that is alleged to have been violated);
B)	The names of the Employees to which the Reportable Matter relates (for example, please provide the name of the business unit or project that is alleged to have violated the Code of Conduct);
C)	The relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns a violation of the Code of Conduct, please include information about the circumstances and timing of the violation);

- 5.2.4 To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy.
- 5.2.5 All Protected Disclosures are taken seriously and will be promptly scrutinized and investigated by Erasmith in accordance with the Guidance on Responding to Protected Disclosures.
- 5.2.6 Anonymous/Pseudonymous disclosure shall not be entertained by the Ethics & Compliance Task Force.
- 5.2.7 On receipt of the Protected Disclosure the Ethics & Compliance Task Force shall make a record of the Protected Disclosure and also ascertain from the Whistle Blower whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other officer of the Company or an outside agency before referring the matter to the Audit committee for further investigation and needful action. The record shall includes:
- i. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
  - ii. Whether the same Protected Disclosure was raised previously on the same subject;
  - iii. Findings of the Audit Committee or such other records as the circumstances requires;

### 5.3 INVESTIGATION AND PROCEDURE THEREOF

- I. All Protected Disclosures under the Policy will be recorded and thoroughly investigated;
- II. The Ethics & Compliance Task Force may investigate and may at its discretion consider involving any other Officer of the Company and / or an outside agency for the purpose of investigation;
- III. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process;
- IV. Subject will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during investigation;
- V. Subject has a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject;
- VI. The investigation shall be completed normally within ninety days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit;

## 5.5 PROTECTION OF WHISTLE-BLOWERS

- 5.5.1 If a Whistle-blower does provide his or her name when making a Protected Disclosure, Erasmith will treat the identity of the Whistle-blower confidential and the fact that a Protected Disclosure has been made, except as otherwise required by Law and to the extent possible while allowing an investigation to proceed.
- 5.5.2 A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. Erasmith prohibits its employees from engaging in retaliation or intimidation that is directed against a Whistle-blower. Employees who engage in retaliation or intimidation in violation of this policy will be subject to disciplinary action, which may include dismissal from employment.
- 5.5.3 If a Whistle-blower has been found to have made a deliberately false Protected Disclosure, he/she will be subject to disciplinary action, which may include dismissal.

## 5.6 **ROLE OF THE BOARD OF DIRECTORS**

5.6.1 The Board of Directors is responsible for supervising the development and implementation of this Policy, including the work of Ethics & Compliance Task Force (ECTF). The Board of Directors shall periodically review the Policy to consider whether amendments are necessary, and if so, it shall communicate any such amendments to all Employees as soon as possible.

5.6.2 The Board of Directors shall receive reports from the Ethics & Compliance Task Force concerning the investigation and resolution of Protected Disclosures made pursuant to the Policy on a quarterly basis as per the guidelines given by the Board of Directors. In addition, the Board of Directors shall have responsibility for coordinating the investigation of any serious Protected Disclosures concerning the alleged violation of laws or regulations that apply to Erasmith.



## 5.7 **CONFLICTS OF INTEREST**

Where a Protected Disclosure concerns any member of the Ethics & Compliance Task Force or the Board of Directors, that member of the Ethics & Compliance Task Force or the Board of Directors shall be prevented from acting in relation to that Protected Disclosure. In case of doubt, the Chairman of the Board of Directors shall be responsible for determining whether a member of the Ethics & Compliance Task Force or the Board of Directors must recuse himself or herself from acting in relation to a Protected Disclosure.

## 6. DECISIONS & DISQUALIFICATION

### 6.1 **Decision**

If an investigation leads to conclusion that an Alleged wrongful conduct has been committed, Ethics & Compliance Task Force shall recommend to the Board of Directors to take such disciplinary or corrective action as he 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 the Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

### 6.2 **Disqualification**

Whistle blowers, who make any Protected Disclosures, which have been subsequently found to be malafide or malicious or Whistle Blowers who make three 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 the Policy.

## 7. QUESTIONS

If there are any questions concerning this Policy, please contact:

### EMAIL

[info@erasmith.com](mailto:info@erasmith.com)

### ADDRESS

**Head Human Resources**  
Erasmith Technologies Pvt. Ltd.  
C-382-A, FF, Shiksha Bharti Road,  
Near Ramphal Chowk, Sector 7,  
Dwarka, New Delhi – 110077

## 7. ADMINISTRATION & REVIEW

### ADMINISTRATION & REVIEW OF THE POLICY

The Chief Executive Officer shall be responsible for the administration, interpretation, application and review of the Policy. The Chief Executive Officer shall be empowered to bring about necessary changes to the Policy, if required, at any stage with the concurrence of the Board of Directors and the Ethics & Compliance Task Force.

## 7. AMENDMENT

The Company reserves its right to amend or modify the Policy in whole or in part, at any time without assigning any reason whatsoever.