

WHISTLE BLOWER POLICY OF AVANTEL LIMITED

I. PREFACE

Avantel Limited believes in conducting its business in a fair and transparent manner. The Company has adopted the Code of Conduct, which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined. Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for directors and employees of the Company to voice their concerns about any misconduct, violations of legal or regulatory requirements, manipulation or misrepresentation of any financial statements and reports etc. without fear of punishment or unfair treatment.

II. OBJECTIVE

The vigil mechanism is introduced with the objective to strengthen culture of transparency in the organization and to enable the directors and employees to blow whistle against wrong doings and serious irregularities within the organization.

The spirit behind introducing the policy is to enable the director and employees to not overlook any concern, instead raise it at an early stage and in the right manner, to enable the Company to take an immediate action and avoid any further damages to the Company.

III. POLICY

The Whistleblower policy is an extension of Company’s Code of Conduct. This policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

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.

Protected Disclosure under this policy will be appropriately dealt with by the Chairman of the Audit Committee.

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

IV. DEFINITIONS

“Act” means Companies Act, 2013

“Audit Committee” means the Audit Committee constituted by the Board of Directors in accordance with Companies Act, 2013 read with Clause 49 of the Listing Agreement for equity entered with the Stock Exchanges

“Disciplinary Action” means any action that can be taken on the completion of / during the investigation proceedings including but not limited 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.

“Director” means Director appointed to the Board of the Company.

“Employee” means all the employees of the Company (whether working in India or abroad).

“Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“Whistle Blower” is someone who makes a Protected Disclosure under this Policy.

“Whistle Officer” or “Committee” means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.

V. SCOPE OF THE POLICY:

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of authority or power
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud or suspected fraud or deficiencies in Internal Control and deliberate error in preparations of Financial Statements or misrepresentation of financial reports
6. Any unlawful act whether Criminal/ Civil
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of Company Policy or failure to implement or comply with any approved Company Policy
11. Sexual harassment at the workplace.
12. Attempts to conceal any of the above

VI. GUIDING PRINCIPLES

To ensure that this Policy is adhered to and also to assure that the concern will be acted upon seriously, the Company will:

1. Ensure that the Whistleblower and/or the person processing the Protected Disclosure is not victimized for doing so
2. Treat victimization as a serious matter, including initiating disciplinary action on such person(s)
3. Ensure complete confidentiality
4. Not to attempt to conceal evidence of the Protected Disclosure
5. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made
6. Provide an opportunity of being heard to the subject and any other persons involved.

VII. ANONYMOUS ALLEGATION

Whistleblowers must disclose their identity in the Protective Disclosure as follow-up questions and investigation may not be possible unless the source of the information is identified. **Disclosures expressed anonymously will ordinarily NOT be investigated.**

VIII. ROLE OF WHISTLE BLOWER

- a.. The Whistle Blower's role is to report reliable information and facts. They are not required or expected to act as investigators or finders of facts, nor they are expected to determine the appropriate corrective or remedial action that may be warranted in a given case.
- b. Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have any right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators.

IX. PROTECTION TO WHISTLEBLOWER

1. If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like 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, as a result of reporting under this Policy. The protection is available provided that:
 - a. The communication/ disclosure is made in good faith
 - b. He/She reasonably believes that information and any allegations contained in it, are substantially true; and
 - c. He/She is not acting for personal gain

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

2. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

Any other employee or officer or any other person assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

X. ACCOUNTABILITIES – WHISTLEBLOWERS

a) Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company.

b) Avoid anonymity when raising a concern

c) Follow the procedures prescribed in this policy for making a Disclosure

d) Co-operate with investigating authorities and maintaining full confidentiality

e) The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty disclosures

f) A whistleblower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation

g) Maintain confidentiality of the subject matter of the disclosure and the identity of the persons involved in the allegations. It may forewarn the subject and important evidence is likely to be destroyed

XI. ACCOUNTABILITIES – WHISTLE OFFICER AND WHISTLE COMMITTEE

a) Conduct the enquiry in a fair and unbiased manner

b) Ensure complete fact-finding

c) Maintain strict confidentiality

d) Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom.

e) Recommend an appropriate course of action - suggested disciplinary action, including dismissal and other preventive measures

f) Minute Committee deliberations and document the final report

XII. RIGHTS OF A SUBJECT

a) Subjects have right to be heard and the Whistle Officer or the Committee must give adequate time and opportunity for the subject to communicate his/her say on the matter

b) Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process

XIII. MANAGEMENT ACTION ON FALSE DISCLOSURES

An employee who knowingly makes false allegations of unethical & improper practices shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independently for legitimate reasons or cause under Company rules and policies.

XIV. PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES

Refer **Annexure A** for details on the procedure for reporting & dealing with disclosures

XV. CONFIDENTIALITY

All reports and records associated with the Disclosures are considered confidential and access will be restricted to the Whistleblower, Whistle Officer/Committee and Chairman of Audit Committee. Protected Disclosures and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

XVI. 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 7 years.

XVII. COMPANY'S POWERS

The Company is entitled to amend, suspend or rescind this policy at any time. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

XVIII. PROTECTION

If the whistle blower or any other person who assisted or participated in the investigation process face any retaliatory action or threats of retaliatory action as a result of making a disclosure or participation, they shall inform the Whistle Officer/Committee/Chairman of Audit Committee in writing immediately.

The intimation of such actions or threats will be treated as a separate disclosure and will be separately investigated. Adequate measures will be taken to ensure complete protection to such person until the completion of investigation proceedings.

XIX PENAL PROVISIONS:

If a person against whom the concern is raised is found guilty, then the company shall take appropriate action which, depending on the person's culpability may include a suspension, termination, demotion, a decision not to promote or grant a salary increase or revocation of a recent salary increase, a decision to terminate during probation, a performance evaluation in which the employee's performance is generally evaluated as unsatisfactory, an involuntary retirement, or any other unfavourable change in the general terms and conditions of employment.

XX AMENDMENT TO THE POLICY:

The Policy can be amended and modified by the Board of directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein.

Annexure A

PROCEDURE FOR MAKING DISCLOSURE

The disclosure should be made in writing. Letters can be submitted by hand-delivery, courier or by post addressed to the Chairman of the Audit Committee of the Company.

Shri N. Naveen
Chairman of Audit Committee
Avantel Limited
Plot No 16, Sector-III, Huda Techno Enclave,
Opp. K. Raheja It Park,
Madhapur, Hyderabad-81
Phone: +91-40-6630 5000

Emails can be sent to the email id: **nsva.digvijay@gmail.com**

Contents of Disclosure:

- (a) Name, address and contact details of the Whistleblower (add Employee ID if the Whistleblower is an employee).
- (b) Brief description of the malpractice, giving the names of those alleged to have committed or about to commit a malpractice. Specific details such as time and place of occurrence are also important.
- (c) In case of letters, the disclosure should be sealed in an envelope marked “Whistle Blower” and addressed to the Chairman of the Audit Committee.

PROCEDURE FOR DEALING WITH DISCLOSURE:

- (a) The Chairman of Audit Committee shall acknowledge receipt of the disclosure as soon as practical (preferably within 7 days of receipt of a Disclosure), where the Whistleblower has provided his/her contact details.
- (b) The Chairman of Audit Committee will proceed to determine whether the allegations made in the disclosure constitute a malpractice by discussing with the Executive Directors /Chairman of the Company (if required). There will be no presumption of guilt while conducting investigation. If the Chairman of Audit Committee determines that the allegations do not constitute a malpractice, he/she will record this finding with reasons and communicate the same to the Whistleblower.
- (c) If the Chairman of Audit Committee determines that the allegations constitute a malpractice, he/she will proceed to investigate the disclosure with the assistance of the Whistle Officer/Committee comprising of Senior Level Officers of Personnel & Admin, Internal Auditor and a representative of the Division/ Department where the breach has occurred and such other persons as he/she deems necessary. If the alleged malpractice is required by law to be dealt with under any other mechanism, the Chairman of Audit Committee shall refer the disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
- (d) 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.

(e) Individuals with whom the Chairman of Audit Committee/Whistle Officer or Whistle Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose. These individuals shall maintain confidentiality until the final conclusion of investigation.

(f) The Whistle Officer/Committee shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Chairman of Audit Committee as soon as practically possible and in any case, not later than 90 days from the date of communication of the Disclosure.

The Chairman of Audit Committee may allow additional time for submission of the report based on the circumstances of the case.