



**WHISTLE BLOWER POLICY
OF
SMC INTEGRATED FACILITY MANAGEMENT SOLUTIONS LIMITED**

Contents

1. PREFACE	3
2. DEFINITIONS	3
3. SCOPE	4
4. ELIGIBILITY	5
5. DISQUALIFICATIONS	5
6. PROCEDURE	5
7. INVESTIGATION	6
8. PROTECTION	7
9. INVESTIGATORS	8
10. DECISION	8
11. REPORTING	8
12. RETENTION OF DOCUMENTS	8
13. AMENDMENT	8



1. PREFACE

- a) SMC Integrated Facility Management Solutions Limited (“SMCL”), requires that all directors and employees adhere to the Company policies, practices and procedures. Ethical behavior in the areas of business conduct is of utmost priority to SMCL.

SMCL 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 SMCL 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, employees and all stakeholders including customers, vendors and suppliers 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.

- b) Section 177 (9) of the Companies Act, 2013 mandates the adoption of whistle blower policy.
- c) The purpose of the policy is to provide a mechanism for directors, employees and all stakeholders including customers, vendors and suppliers to report their genuine concerns, investigate such reported incidents in a fair manner and take appropriate disciplinary action. The Policy has been implemented to provide adequate safeguards against victimization of directors and employees who avails the vigil mechanism provision.

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 SMCL Code of Conduct and Business Ethics Policy.

- a) **“Code”** means the SMCL Code of Conduct and Business Ethics Policy.
- b) **“Compliance Officer”** means the Company Secretary of the Company.
- c) **“Director”** means a director appointed on the Board of SMCL.
- d) **“Employee”** means every employee of SMCL (whether working in India or abroad).
- e) **“Frivolous Complaint”** means any complaint made under this policy with no evidence or with mala fide intentions against the Subject, arising out of false allegations.



- f) **“Investigators”** mean those persons authorised, appointed, consulted or approached by the Company Secretary and includes the auditors of SMCL, and the police to investigate the protected disclosures.
- g) **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or illegal or improper activity.
- h) **“Stakeholders”** means customers, vendors and suppliers.
- i) **“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.
- j) **“Unethical and improper practices”** include: -
 - 1. Violation of any law or regulation, including but not limited to corruption, bribery, theft, fraud, coercion and willful omission.
 - 2. Mismanagement, Gross wastage or misappropriation of company funds/assets.
 - 3. Manipulation of Company data/records;
 - 4. Stealing cash/company assets;
 - 5. Leaking confidential or proprietary information;
 - 6. Activities violating Company policies including Code of Ethics and Conduct;
 - 7. A substantial and specific danger to public health and safety;
 - 8. An abuse of authority; and
 - 9. An act of discrimination or sexual harassment.

The above list is only illustrative and should not be considered as exhaustive.

- k) **“Whistleblower/Complainants”** means an employee or director or vendor or supplier or any other stakeholder making a Protected Disclosure under this Policy.

3. SCOPE

This Policy is an extension of the SMCL 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 Investigators.

Protected Disclosure will be appropriately dealt with by the Chief Financial Officer or the Company Secretary, as the case may be.



4. ELIGIBILITY

All employees, directors of SMCL are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters defined as unethical practices 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, SMCL 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 Mr. Dhiraj Singh, Director for investigation.
- b) In order to facilitate effective investigation, the Protected Disclosures should be supported with documents evidencing the complaint and should include all relevant information about the incident. To facilitate investigation, it is advised to report incidents promptly upon becoming aware of the same, preferably within 30 days.
- c) The contact details of the Mr. Dhiraj Singh are as under:

Mr. Dhiraj Singh, Director
Address: A-28 & 29, Okhla Industrial Area, Phase-1, New Delhi-110020
E-mail ID: dhiraj@sisindia.com
Contact No.: + 91 11-4646 4444

- d) If a protected disclosure is received by any executive of SMCL other than Mr. Dhiraj Singh, the same should be forwarded to Mr. Dhiraj Singh 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. Mr. Dhiraj Singh 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 forwarding such Protected Disclosure. Anonymous disclosures will not be entertained.

7. INVESTIGATION

- a) All Protected Disclosures reported under this Policy will be thoroughly investigated by Mr. Dhiraj Singh who will investigate / oversee the investigations under the authorization of the Board.
- b) For investigating, Mr. Dhiraj Singh is authorised to:
 - seek any information it requires from any employee, who shall cooperate with any such request made by the Committee;
 - seek assistance from any employee for conduct of investigation, as may be considered appropriate;
 - obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, if it considers necessary;
 - call for such documents and representations, as may be deemed fit.
- c) Mr. Dhiraj Singh may at his discretion, consider involving any Investigators for the purpose of investigation.
- d) The decision to investigate taken by Mr. Dhiraj Singh 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.
- e) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- f) 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.
- g) Subjects have a right to consult with a person or persons of their choice, other than Mr. Singh 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.

- h) 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.
- i) 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.
- j) 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
- k) 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 Mr. Dhiraj Singh, 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 Mr. Dhiraj Singh (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 Mr. Dhiraj Singh 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 Mr. Dhiraj Singh to conclude that an improper or unethical act has been committed, Mr. Dhiraj Singh shall recommend to the management of SMCL to take such disciplinary or corrective action as he 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 shall submit a report to the Board 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



The Board of Directors shall periodically review the functioning of the Policy. The Board of Directors may amend this Policy at any time consistent with the requirements of applicable laws, rules and regulations.