

PRIONE BUSINESS SERVICES PRIVATE LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

INTRODUCTION

Prione Business Services Private Limited (“The Company”) believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company believes that every employee is a trustee of its stakeholders and must adhere to the Company's Code of Business Conduct and Ethics (“Code of Conduct”) and conduct himself or herself at all times in a professional and ethical manner.

Employees are required to report instances of unethical behaviour, actual or suspected incidents of fraud or violations of the Code of Conduct that could adversely impact the Company’s operations, business performance and / or reputation, and the Company has an obligation to ensure that there is a procedure in place to enable the reporting of such violation.

Employees are required to familiarise themselves with the Policy and seek advice from Head – HR/ Head – Legal, if required. Your acknowledgement to this Policy is obtained electronically, by virtue of your completion of a mandatory online training on “Code of Business Conduct and Ethics”

TERMS AND REFERENCES

In this Policy, the following terms shall have the following meanings:

“Employee” means every employee of the Company (permanent or contractual), including the Directors of the Company.

“Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“Reportable Matter” means a genuine concern concerning actual or suspected, which may include but not limited to:

- a. fraudulent practices, such as improperly tampering with the Company’s books and records, or theft of Company property;
- b. corruption, including bribery and money laundering;
- c. breaches of Code of Conduct and terms & conditions of employment;
- d. gross wastage/misappropriation of Company funds/assets; and
- e. pilferation of Company’s confidential/propriety information.

REPORTING MECHANISM

The Protected Disclosure should be reported promptly upon the Employee becoming aware of the Reportable Matter. Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Code of Conduct, Company policies or applicable laws. Employees should not fear any negative consequences for reporting reasonably suspected violations, because retaliation for reporting suspected violations is strictly prohibited by this Policy. Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment. Reportable Matters should be made pursuant to the reporting mechanism described below.

A Protected Disclosure may be made by any Employee. Employees must report all suspected violations via any of the following modes:

- a) Ethics Helpline as detailed below:
Telephone: New Delhi (toll free): +91 11-71279005
India international toll-free number: 000 800 100 4382
Generic India number: 000 800 100 8277 (at domestic call rates)
Support in English: 24/7 (24 hours, 7 days) Support in Hindi: 9am to 6.30pm (in working days)

Email address: prionegroup@ethics-line.com

Postal address: Attention: Arti Dora
Deloitte Touche Tohmatsu India LLP
DLF Cyber City, Building 5, Tower A, 22nd Floor,
Gurugram, Haryana, India

Web: <https://www.tipoffs.com>

- b) directly to your manager or Head – HR / Head – Legal [“Lead Investigator/s”];
c) For reporting against Lead Investigators, Employees may write directly to the Chief Executive Officer at ceo-prione@prione.in
d) For reporting workplace related issues, Employees may also drop a mail to wicindia@prione.in

Because you have several means of reporting, you need not report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation.

Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

INVESTIGATION

On receipt of Protected Disclosure from an Employee, the Lead Investigators / Board authorised Director will, on case to case basis and taking into consideration any conflict of interest situations, appoint a Committee consisting of the such members as may be decided (‘Whistle Blower Committee’). In case the complaint is against a Lead Investigator, the Chief Executive Officer / Board authorised Director will lead the investigation and appoint the Whistle Blower Committee. The Whistle Blower Committee shall conduct due inquiry into the matter, including providing due opportunity to the subject to provide inputs during investigation, and basis such inquiry, prepare and submit a report to the Lead Investigator/ Chief Executive Officer / authorised Director, as the case may be. On receipt of such report from the Whistle Blower Committee, the Lead Investigators / Chief Executive Officer / authorised Director shall take such action as may be required.

All reports under this Policy will be promptly and appropriately investigated and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary

action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

NO RETALIATION

No one shall take any adverse action against any Employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Code of Conduct. The Company takes reports of such retaliation seriously. Incidents of retaliation against any Employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting Employees may also be subject to civil, criminal and administrative penalties.

DOCUMENT RETENTION

All Protected Disclosures in writing or documented along with the results of investigation relating thereto which have been proved shall be retained by the Company for a minimum period of eight years. Other Protected Disclosures may be destroyed at the end of the financial year.

DISQUALIFICATIONS

While it will be ensured that Employees reporting genuine Protected Disclosures are accorded complete protection from any kind retaliation as set out above, any abuse of this protection will warrant disciplinary action. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by an Employee, knowing it to be false or bogus or with a mala fide intention, neither does it releases Employees from their duty of confidentiality in the course of their work.

AMENDMENT TO THE POLICY

The Board of Directors of the Company reserves its right to amend or modify this Policy in whole or in part, at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local regulations and / or accommodate organizational changes within the Company.

