

SASTASUNDAR VENTURES LIMITED

(Formerly Microsec Financial Services Limited)

WHISTLE BLOWER POLICY

1. Objectives

- 1.1 The Company believes in conducting its affairs and the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.
- 1.2 The Company is committed to developing a culture where it is safe for all employees to raise concerns about any irregular, undesirable or unacceptable practice and any event or incident of misconduct.
- 1.3 As per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2016 and Companies Act, 2013 all listed Companies to establish a mechanism called "Whistle Blower Policy" for employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

2. Purpose

- 2.1 The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about any serious irregularities within the Company.
- 2.2 The policy neither releases employees from their duty of confidentiality in the course of their work, nor is this policy a channel for taking up a grievance about any personal grievance and/or complaint.

3. Coverage

The Policy concerns all employees (full time & part time employees or persons appointed on adhoc / temporary/ contract basis, trainees, apprentices and retainers etc)

4. Definitions

- 4.1 "**Audit Committee**" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2016.
- 4.2 "**Disciplinary Action**" means any action that can be taken on the completion of and/or during the investigation proceedings against any covered employee as per the provisions of the Disciplinary procedure applicable to him under the CDRR for Officers & Supervisors and Standing Orders / Service Rules for unionized and other categories of covered employees.
- 4.2 "**Protected Disclosure**" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical, irregular or improper activity.
- 4.3 "**Subject**" means a person against or in relation to whom a Protected Disclosure is

made or evidence gathered during the course of an investigation.

- 4.4 "**Whistle Blower**" is someone who makes a Protected Disclosure under this Policy.
- 4.5 "**Whistle Authority**" or "Committee" means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.
- 4.6 "**Ombudsperson**" will be a Non-Executive Independent Director for the purpose of receiving all complaints under this Policy and ensuring appropriate action. The Board shall appoint the Ombudsperson.

5. SAFEGUARDS UNDER THE POLICY

- 5.1 To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:
 - 5.1.1 Ensure that the Whistle Blower and / or the person processing the Protected Disclosure is not victimized for doing so;
 - 5.1.2 Treat victimization as a serious matter including initiating disciplinary action against such person(s):
 - 5.1.3 Ensure complete confidentiality.
 - 5.1.4 Not conceal or even attempt to conceal evidence of the Protected Disclosure;
 - 5.1.5 Take disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made / to be made;
 - 5.1.6 Provide an opportunity of being heard to the persons involved especially to the Subject;
- 5.2 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- 5.3 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with *mala fide* intention.
- 5.4 Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be *mala fide, frivolous or malicious*, shall be liable to for disciplinary action and will be disqualified from reporting further Protected disclosure under this policy.

6. MALPRACTICES UNDER THE POLICY

- 6.1 The Policy covers malpractices and events which have taken place / suspected to take place involving:
 - a) Abuse of authority
 - b) Breach of contract
 - c) Negligence causing substantial and specific danger to public health and safety
 - d) Manipulation of company data / records
 - e) Financial irregularities, including fraud, or suspected fraud
 - f) Criminal offence
 - g) Breach of confidential/propriety information

- h) Deliberate violation of law / regulation
- i) Wastage / misappropriation of company funds / assets
- j) Breach of employee Code of Conduct or Rules
- k) Any other unethical, biased, favoured, imprudent event

NB: The list of malpractices stated above is not exhaustive and is only for illustrative purposes.

6.2 This Policy is not intended to be used in place of the Company complaint/grievance procedures nor is it to be a route for raising malicious or unfounded allegations against other employees in the company.

7. MANNER IN WHICH CONCERNS CAN BE RAISED

- 7.1. The Whistle Blower from amongst the covered employees can make the Protected Disclosure to Ombudsperson, as soon as possible but not later than 30 consecutive days after becoming aware of the same.
- 7.2 Whistle Blower must put his / her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.-
- 7.3 If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- 7.4 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Authority / Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- 7.5 Name of the Whistle Blower shall not be disclosed to the Whistle Authority / Committee.
- 7.6 The Ombudsperson / Whistle Authority / Committee shall:
 - i. Make a detailed written record of the Protected Disclosure. The record will include:
 - (a) Facts of the matter
 - (b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - (c) Whether any Protected Disclosure was raised previously against the same Subject;
 - (d) The financial / otherwise loss which has been incurred; would have been incurred by the Company.
 - (e) Findings of Ombudsperson / Whistle Authority / Committee;
 - (f) The recommendations of the Ombudsperson / Whistle Authority / Committee on disciplinary; other action(s).

- ii. The Whistle Authority; Committee shall finalize and submit the report to the Ombudsperson within a reasonable period but not exceeding 60 days of being so nominated / appointed.
- 7.7 On submission of report, the Whistle Authority / Committee shall discuss the matter with Ombudsperson who shall either:
- i) In case the Protected Disclosure is prima facie found to be valid, accept the findings of the Whistle Authority / Committee and undertake such detailed investigation and/or Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter;
 - ii) In case the Protected Disclosure is not proved, close the matter; or
 - iii) Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Committee of Directors (Whole-time Directors) with proposed disciplinary action/counter measures. The Committee of Directors, if thinks fit, may further refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The board may decide the matter as it deems fit.
- 7.8 In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Chairman of the Audit Committee. The Chairman of the Audit committee shall, thereupon, review the matter including the recommendations /decisions referred to in Clause 7.7 and his decision thereon, expressed in writing shall be taken as final.

8 PROTECTION

- 8.1. No unfair treatment will be meted out to a Whistle Blower by virtue of his / her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice, attributable to the Whistle Blower lodging the Protected Disclosure, like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. This, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc. .
- 8.2 The identity of the Whistle Blower shall always be kept confidential by the Company, even after the matter is closed.
- 8.3 Any other employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

9. SECRECY / CONFIDENTIALITY

The Whistle Blower, the Subject, the Whistle Authority and every one involved in the process shall:

- (a) maintain complete confidentiality / secrecy of the matter
- (b) not discuss the matter in any informal/social gatherings / meetings
- (c) discuss only to the extent or with the persons required for the purpose of completing the process an investigations
- (d) not keep the papers unattended anywhere at any time
- (e) keep the electronic mails / files under password

If anyone is found not complying with the above, he / she shall be held liable and can be subjected to such disciplinary action as is considered fit.

10. Reporting

A quarterly report with number Of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

11. Amendment

Any amendments to this Policy in whole or in part, shall be made only with the approval of the Board.