

Whistle Blower Policy

1. Introduction

In order to achieve its objectives of developing and maintaining sound business governance, ethical and legal standards, ISMT Limited (“the Company”) has formulated a Whistle Blower Policy (“the Policy”) to encourage employees to report genuine concerns. The Policy aims to ensure that serious concerns are properly raised and addressed and are recognized as an enabling factor in administering good governance practices. It, also, provides for adequate safeguards against victimization of person(s) who use such mechanism. The Policy is for directors and employees of the Company and invites them to act responsibly to uphold the reputation of the Company.

2. Definitions

2.1. Employee is every bonafide employee currently in the employment of the Company

2.2. Retaliation/Victimization

Retaliation is any act, direct or indirect, recommended or taken against a Whistle Blower by any person because the Whistle Blower has made a disclosure pursuant to the Policy. Retaliation includes overt/covert acts of Discrimination, Reprisal, Threat and Harassment.

2.3. Whistle Blower means any employee who raises a concern in accordance with this Policy.

2.4. Whistle Blowing ‘Concern’ or ‘Complaint’

Whistle blowing (also referred to as ‘complaint’ or ‘concern’) can be described as attracting management's attention to information about potentially illegal and/or unacceptable practices. Employees can raise concerns/issues, if any, which they have on the following or possibilities/apprehensions of:

- Breach of any law, statute or regulation by the Company;
- Acts resulting in financial loss or loss of reputation;
- Suspected/actual fraud and criminal offences;
- Unethical behavior; and
- Violation of the Company’s Code of Conduct.

2.5. Audit Committee means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement signed with the Stock Exchanges.

3. Framework for ensuring compliance to the Policy

The employee may send a communication directly in writing through a letter or through email to the Head of the Department of Human Resource of ISMT Limited, Lunkad Towers, Viman Nagar, Pune – 411 014 (‘HR Head’). Email address: rduda@ismt.co.in.

Within a reasonable time of receipt of the concern by HR Head, an acknowledgement shall be sent to the sender of the concern falling within the ambit of the Policy (where a return address or email address is available) informing that the genuineness of the concern would be inquired into, appropriately addressed and reported to the Managing Director (‘MD’) and others, if required.

The HR Head upon receipt of the concern or complaint shall immediately set in motion appropriate action to inquire into the matter and shall report the details of the genuine concerns received (without

editing them) to the MD. Further action shall be taken by HR Head based on the MD's directions and guidance, if any. A concern shall be kept open until such actions are initiated / completed and its status shall be reported to the MD on a quarterly basis.

Inquiry into the concerns received under this policy shall normally be completed within 90 days of receipt of the concern by the HR Head.

Once the inquiry is completed, the HR Head shall communicate the actions to be taken, if any, to the MD and track closure of such actions.

In exceptional cases, where the inquiry concerning financial/accounting matters is not completed within 90 days of receipt of the concern by the HR Head or where the concern is against the HR Head, the whistle blower can forward his initial concern and make a direct communication to the Chairman of the Audit Committee at kkrishnarai@gmail.com.

The Chairman of the Audit Committee shall communicate the concern to the MD. The MD shall immediately set in motion appropriate action to inquire into the matter and take suitable disciplinary or corrective action.

The concern shall be deemed as closed upon conclusion of the inquiry and taking of the disciplinary action.

Records pertaining to the complaint shall be maintained by the HR Department of the Company.

4. Prevention of victimization of employees raising any concerns under the Policy

Any employee who raises a concern under the Policy will be protected, if the employee discloses the information in good faith, believes it to be substantially true, does not act maliciously nor makes false allegations and does not seek any personal or financial gain.

The Company will not tolerate any attempt on the part of anyone to apply any sanction or disadvantage or to discriminate against any person who has reported to the Company serious and genuine concern that they may have concerning an apparent wrong doing.

Protection under the Policy shall be available to the employee who raises the concern under this Policy till such time that the complainant's employment subsists with the Company.

An employee who wishes to raise a concern in respect of any disciplinary action or any act of retaliation as defined in this Policy against the concerned employee can do so within 3 months of such action or act of retaliation. After this time period has elapsed, the concern, if raised, shall not be treated as a concern under this Policy.

Any attempt on the part of any employee to misuse the policy for personal advantage will be dealt with strictly by the HR Head.

5. Confidentiality and Anonymity

Employees may send communications on an anonymous basis. If an employee chooses to disclose his or her identity, the same will be treated in confidence and the recipient shall not disclose the same. This would not have any impact on the employee's performance appraisal, assignment of work or other matters related to employment with the Company.

6. Amendment

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