

Whistle Blowing Policy

Effective from January 15, 2024

Kodixel Private Limited

23-ABCD, Sector-III, Sagore Kuti, Pithampur, Madhya Pradesh, INDIA
CIN.: U24117MP2007PTC019763

+91 8435103700 | info@kodixel.com | www.kodixel.com

1. PURPOSE

As a Company of repute, Kodixodel Pvt Ltd is committed to conducting its business by adopting the highest standards of professional integrity and ethical behavior. The Company intends to prevent the occurrence of any practice not in compliance with this Code through the Whistle Blowing Policy. This mechanism aims to provide a secure environment to Employees for responsible reporting of the Code violations by Employees and is a channel to reinforce a robust implementation of Kodixodel's Code. The purpose of this Whistle Blowing Policy is to provide a mechanism for its Employees, Contractors, Suppliers, and other Stakeholders and its subsidiaries to disclose any unethical practices, violation of laws/company policies and code of conduct, including those related to Environment, Health and Safety issues within our organization. Through this policy, Kodixodel aims to promote transparency, accountability and culture of integrity in all our operations.

2. SCOPE

- 2.1. The Board of Directors of Kodixodel Pvt Ltd ("The Company/Kodixodel") has approved this amended Policy on January 15, 2024.
- 2.2. This policy applies to all employees, directors, contractors, suppliers and other stakeholders associated with the company, including temporary workers and third-party vendors.
- 2.3. This policy covers reporting of any misconduct or malpractice such as:
 - Breach of Legal/Regulatory Compliance
 - Financial Fraud, Corruption or Misappropriation of Company Assets
 - Violations of Company's policies or Code of Conduct
 - Endangerment to environment, public health and safety.
 - Any Discrimination, Harassment or unethical behavior in the work premises.
 - Any Unfair Labor and Trade Practices

3. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below:

- 3.1. **Code** means Kodixodel's Code of Conduct
- 3.2. **Disciplinary Action** means any action that can be taken on the completion of/during the investigation proceedings including but not limiting to a warning, imposition of fine (where permitted by law), suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 3.3. **Disclosure Policy** is Kodixodel's policy for providing means by way of a structured program for individuals who wish to disclose any issues or questions related to procedures related to facilities owned by Kodixodel Pvt Ltd.
- 3.4. **Employee** means all officers, members of the Board of Directors and employees (core, contract, full time retainer, full time consultant or any other category) of the Company and its Subsidiaries.
- 3.5. **Subsidiary** means a subsidiary company of Kodixodel Pvt Ltd that is/are incorporated anywhere across the world and does not include any subsidiary company which is publicly listed on any recognized stock exchange outside India (Publicly Listed Company) and any subsidiary companies of such Publicly Listed Companies.
- 3.6. **Investigation 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. It could be a group of individuals as well

- 3.7. **Investigators** mean those persons appointed by the Company, required for assistance in the investigation of the Protected Disclosure and who submit their findings to the Authority.
- 3.8. **Policy** means the Whistle Blowing Policy.
- 3.9. **Protected Disclosure** is any communication made in good faith by the Employee that discloses or demonstrates information that may indicate evidence towards unethical or improper activity and violation of the Code
- 3.10. **Whistle Blower** means a person making Protected Disclosure under this Policy. Whistleblower could be the Company's (or its subsidiary's) Employee or any other independent personnel.
- 3.11. **Authorised Investigating Officer/Investigating Officer** is an individual appointed to conduct a thorough and impartial inquiry into a reported concern or misconduct. This officer may be a member of the internal compliance team, HR department, or an external independent investigator, depending on the nature of the issue reported. The Investigating Officer is responsible for ensuring the investigation is carried out according to the procedures outlined in this policy, maintaining confidentiality, and reporting the findings to the appropriate decision-makers within the company.
- 3.12. **Harassment** means any unwelcome conduct that is based on race, color, religion, sex, caste, age, disability, or any other protected characteristic. Harassment can take many forms including but not limited to, verbal abuse, derogatory remarks, unwanted physical contact, threats, and bullying. Harassment can occur in person, via electronic communications, or any other form of interaction.
- 3.13. **Discrimination** means unfair or unequal treatment of an individual or group based on characteristics such as race, gender, sexual orientation, religion, nationality, age, disability, or any other protected category. Discrimination can manifest in various ways, including but not limited to, hiring practices, promotions, job assignments, training opportunities, compensation, benefits, and termination.

Pronouns in masculine, feminine and neuter genders shall be construed to include any other gender, and words in the singular form shall be construed to include the plural and vice versa, unless the context otherwise requires.

4. GUIDELINES

4.1. Whistle Blower

- The whistleblower must provide all factual corroborating evidence, as is available and to the extent possible, to enable commencement of an investigation at the earliest, preferably within 30 days of the irregularity or breach of the code noticed by him/her. The information provided should be on the basis of a direct first-hand experience of the Whistle Blower. It should not be based on any secondary, unreliable source such as grapevine or any other form of informal communication.
- Whistle Blowers are not to act on their own in conducting any investigation.
- If the Whistle Blower chooses to disclose his identity to the Authority, the authenticity of the Whistle Blower's identity will be established by the Authorized Officer before considering the case for the purpose of investigation. This shall be done through the contact details provided by the Whistle Blower in the Protected Disclosure Form, while maintaining the confidentiality.
- The Protected Disclosure made by the Whistle Blower must be genuine with adequate supporting data/proof. If it is established that the allegation was made with mala-fide intentions or was frivolous in nature, or was not genuine, the Whistle Blower shall be subject to Disciplinary Action.
- The Whistle Blower may also choose to be anonymous. However, it may sometimes be difficult or even impossible to thoroughly investigate the disclosures that are made

anonymously. The Whistle Blower is, therefore, strongly encouraged to share his/her identity when making the disclosure.

- In case of anonymous disclosure, Authorized Investigation Officer shall, at his end, examine the possible intentions and genuineness of the disclosure in advance before going ahead with the investigation. In case Authorized Investigation Officer suspects that the allegation has been made with mala- fide intentions or is frivolous in nature, or is not genuine, he can decide to drop the case.

4.2. Confidentiality

- All concerns and issues raised under this Policy shall be treated in a confidential manner except to the extent necessary to conduct a complete, fair and effective investigation.
- Similarly, the identities of the Whistle Blower and the Investigation Subject shall be treated with confidentiality at all times and shall only be disclosed to the investigating team for facilitation of proper investigation, if required.

4.3. Protection to Whistle Blower

- No unfair treatment shall be exhibited towards the Whistle Blower by virtue of his having reported a Protected Disclosure under this Policy and the Company shall ensure that full protection has been granted to him, under the circumstances that Whistle Blower provides complete identity, against:
 - Unfair employment practices like retaliation, harassment, threat or intimidation of termination/suspension of services/contracts, etc. Retaliatory actions will not be tolerated and would result in disciplinary measures, up to and including termination of employment.
 - Direct or indirect abuse of authority to obstruct the Whistle Blower's right to continue performance of his duties/functions during routine daily operations, including making further Protected Disclosures under this Policy.
- The Whistle Blower may also report any violation of the above clause to the Authorized Investigation Officer, who may direct an investigation into the same and decide suitable Disciplinary Action against the concerned.

4.4. Investigation Subject

- Kodixodel reserves the right to inform the Investigation Subjects about the Protected Disclosures made against them at the commencement of the formal investigation process. Investigation Subjects shall have regular opportunities for providing explanation during the course of the investigation process.
- No Investigation Subjects shall directly/indirectly interfere with the investigation process.
- The Investigation Subjects shall not destroy or tamper with any evidence, and shall have a duty to co-operate with the Investigators involved in the inquiry.
- During the course of the investigation, all Investigation Subjects shall have a right to consult any person(s) of their choice, other than the Investigators.
- All Investigation Subjects shall have a right to be informed about the results of the investigation process in writing by the Authorized Investigation Officer's office after the completion of the inquiry. They will be given an opportunity to respond to the inquiry results, as contained in the investigation report.
- Where the results of the investigation highlight that the allegations made against the Investigation Subject are eventually dismissed as untenable, then the Investigation Subject should be consulted whether a public disclosure of the investigation result would be in their best interest. The Authorized Investigation Officer shall have the final discretion on whether

such disclosure is necessary and if yes, then on the scope and medium of such disclosure.

4.5. Investigators

- The Investigator(s) shall conduct the inquiry in a fair and unbiased manner.
- The Investigator(s) shall ensure complete fact-finding.
- The Investigator(s) shall maintain strict confidentiality at all times.
- The Investigator(s) shall derive the outcome of the inquiry and recommend appropriate course of action.
- The Investigator(s) shall document all the concerns along with their outcomes and inform the board at regular intervals or as may be necessary.

4.6. What Should Be Reported

- Financial fraud, embezzlement, or corruption for example any Employee accepting money, loans or any such benefit/privilege from the customers/service providers for e.g. Suppliers, Contractors, Third Party Vendors Stockists, Distributors, Custom House Agents and Freight Forwarders, etc.
- Violations of laws or regulations, including health, safety, and environmental laws, Rights to Intellectual Property and Data Protection.
- Unsafe practices in the workplace.
- Discrimination or harassment, including sexual harassment.
- Violations of Kodixel's policies or ethical standards.
- Any other conduct that could damage the reputation or financial stability of Kodixel.

It is advised that matters related to interpersonal issues, service conditions, organizational policies etc., should be reported through the existing organizational channels addressing such concerns. The Policy should only be used for grave and serious violations of the Company's Code.

4.7. Complaints Against The Investigation Officer

- If a Whistle blower has concerns about the conduct of the investigating officer or believes the investigation is biased or mishandled, they may report these concerns to a designated senior executive or an independent member of the Board of Directors. This additional report should outline the reasons for concern about the investigation's conduct, and an alternative investigator will be appointed to ensure impartiality.

5. REPORTING PROCEDURES

5.1. Raising A Concern:

- **Reporting Channels:**
 - **Whistleblower Hotline:** +91 7771929777
 - **Email:** info@kodixel.com
 - **Protected Disclosure Form** available on our website www.kodixel.com.
 - **In Person:** To be reported directly to the HR Department/Whistleblowing Committee/Managing Director.
- **Whistleblowers are encouraged to provide as much detail as possible including,**
 - Nature of concern/misconduct
 - Date, Time and Location of the incident.
 - Names of individuals involved.

- Supporting Evidence or Documentation if any.

- **Anonymity and Confidentiality**

- Whistle blowers may choose to remain anonymous. All reports, whether anonymous or not, will be treated with strict confidentiality to the fullest extent possible, consistent with the need to conduct an adequate investigation.

5.2. Acknowledgment

- Upon receiving a report, The Investigation Officer/Whistle Blowing Committee will acknowledge the receipt within 3 working days, ensuring that the whistle blower is informed of the next steps.

5.3. Investigation

- All reported concerns will be investigated promptly thoroughly and impartially by The Authorized investigation Officer (or whistleblowing committee if applicable). The investigation shall be conducted in a manner that ensures fairness to all parties involved.
- The investigations shall be launched only after the review of Protected Disclosure by the Authorized Investigation Officer, which establishes that the complaint/report is genuine, complete and is supported by adequate information.
- The Authorized Investigating Officer may consider involving any Internal/External Investigators for the purpose of conducting the investigation based on the nature of the violation.
- The investigation shall be completed as early as possible and any delay beyond a reasonable time period will be justified in the investigation report.

5.4. Outcome

- The findings of the investigation will be documented and appropriate action will be taken based on the results. This may include disciplinary action, legal proceedings, or changes in company policies and procedures.

5.5. Feedback to Whistleblower

- Where possible and appropriate, feedback on the outcome of the investigation will be provided to the whistleblower

5.6. Reporting and Retention of Documents

- The Authorized Investigation Officer shall submit a report to the Board on a regular interval about all Protected Disclosures/Concerns referred to him/her together with the results and actions of the investigations, if any.
- The documentation shall be retained by the Whistle Blowing Committee until 2 years.

5.7. Protection against Retaliation

- Kodixodel is committed to ensuring that whistle blowers who report concerns in good faith are protected from any kind of retaliation. Any form of harassment, discrimination, or adverse employment/trade action against whistle blowers will not be tolerated. Retaliatory action would lead to disciplinary measures up to and including termination of employment.

5.8. False reports

- Any individual who knowingly makes a false report or provides misleading information would be subjected to disciplinary action.
- The Company would seek a legal redressal for repeated incidents comprising of malafied or false reports.

6. TRAINING AND AWARENESS

- Kodixodel will provide regular training and communication to ensure all its employees, on site contractors/vendors and stakeholders are aware of this policy and understand their rights and responsibilities under it.

7. ACCOUNTABILITY AND REVIEW

- Kodixodel holds all employees, especially managers and senior executives, accountable for upholding the principles outlined in this policy. Ensuring compliance with this policy and related procedures is integral to maintaining ethical standards and public trust.
- This policy will be reviewed annually, or as required by the changes in legislation to ensure that it remains relevant and effective. Any amendments will be reviewed to all stakeholders.

8. CONTACT INFORMATION

- **Compliance Officer: +91 7771929777**
- **Human Resource Department; +91 8435103713**

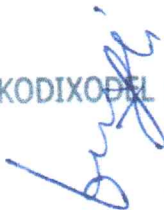
9. PREVENTION OF MISUSE OF POLICY

- 9.1. The Protected Disclosure made by the Whistle Blower must be genuine with adequate supporting proof. The information provided by the Whistle Blower should be on the basis of a direct first-hand experience of the Whistle Blower. It should not be based on any secondary source such as grapevine or any other form of informal communication.
- If the Whistle Blower chooses to disclose his identity to the Authorized Investigation Officer, the authenticity of the Whistle Blower's identity will be established by the Authorized Investigation Officer's Office before considering the case for the purpose of investigation. This shall be done through the contact details provided by the Whistle Blower in the Protected Disclosure Form, while maintaining confidentiality.
 - In case of an anonymous disclosure, Authorized Investigation Officer shall, at his end, examine the possible intentions and genuineness of the disclosure in advance before going ahead with the investigation. In case Authorized Investigation Officer suspects that the allegation was made with mala-fide intentions or was frivolous in nature, or was not genuine, he can decide to drop the case.
 - It is advised that matters related to interpersonal issues, service conditions, organizational policies, etc., should be reported through the existing organizational channels addressing such concerns. The Global Whistle Blowing Policy should only be used for grave and serious violations of the Company's Code.

This Policy supersedes and rescinds all previous policies on this subject matter. The Company reserves the right to amend the Policy at any point in time.

Effective From January 15, 2024.

For KODIXODEL PVT. LTD.


Director