

XPLORE-TECH SERVICES PRIVATE LIMITED

(Fusion Group and Subsidiaries)

WHISTLE BLOWER POLICY



<i>Issuing Authority</i> Fusion	<i>Approving Authority</i> GCHRO	<i>Effective Date</i> 1st October,2022
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PREAMBLE

XPLORE-TECH SERVICES PRIVATE LIMITED (the "**Company**") herein desires to establish a Whistle Blower Committee as per instruction of Management which is voluntary and there is no such mandatory requirement under the relevant laws and statutes which are applicable to the private companies. Company is committed to develop a culture of highest standards of ethical, moral and legal business conduct wherein it is open for communication regarding the Company's business practices, avenues for employees to raise concerns about any poor or unacceptable practice and to protect employees from unlawful victimization, retaliation or discrimination for their having disclosed or reported fraud, unethical behaviour, violation of Code of Conduct, , grave misconduct etc.

The purpose of the policy is to provide opportunity to employees to raise a concern about the serious irregularities within the company and to provide the necessary safeguards to these employees from unlawful victimization. The policy neither releases employees from their duty of confidentiality in the course of work, nor is it a route for taking up a personal grievance. Further, this policy does not protect an employee from an adverse action which occurs independent of his disclosure of irregularities pursuant to this policy.

SCOPE

This policy is applicable to all employees of the Company as defined in this policy. This policy shall come into force w.e.f. 1st October 2022.

DEFINITIONS

"Adverse Personnel Action" means an employment related act or decision or a failure to take appropriate action by managerial personnel which may affect the employee's terms of employment including but not limited to compensation, increment, promotion, job location, job profile, immunities, leaves, training or other privileges.

"Employee" means a permanent employee of the Company whether full time or part time and working in India or outside India.

"GCHRO" means Global Chief Human Resource Officer of the Company.

"Grave misconduct" implies a conduct, which results in a violation of law or in a substantial mismanagement of Company's resources, which, if proved, would constitute a criminal offence or reasonable ground for dismissal of the person engaging in such misconduct.

"Management" shall mean the Board of Directors of the Company.

“Ombudsman” shall mean the employee(s) or agency as appointed by the Management or GCHRO to investigate the Complaint.

“Unethical Behaviour” shall include –

- a) An act which does not confirm to the approved standard of social and professional behaviour;
- b) An act which leads to unethical business practices;
- c) Improper or unethical conduct;
- d) Breach of etiquette or morally offensive behaviour.

“Whistle Blower” is an employee who makes a disclosure under this policy.

INTERPRETATION

The terms that have not been defined in this policy shall have the same meaning as assigned to them in the Company Policies as applicable from time to time.

PROCEDURE FOR MAKING COMPLAINTS

Any employee who comes to know of an instance of fraud, unethical behaviour, violation of Code of Conduct, , grave misconduct etc., may make a complaint giving full details and evidence, if any, to any of the following:

- 1) General Manager, HR, Xplore-Tech Services Private Limited, Y9, EP Block, Sector V, Salt Lake, Kolkata - 700091, India
- 2) Chief Human Resource Officer, Xplore-Tech Services Private Limited, Y9, EP Block, Sector V, Salt Lake, Kolkata - 700091, India
- 3) Directors, Xplore-Tech Services Private Limited, Y9, EP Block, Sector V, Salt Lake, Kolkata - 700091, India
- 4) whistleblower@fusionbposervices.com, by way of an e-mail. This e-mail shall also be accessed by the Human Resource Department.

The complaint may also be made to the GCHRO in other exceptional cases where no action has been taken or where the Management is a part of the said complaint.

The complaint can be made in writing to any of the two above and in case of GCHRO, at the address of the GCHRO which can be availed from the General Manager, HR and it shall be duty of the General Manager, HR to provide the same instantly.

If the whistle blower for any reason wants to remain in-cognition, he can send an anonymous complaint to any two of the above.

Though oral complaints will also be entertained, it is advisable that written complaints are made so that detailed allegations are clearly available and there is no miscommunication.

ACTION BY THE COMPANY

All the complaints received under this policy shall be immediately forwarded to the Board of the Company. If a complaint is oral, it will be recorded in writing by the recipient and then forwarded to Board.

The Board shall designate a full-time senior employee(s) of integrity, independence and fairness as Ombudsman for investigating into the matter.

In case of the complaints received by the GCHRO, the same shall be appropriately and expeditiously investigated. If the circumstances suggest detailed investigation, the GCHRO may appoint a senior person or an independent agency as Ombudsman to investigate in the matter. In this regard, the GCHRO shall have the power to outline the scope and procedure for the investigation.

The GCHRO may also review the appointment of the ombudsman, if requested so by the whistle blower, in case of apprehension of the non-independence or conflict of interests of the ombudsman in due course of investigation.

All complaints will be promptly and discreetly investigated, provided the allegations are reasonably clear and specific. An investigation of vague or unspecified alleged wrongdoings without verifiable evidence adduced may not be undertaken. In case any ombudsman has a conflict of interest in the matter (i.e., there is a possibility that his personal interests may not ensure fair enquiry), he/they will promptly inform the GCHRO, as the case may be, of his/their interest, who may then appoint some other person(s) in his/ their place.

The investigations shall be conducted in such manner, at such time and at such venue as may be deemed appropriate by the ombudsman. The ombudsman shall have the power to take oral evidence or written statements of various persons including the whistle-blower and may call for necessary documents in evidence. All employees of the Company shall have a duty to cooperate with investigations initiated under this Policy.

The Ombudsman shall keep the Board and also the GCHRO informed of the complaints received and being investigated, as far as it is practicable, and the integrity of the investigation is not hampered. However, except to the extent required by law, and except to the extent required to be communicated to directors/ executives of the Company, such complaints shall be kept confidential.

Upon completion of investigation, the Investigating Team shall present its Report to the GCHRO, as the case may be. Where wrongful, unethical or illegal conduct is established on the part of any employee of the Company, the GCHRO shall recommend appropriate disciplinary action against such employee, which could include termination of employment, to Board of the Company.



The Board would then take appropriate disciplinary action against the concerned employee; the result of investigation will also be notified to the whistleblower.

Complaints filed under this Policy will be recorded in a Register to be maintained by the Human resource department, who shall maintain all related documents for five years. All such documents shall be kept confidential by the Human Resource Department.

NON-VICTIMIZATION

It is hereby declared that there will be no adverse personnel action, victimization, retaliation or discrimination against the whistleblower. If a whistleblower has been victimized, discriminated or retaliated against, he or she may lodge a written complaint to the GCHRO. Such complaints shall be investigated as deemed fit by the GCHRO. If as a result of such investigations, an employee is found to have taken adverse personnel action, victimized, or discriminated or retaliated against whistle-blower, the GCHRO may recommend action against such employee, which could include termination of employment. The Board shall take appropriate action on the basis of the recommendation of the GCHRO.

The above protection against victimization, retaliation or discrimination will also be available to employees who offered evidence or made written statements or otherwise participated in the investigations.

WARNING

It may be noted that an employee who knowingly makes frivolous, misleading or false complaints, or without a reasonable belief as to truth or accuracy of the complaint, will not be protected by this Policy and may be subject to disciplinary action, including termination of his/her employment. This will also apply to those employees, who make false statements or give false evidence during the investigations.

ADDITIONAL ENFORCEMENT INFORMATION

In addition to the Company's internal complaint procedure, employees might also be aware that certain law enforcement agencies are authorized to review potentially fraudulent reports of financial information. Certain violations of the Company's policies and practices could even subject the Company and any individual employees involved to civil and criminal penalties.

Nothing in this Policy is intended to prevent an employee from reporting information to the appropriate agency when the employee has reasonable cause to believe that a violation of a law has occurred.

NOTIFICATION

The human resource department is required to notify and communicate the policy to the employees of the company and shall certify the same to the General Manager, HR. The new employees shall also be informed about the policy and certificate in this regard should be submitted to the Compliance Officer by the human resource department on quarterly basis.

REVIEW OF COMPLAINTS BY GCHRO

A summary of complaints received under this Policy along with the results of investigation and action taken, if any, will be placed before the GCHRO on a quarterly basis for review.

MODIFICATION

This Policy may, from time to time, be modified, as deemed fit by the Board of Directors or the GCHRO. The Board of Directors or the GCHRO may also make changes in the appointment of ombudsman.

This policy is reviewed annually and it remains valid for FY2023-24
