



Whistleblower Policy

NANGIA & CO LLP

Whistleblower Policy Introduction

The firm believes in the conduct of its affairs in a fair and transparent manner by adopting commitments to the highest levels of ethics, professionalism, honesty, and integrity. We understand that this is crucial to our continued success and reputation.

It is the responsibility of all personnel, regardless of designation, employment status, function, location, business unit, of the Firm to speak up and report unethical and improper practices or any other wrongful conduct. At the same time, the Firm is committed to developing a culture where it is safe for all personnel who report, in good faith, suspected violations or unacceptable practice and any event of misconduct without adverse consequences to the individual who so reports.

The Firm's Whistleblower Policy ("Policy") is an essential element to provide an opportunity to all personnel and the Firm's business partners to report an incident of any corrupt, illegal, or other undesirable conduct.

This Policy describes the reportable conduct, protections available to Whistleblowers and complaint, incidence handling mechanism.

Purpose of this policy

The Policy has been developed considering the professional standards and current leading practices relating to the Whistleblowers' protection with an aim to foster a speak-up culture amongst the personnel of the Firm. The Designated Committees, including the Ethics and Compliance Committee (the "ECC") will be set up for assessing and addressing the concerns reported by Whistleblowers and overseeing policy implementation and effectiveness.

Applicability

This Policy applies to all the all personnel, regardless of designation, employment status, function, location, and business unit of the Firm.

Whistleblower Policy

Definitions

Disciplinary Action: Any action that could be taken on the completion of investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties, dismissal, termination or any such action as is deemed to be fit considering the gravity of the matter and circumstances of the individual.

Ethics and Compliance Committee (ECC): Committee formed to manage and address the Protected Disclosures and to assist personnel, vendor, external agent, representative, business partner, contact to report unethical concerns, headed by the Managing cum Executive Partner of the firm.

Investigation Team: An internal Firm's team or external agency (if required) nominated by the ECC to investigate Protected Disclosures and/or a specific Protected Disclosures.

Investigation Report: A report prepared by the Investigation Team on the findings arising from the investigation.

Protected Disclosure: A Reportable Disclosure made by a Whistleblower in accordance with this Policy.

Personnel

Any individual directly or indirectly in contractual relationship with the Firm regardless of designation, employment status, function, location, or business unit

Subject

Refers to alleged personnel/individual against whom the Whistleblower has made a Protected Disclosure or complaint.

Whistleblower

Any current or former personnel, client, vendor, service provider, external agent, representative, affiliate, business partner, who discloses or demonstrates conclusive and effective evidence of any unethical activity or any misconduct that may constitute a breach of the Firm's codes of conduct, policies or legal or regulatory obligations.

Reportable Disclosure

Reportable Disclosure is anything that has reasonable grounds to suspect any instances of misconduct, or an improper state of affairs or circumstances. A few examples of Reportable Disclosure include but are not limited to:

- Unethical conduct
- Abuse of authority.
- Non compliances with legal or regulatory requirements
- Independence Issues
- Conflicts of interests
- Non compliances with the codes of conduct, policies, or rules of the Firm.

When to make a disclosure?

Before making a disclosure, you should satisfy yourself that you have reasonable and legitimate grounds to suspect Reportable Disclosure and it should be made in good faith and should not be a route for raising malicious or unfounded allegations against others. The disclosure to be made herein should be to the ECC internally and not to any third party, otherwise, the same shall be considered as a case of defamation.

How to make a disclosure?

- A Whistleblower can make a Protected Disclosure using any of the following modes:

Modes	Details	Availability
Web Portal	https://www.nangia.com/your-query/	24 x 7
Email	nangia@nangia.com	24 x 7

- Anonymous complaints, whilst accepted, are neither encouraged nor investigated. However, sharing the identity is encouraged to investigate the complaint in a more quick and efficient manner.
- The Whistleblower shall receive an acknowledgement of the receipt of the reported violation or suspected violation within Seven (7) business days.
- When the complaints are made and disclosures are done, firm shall investigate the same and if it's found that the complaint made was bogus, mala-fide or illegitimate, then it shall not be processed for further investigation.

a. What disclosure should include:

A Whistleblower should share as much information in the Protected Disclosure as available with him/her with respect to the concern, including:

- Whistle-blower name and contact details (Preferred)
- Concerned Issues identified.
- How were the issues identified?
- Any witnesses.
- Any potential documentary evidence or data; and
- Any other information is required for disclosure.

Complaint's categorization

All the complaints/concerns/Reportable Disclosures reported via any of the modes mentioned above will be taken into consideration by ECC and a unique case number will be assigned to it.

Priority: Each complaint will be taken seriously and prioritized based on one or more of the following factors:

- The magnitude of consequences of the reported concern.
- Availability of specific information i.e., name(s) of the person involved, date, time, location, details of the concern, witnesses, evidence available (if any).
- The probability of effect i.e., the probability that the concern will materialize.
- Impact: The severity of the complaint i.e., act or damage it can cause to the Firm or its personnel.

Management, monitoring and governance of the process.

- ECC shall acknowledge the complaint/Reportable disclosure, as aforesaid.
- The composition of the ECC shall be as follows;
- The ECC will be a stand-alone committee. The committee will be chaired by the Firm's Chief Executive/Managing Partner. ECC will have at least three members to be led by the Managing Partner, the Firm's Chief Accounts Officer (CAO) and the Firm's Legal and Risk Management Leader (LRM Leader) with whatever respective designation. In addition, up to two more members may be appointed or replaced by the Managing Partner, depending on a case-to-case basis.
- Actions and decisions of the ECC shall be taken by a simple majority vote of the members and voting at a meeting with, if
- necessary, the Chair having a casting vote.
- In case, a complaint or an allegation is against the any member of ECC, Executive cum Managing Partner, shall directly receive it.

Complaints Redressal Mechanism

- The ECC chair shall make a preliminary evaluation and may make a recommendation as follows: 1) further investigation including POSH matters, OR 2) dismissed because of lack of evidence.
- The ECC Chair shall decide how each complaint is to be addressed and the composition of relevant investigation team. The ECC shall be responsible for addressing each complaint forwarded to it and how each complaint is to be addressed and the composition of the relevant investigation team. The investigation team may be an internal or external agency; standing committees of the Firm; ad hoc committees of the Firm; specially set up investigation team; or any other appropriate body.
- ECC shall assess the gravity of the complaint. If upon the assessment, it is found that the complaint has no basis, is not of substance, or is not a matter to be investigated under this Policy, it may be dismissed at this stage and the decision will be communicated to the complainant accordingly.
- Subject shall have a duty to co-operate with the ECC and will not compromise self- incrimination protections available under the applicable laws.
- Subject has a right to consult with a person or persons of their choice, other than the ECC.
- Subject has a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed, or tampered with, and witnesses shall not be influenced, coached, threatened, or intimidated by the Subject.
- Unless there are compelling & confidential reasons not to do so, Subject will be informed of the investigation and will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is reasonable evidence in support of the allegation.
- Subject has a right to be informed of the outcome of the investigation if allegations are not sustained.

Complaint's closure

- a. If an investigation determines that an improper or unethical act has been committed, the ECC shall recommend to the Chair (i.e. Managing Partner), for implementation, appropriate action including but not limited to any of or a combination of the following –
 - Termination or cancellation of the contractual arrangements pertaining to relevant individual.
 - Financial penalties.
 - Ineligibility for performance or other bonuses.
 - Impact upon appraisal rating.
 - Demotion.
 - Withdrawal of non-statutory benefits for a specified period.
 - Initiation of legal action.
 - Blacklisting of third party.
 - Order not to re-employ.
 - Recovery of legal and investigation charges.
 - Termination or suspension from duties.
- b. The decision of the Firm shall be final and binding.
- c. The investigation shall typically be completed within 60-90 days of the receipt of Protected Disclosure and is extendable by such period as the ECC deems fit.

Responsibilities of the Whistleblower

The intent of this policy is to bring genuine and serious issues before it and it is not intended for petty disclosures. The Firm strongly encourages whistleblowers to have appropriate evidence, before any complaint/ allegation is made. Personnel and third parties are expected to exercise their rights under this policy in a judicious manner by adhering to the following guidelines:

- d. Avoid anonymity when raising a concern.
- e. Follow the procedures prescribed in the Policy for making a disclosure.
- f. Bring to the timely attention of the Firm any improper practice he/she becomes aware of. Delaying reporting may lead to loss of evidence and financial loss to the Firm.
- g. Cooperate with the Investigation Team and maintain full confidentiality and not disclose any facts of the protected disclosures to any third party other than ECC.

Protection to the Whistleblower and Investigation Team

The Firm assures whistleblower complete protection as well as confidentiality. Protections under the Whistleblower policy includes:

a. Protection of identity

If the Whistleblower does not wish to disclose his or her name while making a disclosure, the identity of the Whistleblower and ECC (investigation team) shall be kept confidential.

While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, 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 a Whistleblower knowing it to be false or bogus or with mala fide intention.

Whistleblowers, who make any disclosure of concern, which have been subsequently found to be mala-fide, frivolous or malicious, shall be liable to disciplinary action in line with the Firm's policy.

Secrecy/ Confidentiality

The Whistleblower, the Subject, the Administrator and Investigation Team and everyone 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 and investigations.
- d. Do not keep the papers unattended anywhere at any time.
- e. keep the relevant electronic mails/files under password protection and adequate security.

Amendment

The Firm has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.