

Whistleblower Policy

The Feedback Group – including Feedback Infra, its subsidiaries and associate companies, is committed to conducting its affairs ethically and lawfully. The Group's philosophy on ethics and proper conduct is built on a rich legacy of fair, transparent and effective governance. It is guided by our DISHA - Our Purpose, Values, Vision and Goals. This policy extends to Feedback Infra Private Limited, Feedback Energy Distribution Company Limited, Feedback Brisa Highways OMT Private Limited, Feedback Power Operations & Maintenance Services Private Limited and Mission Holdings Private Limited, hereinafter referred to as 'Feedback Group' or 'Feedback' or 'Group'.

1. Objective of the Whistleblower Policy:

1.1. The objective of the policy is to uphold the DISHA values universally, build and strengthen a culture of transparency and trust within Feedback and ensure that the conduct of business across the Group is ethical, fair and transparent while being efficient and effective. This policy seeks the support of Feedbackers to report significant deviations and report any non-compliance and wrong practices.

Through this policy, we intend to:

- 1.1.1. enable all the concerned to whom this policy would be applicable to voice concerns - in a responsible and effective manner;
- 1.1.2. provide a platform for Whistle Blowers to disclose information internally, which he/she believes shows serious malpractice, impropriety, abuse or wrongdoing within the organization - without fear of reprisal;
- 1.1.3. enable disclosure of information (as found above), independently of line management or the person dealing with the Whistle Blower (although in relatively minor instances the immediate Line Manager or the concerned person, as the case may be, would be the appropriate person to be informed)
- 1.1.4. ensure that no Whistle Blower feels that he/she is at a disadvantage to raise legitimate concerns.

2. Applicability:

2.1 This policy applies to all employees within the Feedback Group including Permanent Employees, Retainers, Trainees and the Directors serving on the Boards of Feedback Group Companies. The outsourced or contract resources and the employees of the vendors engaged by Feedback for serving the clients and those employees of vendors who work on the premises of Feedback Group entities can also be whistle blowers in accordance with the terms of this Policy. The outsourced or contract resources and the vendors may blow the whistle by referring the matter to dedicated email provided in this Policy. All such persons referred to in this clause, who may blow the whistle, would hereinafter be referred to as a 'Whistle Blower'.

3. Scope:

- 3.1.** The Whistleblower Policy is an extension of our Code of Conduct. A Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- 3.2.** Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Ethics Committee or the Investigators.
- 3.3.** It should be emphasized that this policy is intended to assist employees who believe they have discovered malpractice, impropriety, abuse or wrongdoing. It is not designed to question financial or business decisions taken by the Company nor should it be used to reconsider any matters, which have already been addressed pursuant to disciplinary or other procedures of the Company. This policy shall not cover career related or other grievances.
- 3.4.** A whistle blowing event will be considered as one that has been registered with the Ethics Committee in writing and the Committee has prima facie decided to evaluate the case. Frivolous and bogus complaints are strictly prohibited. Concerns expressed anonymously will not be entertained.
- 3.5.** This policy is intended to provide protection to genuine Whistle Blowers from any unfair treatment as a result of their disclosure.

4. Procedure:

- 4.1.** What constitutes Malpractice, Impropriety, Abuse or Wrongdoing?
 - 4.1.1. Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel)
 - 4.1.2. Breach of any Policy or Manual or Code adopted by any entities of the Feedback Group.
 - 4.1.3. Health and safety risks, including risks to the public as well as other employees
 - 4.1.4. Fraud and corruption (including soliciting or receiving any gift/reward as a bribe)
 - 4.1.5. Any instance of failure to comply with legal or statutory obligation either for and on behalf of the Company or in any personal capacity in the course of discharging duties of the Company
 - 4.1.6. Any instance of any sort of financial malpractice
 - 4.1.7. Manipulation of Company data/records
 - 4.1.8. Abuse of power and authority by any official of the Company
 - 4.1.9. Any other unethical or improper conduct
 - 4.1.10. An act of discrimination or sexual harassment
 - 4.1.11. Any act with the intention of unethical personal gain

4.2. Reporting a Concern

4.2.1. How to disclose a concern?

- 4.2.1.1. It is perfectly acceptable for the employee to discuss his/her concern with a colleague and it may be more comforting to raise the matter if there are two (or more) employees who share the same concern.
- 4.2.1.2. An employee intending to make any disclosure of a concern is required to disclose all relevant information regarding the concern not later than one-year from the day on which he/she knew of the concern.
- 4.2.1.3.A Whistle Blower who is other than an employee should not discuss his/her concern with any employee of Feedback Group, instead, he should report the concern to a dedicated email provided in this policy.

4.2.2. To whom/where to disclose the concern?

- 4.2.2.1. In most cases, an employee's reporting manager is in the best position to address an area of concern. However, if the employee is not comfortable speaking with the reporting manager or is not satisfied with the reporting manager's response, the employee is encouraged to write to any of the Ethics Committee members.
- 4.2.2.2. The complaint can also be lodged over email to Empower or by sending the details in writing to the Ethics Committee.
- 4.2.2.3. The Whistle Blower who is other than an employee of Feedback Group should report the concerns in accordance with this policy by writing an email to **empower@feedbackinfra.com**

4.3. Investigation

- 4.3.1. Once any disclosure of concern has been made by the Whistle Blower, the Ethics Committee shall pursue the following steps:
 - 4.3.1.1. Obtain full details and clarifications of the complaint.
 - 4.3.1.2. Prepare a detailed written report, not later than 45 days from the disclosure of the concern.

4.3.1.3. The Ethics Committee may consider the involvement of ‘investigators’ to pursue the investigation. Investigators would for the purpose of this policy mean ‘persons authorized, appointed, consulted or approached by the Ethics Committee and is inclusive of but not limited to the Company's Auditors or the Police or any other external investigation agency or person.’

4.3.1.4. Fully investigate into the allegation with the assistance where appropriate, of other individuals / bodies.

4.4. Procedure to be pursued by the Ethics Committee

- 4.4.1 The Committee will, based on the findings in the written report and after conducting further investigation as it may deem fit, come to a final decision in the matter not later than 60 days from the date of the receipt of the written report.
- 4.4.2. If the complaint is proven to be justified, then the Committee shall recommend disciplinary or other appropriate action against the defaulting employee as per Feedback Group procedures.
- 4.4.3. All decisions by the Committee shall be by way of a simple majority. In the case of a tie, the matter should be referred to the Appellate Authority for a final decision in the matter.

5. Appeal against the decision of the Committee:

5.1. If the Complainant or the person complained against is not satisfied with the decision of the Committee, then either of the Parties could appeal against this decision before the Appellate Authority and the decision of the Appellate Authority in the matter will be final and binding on all the parties. Appropriate appeal procedure may be formulated by the Committee.

6. Reply to the Whistle Blower:

6.1. Whilst the purpose of this policy is to enable the Feedback Group to investigate concerns raised by the Whistle Blower and take appropriate steps to deal with it, Feedback Group will give the Whistle Blower as much feedback as Feedback Group can.

6.2. **Feedback Group** may not be able to inform the Whistle Blower the precise action Feedback Group takes in cases where this would infringe a duty of confidence owed by Feedback Group to someone else.

7. Assurances for the Whistle Blower:

- 7.1.** If a Whistle Blower raises genuine concern under this policy, he/she will not be at risk of losing his/her job or the work nor will he/she be suffering from any form of retribution as a result. If one is acting in good faith it does not matter if one is mistaken.
- 7.2. Feedback Group** will not tolerate any harassment or victimization (including informal pressures) of/against the disclosing Whistle Blower and will take appropriate action to protect the Whistle Blower when he/she raises a concern in good faith.
- 7.3.** If the Whistle Blower asks for protection of his/her identity, Feedback Group will not disclose it without his/her consent. However, it is possible that Feedback Group will be unable to resolve the concern raised without revealing the Whistle Blower's identity (e.g. required for conducting an effective investigation or when evidence is needed in a Court). But if this occurs Feedback Group will discuss with the Whistle Blower concerned how Feedback Group plans to deal with the case and based on the discussion, the Whistle Blower can proceed further in the matter and decide accordingly.

8. Anonymous Allegations:

- 8.1.** This policy encourages Whistle Blower to put his/her name to any disclosures he/she makes in writing. Concerns expressed anonymously will not be entertained.
- 8.2.** While this policy is intended to protect genuine Whistle Blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited.

9. Complaints of retaliation as a result of disclosure:

- 9.1.** If a Whistle Blower believes that he or she has been retaliated against in the form of an adverse (personnel) action for disclosing concern under this policy he/she may file a written complaint to the Ethics Committee requesting an appropriate remedy.
- 9.2.** An employee who retaliates against someone who has reported a violation in good faith is subject to disciplinary action upto and including termination of employment.

10. Suggestive Punitive Actions:

- 10.1.** Depending on the nature of the complaint, the concerned employee, at the onset of formal investigations, may be informed of the allegations against him/her and have opportunities to give his/her inputs during the investigation. An employee shall be subject to disciplinary action, if the employee fails to cooperate in an investigation or deliberately provides false information during the investigation.
- 10.2.** The following punitive actions could be taken against employees, where the committee finds the accused guilty. These are only suggestive actions and the committee may decide on the actions to be taken on a case to case basis, depending on the gravity of the offence:
- 10.2.1. Counseling & warning letter
 - 10.2.2. Withholding of promotion/increments
 - 10.2.3. Bar from participating in performance review cycle
 - 10.2.4. Termination from services

11. Ethics Committee:

- 11.1** The Ethics Committee of the Feedback Group would be constituted of following members:
- a. Mr. Pankaj Sachdeva – President & Group CFO
 - b. Mr. Rajeevan K.N. – Vice President, HCD
 - c. Mr. Basant Kumar, Advisor
 - d. Ms. Rumjhum Chatterjee – Group Managing Director, HCD (Member Secretary)
 - e. If the reported concern would pertain to an entity of Feedback Group other than Feedback Infra Private Limited, the Members of Ethics Committee may with unanimous consent co-opt a member who would be a senior employee of the entity against which the matter would have been reported.
 - f. In all the circumstances the **Appellate Authority:** Mr. R.S. Ramasubramaniam, Co-Chairman unless otherwise approved by the Audit Committee of Feedback Infra Private Limited.

12. Retention of documents:

- 12.1.** All Whistle blower concerns, in writing or documented along with the results of investigation relating thereto shall be retained in the custody of Member Secretary of Ethics Committee.

13. Amendment:

- 13.1.** The amendment, if any, to this policy would be carried out with the consent of the Audit Committee of Feedback Infra Private Limited which would be applicable to all the entities of Feedback Group. However, no such amendment or modification will be binding on the employees unless the same is notified to all concerned.