

## **WHISTLE BLOWER POLICY**

### **1. PREFACE**

India Lease Development Limited has formulated the policy that should govern the actions of the Company, Directors and its employees. The company believes in the conduct of the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and it is committed to developing a culture where every employee is safe to raise concerns about any poor or unacceptable practice and any event of misconduct.

In accordance with the ILD's Code of Conduct, the Company encourages reporting of concerns or making disclosures when they become aware of any actual or potential violation of our ILD's Code of Conduct, policies or law. The Company also encourages reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, mandates the following classes of companies to constitute a vigil mechanism for their directors and employees to report their genuine concerns or grievances—

- Every listed company;
- Companies which accept deposits from the public;
- Companies which have borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Further, Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), inter alia, provides for the listed entity to devise an effective vigil mechanism / whistleblower policy enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time prescribes that all listed companies should have a whistle blower policy to enable employees to report instances of leak of unpublished price sensitive information.

Accordingly, this Whistleblower Policy ("the Policy") has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the Chairman of the Audit Committee or Company Secretary of the Company

## 2. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below. Capitalised terms not defined herein shall have the meaning assigned to them under the ILD's Code of Conduct.

**"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.

**"Employee"** means every employee of the Company..

**"ILD's Code of Conduct"** means the India Lease Development Limited Code of Conduct.

**"Director"** means director on the board of the Company

**"Investigators"** mean those persons authorised, appointed, consulted or approached by the Chairman of the Audit Committee/Company Secretary and includes the auditors of the Company and the police.

**"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity, including leak of unpublished price sensitive information.

**"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.

**"Whistleblower"** means an Employee or Director making a Protected Disclosure under this Policy.

**"Unpublished Price Sensitive Information"** is as defined under Regulation 2(1)(n) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the ILD's Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.

## 3. SCOPE

- i. This Policy is an extension of the ILD's Code of Conduct. The Whistleblower'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.

- ii. Whistleblowers 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 Chairman of the Audit Committee/Company Secretary or the Investigators.
- iii. Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee/ Company Secretary, as the case may be.

#### **4. ELIGIBILITY**

All employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

#### **5. DISQUALIFICATIONS**

- i. 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.
- ii. Protection under this Policy would not mean protection from disciplinary action arising out of false or frivolous allegations made by a Whistleblower knowing it to be false or frivolous or with a *mala fide* intention.
- iii. Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be *mala fide*, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

#### **6. PROCEDURE**

- i. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- ii. The contact details of the Chairman of the Audit Committee and the Company Secretary of the Company are as under:-

**Chairman of Audit Committee**

**Shri Dinesh Agnani**

**MGF House, 4/17-B, Asaf Ali Road, New Delhi – 110002**

**Email: [dineshagnani@indiaease.com](mailto:dineshagnani@indiaease.com)**

**Company Secretary**

**Shri Rohit Madan**

**India Lease Development Limited**

**MGF House, 4/17-B, Asaf Ali Road, New Delhi – 110002**

**Email: rohitmadan@indialease.com**

- iii. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee/Company Secretary, the same should be forwarded to the Chairman of the Audit Committee/Company Secretary for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- iv. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- v. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee/Company Secretary, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- vi. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- vii. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblowers.

## **7. INVESTIGATION**

- i. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit Committee/Company Secretary of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand. In case where a company is not required to constitute an Audit Committee, then the Board of directors shall nominate a director to play the role of Audit Committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.

- ii. The Chairman of the Audit Committee/Company Secretary may at its discretion, consider involving any Investigators for the purpose of investigation.
- iii. The decision to conduct an investigation taken by the Chairman of the Audit Committee/Company Secretary is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- iv. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- v. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- vi. Subjects shall have a duty to co-operate with the Chairman of the Audit Committee/Company Secretary or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- vii. Subjects have a right to consult with a person or persons of their choice, other than the Company Secretary/ Investigators and/or members of the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- viii. Subjects have 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 Subjects.
- ix. Unless there are compelling reasons not to do so, Subjects 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 good evidence in support of the allegation.
- x. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- xi. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

**8. PROTECTION**

- i. No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.
- ii. A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- iii. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Chairman of the Audit Committee/ Company Secretary (e.g. during investigations carried out by Investigators).
- iv. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

**9. INVESTIGATORS**

- i. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee/Company Secretary when acting within the course and scope of their investigation.
- ii. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- iii. Investigations will be launched only after a preliminary review which establishes that:

- i. the alleged act constitutes an improper or unethical activity or conduct, and
- ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

**10. DECISION**

If an investigation leads the Chairman of the Audit Committee/Company Secretary to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee/Company Secretary shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee/Company Secretary deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

**11. REPORTING**

The Company Secretary shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

**12. RETENTION OF DOCUMENTS**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of eight years.

**13. 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. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to the Employees and Directors in writing.



## **WHISTLE BLOWER POLICY**

1. The company believes in the conduct of the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and it is committed to developing a culture where every employee is safe to raise concerns about any poor or unacceptable practice and any event of misconduct.
2. Section 177 read with Rule 7 of the Companies (Meetings of Board and its Powers), 2014 and revised clause 49 of the Listing Agreement provides a mandatory requirement for all listed companies to establish the Whistle Blower Policy for Directors and employees to report concerns about unethical behavior actual or suspected fraud or violation of any of law or company's code of conduct, mismanagement, gross waste or misappropriation of company's funds.
3. Where violation does not affect an individual directly but is detrimental to the organization interest and also where individuals hesitate to report such violation out of fear and indifference, the Whistle Blower Policy provide a way for an individual to report violation without fear of victimization.
4. Before reporting such events, the director/employee has to ascertain that a violation has actually occurred and that the act is not based on what can be termed as a normal business decision.
5. In all such cases, the Director/employee, will address the complaint to any member of the Audit Committee along with the available details and evidence to the extent possible. The complaint should be in writing in a sealed envelope. Identity of the complainant will be kept secret. No anonymous complaint will be entertained.
6. Whistle Blower will be protected from any kind of discrimination, harassment, victimization or any other unfair employment practice.
7. The Audit Committee will decide the case and recommend action which is deemed fit considering the gravity of the matter after completion of investigating proceedings within four weeks to the Chairman of the Audit Committee. Any action to be taken may not be communicated to the original complainant. However, an opportunity will be provided to the person involved.
8. Any two members of the Audit Committee will report to the Chairman of the action to be taken.
9. The Director in all cases and Employee in appropriate or exceptional cases will have direct access with the Chairman of the Audit Committee.