

IPE GLOBAL LIMITED, NEW DELHI

THE WHISTLEBLOWER POLICY

A. General

IPE Global Limited (IPE Global), New Delhi (hereinafter referred to as “the Company”) seeks to develop and promote a culture in which strong sense of personal responsibility underpins adherence to Corporate Policy. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

The Company believes in accountability and transparency as a mechanism to enable all staff members to voice concerns internally in a responsible and effective manner when they discover information which they believe shows serious malpractice.

B. References

This document is intended to provide guidance and should be read in conjunction with:

- i. The Whistleblowers Protection Act, 2011, Government of India;
- ii. IPE Global Anti-Fraud and Anti-Corruption Policy;
- iii. IPE Global Conflict of Interest Policy;
- iv. IPE Global Employee Code of Conduct;
- v. IPE Global Policy on Prevention of Sexual Exploitation and Abuse;
- vi. Other Corporate Policies in relation to investigative guidelines.

C. Purpose

The Whistleblower Policy (hereinafter referred to as “the Policy”) reinforces the value the Company places on its staff members, to be honest and respected members of their individual professions. It establishes a mechanism to receive bona fide concerns/ disclosure on any allegation of malpractice or to inquire or cause an inquiry into such disclosure and to provide adequate safeguards against victimisation of the person making such disclosure and for matters connected therewith and incidental thereto.

D. Scope

This policy applies to entire workforce in the Company involving staff members, whatever their status (including those on contract), subcontractors, sub-consultants, and/ or any other parties having business relations with the Company. Also, this policy applies to all branch offices and subsidiaries – Triple Line Consulting Limited, United Kingdom; IPE Global (Africa) Limited, Kenya; branch offices in Ethiopia, Philippines, Myanmar and Bangladesh.

E. Definitions

1. Whistleblowing

Whistleblowing is a confidential disclosure by a staff member of the Company, encountered in the workplace related to perceived wrongdoing. The company considers such wrongdoing to include:

- An illegal act, whether it is a civil or criminal offence;
- General malpractice such as immoral, unethical or illegal conduct. For example, where someone’s health and safety has been put in danger;
- Potential violations of IPE Global Employee Code of Conduct that entails potential harm to the Company’s reputation;
- Abuse of authority for impermissible or concealed purposes;
- Potential violations of IPE Global ~ Anti-Fraud and Anti-Corruption Policy;
- Potential violations of IPE Global ~ Conflict of Interest Policy;
- Potential violations of IPE Global ~ Prevention of Sexual Harassment Policy;

- Potential violations of IPE Global ~ Policy on Prevention of Sexual Exploitation and Abuse;
- Potential violations in financial reporting, accounting, auditing or internal control rules and procedures, etc.;
- Willful misuse of discretion by virtue of which demonstrable loss is caused to the Company or demonstrable wrongful gain accrues to staff member or any third party.

2. Whistleblower

Anyone who makes a confidential disclosure of malpractices occurring in the Company. Whistleblowers can be employees, suppliers, contractors, beneficiaries, clients or any individual who somehow become aware of violations taking place in the Company either by witnessing the same or being told about it.

3. Confidential Disclosure

Any communication made by Whistleblower, in good faith, which discloses or demonstrates information that may evidence unethical or improper behaviour.

F. Eligibility

All Staff members of the Company are eligible to make the confidential disclosure under this Policy.

Staff members 'turning a blind eye' or simply failing to report their suspicions of misconduct can result in liability for both the Company and the Staff members concerned. All Staff members and Directors have an affirmative duty to and must report their suspicions or knowledge of misconduct within the Company or by anyone with whom the Company does business.

G. Roles and Responsibilities

1. Managing Director

As the custodian of IPE Global Whistleblower Policy, Managing Director (MD), IPE Global, approves the Policy and its subsequent revisions.

MD has an overall responsibility for ensuring that this Policy complies with legal and ethical obligations and all Directors of the Company comply with it.

2. Head of Corporate Risk and Compliance

Head of Corporate Risk and Compliance (CRC) has a primary responsibility for implementation of this Policy throughout the Company. In addition, Head of CRC is responsible for conducting preliminary investigations on report(s) of malpractices or wrongdoings. Any reported misconduct will be initially investigated by CRC department as per the laid down procedure {refer (H)(2)(b) – Investigations}.

3. Head of Department(s)

Head of Department(s) (HoDs) are responsible for making themselves familiar with the types of misconduct that might occur and to be alert for any indication of improper activity and to maintain controls to avoid such occurrences.

HoD's at all levels should ensure that those who report to them are aware of and understand this Policy and what is expected of them.

4. Human Resources (HR)

Human Resource (HR) department is responsible for disseminating the Policy to all Staff members of the Company and its subsidiaries through internal communication channels. In addition, HR department shall ensure all Staff members understand the Policy and acknowledge the receipt.

HR department will bring this Policy to the attention of new joinee(s) as part of induction process.

H. Policy

The Company strives to promote highest ethical standards at all levels. Towards this end, the Company maintains a workplace that facilitates the reporting of potential violations of Corporate Policies and applicable laws. It is the Company's policy that staff members with issues or concerns regarding ethical or compliance matters have appropriate channels through which to report their issues or concerns. Following receipt by the Company, such reports are considered and addressed in an appropriate manner.

1. Fundamental Elements of the Policy

- i. **Victimisation:** The Company recognises that decision to report a concern can be a difficult one to make, not least because of the fear of reprisal from those responsible for the misconduct. The Company has zero tolerance policy against reprisals and will not tolerate harassment or victimisation and will take firm action to protect staff members who raise a concern in good faith.
- ii. **Confidentiality:** The Company will endeavour to protect an individual's identity at all stages in any internal matter. It must be appreciated that while the Company can provide internal confidentiality, however, the investigation process may inadvertently reveal the source of the information. Also, the Company cannot guarantee internal confidentiality will be retained if external legal action arising out of any civil or criminal proceedings flows from the disclosure.

The Company is not accountable for maintaining confidentiality where the Whistleblower has told others of the alleged misdemeanour.

2. Procedure

a. Disclosure

- i. Every disclosure made under this policy shall be treated as confidential disclosure and shall be made before the competent authority.
- ii. Every disclosure shall be made in good faith and not made maliciously or for personal gain. A person making disclosure shall make a personal declaration stating that he/ she reasonably believes that the information disclosed by him/ her and allegation contained therein is substantially true.
- iii. Every disclosure shall be made in writing or by electronic mail (email) message in accordance with the procedure as may be prescribed and contain full particulars and be accompanied by supporting documents, or other materials, if any.
- iv. The disclosure made under this Policy should be factual and not speculative or in nature of 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 preliminary investigations. In brief, the following information should be included in the disclosure (whistleblowing) report:
 - What has happened? (Please be as detailed as possible in your description).
 - When and where did it happen?
 - Who was involved?
 - Can this be expected to happen again? If so, when and where?
 - Who else knows about the above or has access to relevant information?
 - Is there any documentation or are there other facts that can be used as evidence?
 - Is there any other information that may be relevant or necessary for the investigation?

- v. All individuals wishing to disclose a concern are encouraged to put their names and other contact details in the whistleblowing report. Concerns expressed anonymously are sometimes difficult to pursue if other attributable sources or evidence cannot be found. Under anonymous disclosures, it may not be possible to interview the Whistleblowers and grant him/ her protection under this Policy.

If any staff member or any other person is not willing to disclose the misconduct in writing, he/ she may get his/ her statement recorded by Competent Authority. The Competent Authority shall maintain the anonymity about the identity of the disclosing individual and under no circumstances would discuss the same with any unauthorised person. Requests for anonymity of the individual disclosing a concern will be honoured to the extent possible within the legitimate needs of investigations.

IPE Global may consider anonymous disclosures keeping in view following factors:

- the seriousness of the issue;
- credibility of the report;
- likelihood of obtaining confirmation of the allegations evidentially or from other attributable sources.

- vi. The contact details of the Competent Authority are as under:

Mr. Sudarshan Panda

Vice President - Corporate Risk & Compliance (CRC)

Direct : +91 11 40755962

Mobile : +91 9650544955

Email : hotline@ipeglobal.com

Address : IPE Global House, B – 84, Defence Colony, New Delhi – 110 024 (India)

b. Investigations

Preliminary Investigation

All allegations of misconduct (including anonymous disclosures) shall be reviewed by the Competent Authority. It will be the primary responsibility of the Competent Authority to conduct the preliminary investigation. *The staff member or any other person (Whistleblower) who discloses the concern should not attempt to interview or interrogate any person related to disclosure.*

The Competent Authority shall, upon receipt of the complaint and concealing the identity of the Whistleblower, or staff member in the first instance, make discreet inquiry, in such manner and within such time as may be prescribed, to ascertain whether there is any basis for proceeding further to investigate the disclosure.

The Competent Authority shall make every effort to protect the rights and the reputations of everyone involved in report of misconduct, including the individual who in good faith alleges perceived misconduct, as well as the alleged violator(s).

If the Competent Authority, either on the basis of preliminary investigations or on the basis of the disclosure itself without any investigations, is of opinion that disclosure report is not credible or is not a report of misconduct or there are no sufficient grounds for proceeding with the inquiry, he shall document this determination. The Competent Authority's documentation shall include support for the determination.

If the preliminary investigation substantiates the misconduct, the Competent Authority will prepare an outcome report and send it to the Managing Director (MD) with a copy to Chief

Operating Officer (COO), Chief Financial Officer (CFO) and Head – Human Resources for further investigation.

The Competent Authority shall complete the preliminary investigation and submit the incident report not later than 15 days from the date of report of disclosure. In case Competent Authority is not able to complete and submit the investigation report within in 15 days, he may seek extension from management. Any extension may be at the discretion of the management.

Final Investigation

After completion of the preliminary investigation, IPE Global management may at its discretion, if it so desires, request further information to enable a proper assessment. This will include the collection and review of all relevant documents, interviews of people who can provide information, and an interview with those alleged to be involved in misconduct.

While seeking additional information, the management (including Head of Department (HoD), as appropriate) shall not reveal the identity of the Whistleblower as well as the alleged violator(s). If the management is of opinion that for the purpose of seeking additional information from his/ her HoD, it is necessary to reveal identity of the Whistleblower, it may, with prior written consent of the Whistleblower, reveal the identity of the Whistleblower to his/ her HoD for the said purpose. The HoD shall not, in any case, reveal the identity of the Whistleblower as well as the alleged violator(s). An opportunity of being heard to the Whistleblower shall be provided, if the Whistleblower so desires.

Once the investigations are complete, due & appropriate action which may include disciplinary action, civil or criminal action or closure of the matter if it is proved that a case of misconduct cannot be made, etc. shall be recommended by the management of IPE Global. The management shall record such recommendation for disciplinary, civil or criminal action or closure of matter in the closure report.

Any investigation conducted under this Policy shall be completed within 30 days of receipt of disclosure and shall be done in an impartial, fair and thorough manner. Every recommendation for disciplinary action shall be binding on the individual(s) against whom the allegation of misconduct has been proved.

3. Protection

- a. No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Confidential Disclosure in good faith or provided assistance in investigations under this Policy.
- b. The Company, as a policy, condemns any kind of discrimination, harassment, victimisation 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 Disclosure.
- c. The Company will take steps to minimise difficulties, which the Whistleblower may experience as a result of making the Confidential 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.
- d. 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 IPE Global/ Competent Authority (e.g. during investigation/ inquiry carried out).

- e. Any other staff member/ individual assisting in the said investigation/ inquiry shall also be protected to the same extent as the Whistleblower.

If any person is being victimised or likely to be victimised on the ground that he had filed a complaint or made disclosure or rendered assistance in investigation/ inquiry under this Policy, he may file an application before the Competent Authority seeking redress in the matter, and such authority shall take such action, as deemed fit and may give suitable directions to Head – Human Resources and/or concerned HoD, as the case may be, to protect such person from being victimised or avoid his victimisation. Every direction shall be binding on the individual(s) against whom the allegation of victimisation has been made.

4. Penalties

- a. 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.
- b. The Company takes reports of retaliation seriously. Incidents of retaliation against any staff member reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment.
- c. Any person, who negligently or malafidely reveals the identity of Whistleblower shall, without prejudice to the other provisions of this Policy shall warrant disciplinary action.
- d. Any person who makes any disclosure malafidely and knowingly that it was incorrect or false or misleading or frivolous or reported otherwise than in good faith, shall invite disciplinary action including initiation of civil or criminal proceedings and/ or termination from employment with IPE Global and its subsidiaries.
- e. If it is proved that the offence under this Policy has been committed with the consent or connivance of, or is attributable to Head of Department/ Reporting Manager, the Head of Department/ Reporting Manager shall be deemed to be guilty of that offence and shall be liable to be proceeded against and warrant disciplinary action, including but not limited to, termination of employment unless the Head of Department/ Reporting Manager proves that the offence was committed without his/her knowledge or that he/ she exercised all due diligence to prevent the commission of such offence.

I. Monitoring and Review

Vice President – Corporate Risk and Compliance will monitor the effectiveness and review the implementation of this Policy, on annual basis.

IPE Global reserves right to modify this Policy unilaterally at any time, without notice. Modifications may be necessary to maintain compliance with local regulations and/ or accommodate organisational changes in the company. Any revisions in this Policy including amendments or changes under respective clauses will be duly notified to staff members through email communication. Also, such revised Policy or notification/ circular/ internal communication on such revisions will be updated in the library section of HRSMS (EmployWise) and Corporate Website (www.ipeglobal.com). The staff member shall be deemed to have read, understood and acknowledged the changes thereof which will supersede the terms of current Policy or any subsequent document/communication related to the Policy.