

EQUITAS DEVELOPMENT INITIATIVES TRUST (EDIT)

WHISTLE BLOWER POLICY

I. PREAMBLE

This policy is formulated to provide opportunity to directors / employees / vendors to get access in good faith, to the Chairman of the Board / Audit Committee/ Managing Director in case they observe unethical and improper practices or any other wrongful conduct in the Company and to prohibit managerial personnel from taking any adverse personnel action against those whistleblowers.

II. APPLICABILITY

This policy applies to all directors, employees and all vendors of the Company.

III. POLICY

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported under this Policy.

No adverse personnel action shall be taken or recommended against an employee in retaliation to his disclosure in good faith of any unethical and improper practices or alleged wrongful conduct in the organization or amongst its employees. This policy protects such employees from unfair termination and unfair prejudicial employment practices.

However, this policy does not protect a whistleblower from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, such as poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.

IV. DEFINITIONS

1. Adverse Personnel Action

An employment-related act or decision or a failure to take appropriate action by managerial personnel which may affect the employee's employment, including but not limited to compensation, increment, promotion, job location, job profile, immunities, leaves and training or other privileges.

2. Alleged Wrongful Conduct

Alleged Wrongful Conduct shall mean violation of law, infringement of Company's Code of Conduct or ethical policies, mismanagement, misappropriation of monies, actual or suspected fraud, suspected violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, substantial and specific danger to public health and safety or abuse of authority.

3. Compliance Officer

Compliance Officer means, “Company Secretary” of the Company.

4. Good Faith

A Director / an employee / vendor shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct.

Good Faith shall be deemed lacking when the concerned director / employee / vendor does not have personal knowledge of a factual basis for the communication or where the director / employee / vendor knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

5. Managerial Personnel

Managerial Personnel shall include all Executive Directors, all Executives at one level below Executive Directors and Functional Heads at the Corporate level.

6. Policy or This Policy

Policy or This Policy means, “Whistle Blower Policy.”

7. Unethical and Improper Practices

Unethical and improper practices shall mean –

- a) An act which does not conform to 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;
- e) An act against the accepted business practices of the organisation, etc.

8. Whistle Blower

A Director/ an employee / vendor of the Company who discloses in good faith any unethical & improper practices or alleged wrongful conduct in writing.

V. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or SEBI Act and/or any other SEBI Regulation(s) as amended from time to time.

VI. GUIDELINES

1. Internal Policy & Protection under Policy

This Policy is an internal policy on disclosure by directors or employees of any unethical and improper practices or wrongful conduct and access to the Audit Committee or Chairman of the Board, if the whistleblower is a Director and to the Head of Department or in case it involves Senior Managerial Personnel, access to the Managing Director and in exceptional cases access to Audit Committee of Directors constituted by the Board in case of other whistle blowers.

This Policy prohibits unfair treatment to a Whistle Blower by virtue of his/her having reported under this Policy.

The Policy also prohibits the Company to take any adverse personnel action against its employees for disclosing in good faith any unethical & improper practices or alleged wrongful conduct to the Head of Department or to the Managing Director or to the Audit Committee. Any employee against whom any adverse personnel action has been taken due to his disclosure of information under this policy may approach the Audit Committee.

2. False Allegation & Legitimate Employment Action

A Director /an employee / vendor who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct to the Audit Committee shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further, this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under Company rules and policies.

3. Disclosure & Maintenance of Confidentiality

A Director who observes or notices any unethical & improper practices or alleged wrongful conduct in the Company may report the same to the **Chairman of the Board or the Audit Committee**. An employee / vendor who observe or notices any unethical & improper practices or alleged wrongful conduct in the Company may report the same to the Head of Department or in case it involves Managerial Personnel to the Managing Director and in exceptional cases to EDIT's Chief Functionary through e-mail addressed to 'johnalex@equitas.in'. Confidentiality of whistle blower shall be maintained to the largest extent possible.

4. Procedures

4.1 Any employee / vendor who observes any unethical & improper practices or alleged wrongful conduct shall make a disclosure to the Head of Department or in case it involves Managerial Personnel to the Managing Director and in exceptional cases to the Audit Committee as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same.

The following process shall be followed:

1. The Departmental Head shall immediately forward the Whistle Blower Report to the Managing Director (MD);
2. The M.D may cause such enquiry to be conducted as deemed appropriate given the nature of the complaint lodged;

3. On a quarterly basis, the M.D shall report to the Audit Committee a summary of all complaints received under the Whistle Blower Policy and the action taken on the same;
 4. If a complaint is made to the Audit Committee against the Managing Director, then the Audit Committee may undertake such enquiries as it deems fit and may take such action as it deems appropriate;
 5. If the action to be taken by the Audit Committee is against the M.D, the Committee may also suitably discuss the same with the Chairman of the Board and decide on action to be taken.
 6. An anonymous Complaint will be taken up only if it has substance and full details are given.
- 4.2 Any Director who observes any unethical & improper practices or alleged wrongful conduct shall make a disclosure to the Audit Committee or the Chairman of the Board as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same.

The M.D or the Audit Committee or the Chairman of the Board as the case may be, after due enquiries, pass orders for remedies which may inter-alia include:

- a) Order for an injunction to restrain continuous violation of this policy;
- b) Reinstatement of the employee to the same position or to an equivalent position;
- c) Order for compensation for lost wages, remuneration or any other benefits, etc.

5. Notification

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. Every departmental head shall submit a certificate duly signed by him to the Compliance Officer that this policy was notified to each employee of his department. The new employees shall be informed about the policy by the HR department and statement in this regard should be periodically submitted to the Compliance Officer.

This policy as amended from time to time shall be made available at the internet site of the Company which is accessible to its employees/vendors.

6. Annual Affirmation

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to whistle blower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.