

WHISTLE BLOWER / VIGIL MECHANISM POLICY

<i>Approving Authority</i>	Board of Directors (“ Board ”) of Sundew Properties Limited (“ Sundew ” or “ the Company ”)
<i>Approval Date</i>	December 24, 2019
<i>Effective Date</i>	This policy on whistle blower / vigil mechanism policy (“ Whistle Blower Policy ” or “ Policy ”) shall come into effect from the date of approval in the meeting of the Board of Directors.

1. APPLICABILITY

This Policy shall be applicable to the Company. This Policy shall be deemed to have been created pursuant to the provisions of Section 177 of the Companies Act, 2013. This policy applies to all people who work for the Company. References in this policy to "Employee" shall include regular employees, consultants, retainers, contractors, agency staff etc.

2. PURPOSE

This Whistle Blower Policy (“**Policy**”) aims to provide an internal mechanism to be notified of concerns about malpractices at workplace.

3. INTRODUCTION

As a conscious and vigilant organization, the Company believes in conducting its business in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. It expects all Employees to maintain the same standards in everything they do. Employees are therefore encouraged to report any wrongdoing within the Company that falls short of these business principles.

In its endeavour to provide its Employees a secure and a fearless working environment, the Company has established the "Whistle Blower Policy". This policy has been created with the objective of providing Employees to raise concerns which seem to go against the commitment of Company to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication.

Employees are encouraged to use the procedure set out below if they have any concerns at all about any wrongdoing at work.

4. POLICY COVERAGE

This Policy is applicable to and can be used by all members of the Board and Employees of the Company for disclosure of information relating to any of the following (irrespective of whether the matter complained of is ongoing, past incident or is likely to happen in the future):

1. Abuse of authority.
2. Manipulation of official data / records.
3. Financial irregularities, including fraud or suspected fraud.
4. Pilferage of confidential information.

5. Wastage / misappropriation of funds / assets.
6. Deliberate violation of law / regulation.
7. Negligence causing danger to individual / public health and safety.
8. Breach of contract
9. Criminal offence
10. Damage to the environment.
11. Unethical work behaviour/ practices
12. Corruption, including bribery and money laundering
13. Breach of the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons including any leak of Unpublished Price Sensitive Information

which may have the potential to adversely affect the image of the organization, its services, its social image, employee morale and employee's safety at the workplace, regarded illegal, immoral, against national interest.

5. DISQUALIFICATION

At no point Employees should use this platform as a route for taking up personal grievances against someone. Whistle Blowers, who make disclosures, which when subsequently are found to be mala fide, frivolous, malicious or baseless shall be liable for appropriate disciplinary action.

6. PROCEDURE FOR RAISING THE CONCERN

Conduct falling within the area of a disclosure is taken very seriously by the management of the Company. Our expectation is that there will never be an occasion when any of our Employees would experience such an incident.

However, if anyone is aware of any conduct falling within that identified in the qualifying disclosure, we would urge them to come forward as soon as possible. However minor, it is best that problems are brought to the attention of the Company as early as possible so that they can be addressed before becoming too serious.

The "Whistle Blower Committee / Committee" of the Company shall comprise of:

- a. Mr. Shrawan Kumar Gone, Head Operations
- b. Mr. Ganesh Subudhi, Vice President, Accounts.
- c. Ms. Urvi Aradhya, Director – Human Resources
- d. Mr. R Arul Prakasam - Vice President - Projects

Any Employee/ member of the Board of the Company should file his complaint to the Committee through the designated e-mail id, disclosing details and evidence of the matter to the extent possible. Whistle Blower must put his / her name on the disclosure. Concerns expressed anonymously **WILL NOT BE** usually investigated BUT subject to the seriousness of the issue raised; the designated authority can initiate an investigation independently.

Employees can be assured that if they do come forward with any concern, everything possible will be done to respect their confidentiality. If we discover that any other Employee had tried to discourage

another Employee from coming forward or had victimized that Employee, this would be treated as a serious disciplinary offence.

7. INVESTIGATION & REPORTING

- i. The investigation will be carried out in a fair manner, as a neutral fact-finding process and without presumption of guilt.
- ii. If there is a case to answer, and if appropriate, disciplinary action will be taken against the person/s who are the subject to the allegation/s.
- iii. You will be given feedback with regard to outcome of the investigation within fifteen working days of completion of the investigation. The exact nature of any disciplinary action taken against any person will remain confidential.
- iv. Whether there was a case to answer or not, and provided that your disclosure was made in good faith because you reasonably believed it to be true, the company will ensure that you are protected from reprisal or victimization as a result of your complaint.
- v. Only where it is established that your allegations were false and made maliciously will disciplinary action be taken against the Employees. Such disclosures will be treated as gross misconduct and the Employee shall be liable for appropriate disciplinary action.
- vi. The Board of Directors of the Company or Committee, if any constituted for the Company shall oversee the implementation of the Policy.
- vii. Any complaints referred to the Whistle Blower Committee together with the results of investigations, shall be reported to the Board on a quarterly basis.

7. AMENDMENT

Notwithstanding the above, this Policy will stand amended to the extent of any change in applicable laws. The Board of Director reserves the right to amend or modify this Code in whole or in part.