

**TWENTYFIRST CENTURY MANAGEMENT
SERVICES LIMITED**

WHISTLE BLOWER POLICY

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This policy seeks to define and establish the mechanism for employees of **TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED** and its subsidiaries ('hereinafter referred to as the 'Company') on the framework for reporting instances of unethical/improper conduct and auctioning suitable steps to investigate and correct the same.

Accordingly, this policy details the following:

1. Procedure to disclose any suspected unethical and/or improper practice taking place in the Company;
2. Protection available to the person making such disclosure in good faith;
3. Mechanism for auctioning and reporting on such disclosures to the relevant authority within the Company; and
4. Relevant authority and its powers to review disclosures and direct corrective action relating to such disclosures.

1. Preface

- A. 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.
- B. The Company is committed to develop a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
- C. Clause 49 of the Equity Listing Agreement, inter-alia, requires, for all listed companies to establish a mechanism called "Whistle Blower Policy" for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
- D. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects directors and employees willing to raise a concern about serious irregularities within the Company and it also provides the safeguards against victimization of director(s) / employee(s) who avail of the whistle blower mechanism.
- E. The policy neither releases directors / employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2. Policy

- A. This Policy is for the Directors and Employees of the Company as defined hereinafter.
- B. The Policy has been drawn up so that Directors and / or Employees can be confident about raising a concern. The areas of concern covered by this Policy are summarized in paragraph 5.
- C. Applicability:

This policy is applicable to the following:

- a. All Employees of the Company;
- b. All Directors of the Company.

3. Definitions

“**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.

“**Company**” means Twentyfirst Century Management Services Limited and its subsidiaries.

“**Director**” means a director appointed on the Board of the Company by the Board of Directors or Shareholders as the case may be.

“**Disciplinary Action**” means any action that can be taken on the completion or during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or such other action as is deemed fit considering the gravity of the matter.

“**Employee**” means any employee or officer of the Company.

“**Protected Disclosure**” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“**Subject**” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“**Whistle Blower**” means a Director or Employee who makes a Protected Disclosure under this Policy.

“**Whistle Officer**” or “**Committee**” means an officer or Committee of the persons who is nominated / appointed to conduct detailed investigation.

“**Ombudsperson**” will be the Chairman or Managing Director of **TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED** for the purpose of receiving all complaints under this Policy and ensuring appropriate action. In the first instance, the Board shall appoint this Ombudsperson. Any change in the Ombudsperson may be carried out by the Audit Committee.

4. The Guiding Principles

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- a) Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- b) Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- c) Ensure complete confidentiality.
- d) Not attempt to conceal evidence of the Protected Disclosure
- e) Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- f) Provide an opportunity of being heard to the persons involved especially to the Subject;

5. Coverage of Policy

A. The Policy covers malpractices and events which have / are taken / taking place/ suspected to take place involving:

1. Abuse of authority at any defined level in the Company
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Any violation of applicable law and regulations to the Company, thereby exposing the company to penalties / fines
10. Wastage/misappropriation of company funds/assets
11. Breach of the Company's Code of Conduct or Rules or ethics policy
12. Any other unethical, biased, favoured, imprudent event which does not confirm to approved standard of social and professional behaviour or a grievance about a personal situation.

B. Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

6. Disqualifications

- a) While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b) Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention or a grievance about a personal situation.
- c) Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under Company's Code of Conduct.

7. Manner in which concern can be raised

7.1 Whistle Blower can make Protected Disclosure to Ombudsperson at designated email id i.e. whistleblower@tcms.bz, as soon as possible but not later than 30 consecutive days after becoming aware of the same.

7.2 Whistle Blower must put his/her name to allegations. Concerns expressed anonymously MAY NOT BE regularized or investigated.

7.3 If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.

7.4 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson himself/herself, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

7.5 Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee.

7.6 The Ombudsperson/Whistle Officer/Committee shall:

i) Make a detailed written record of the Protected Disclosure.

The record will include:

- a. Facts of the matter
- b. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- c. Whether any Protected Disclosure was raised previously against the same Subject;
- d. The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
- e. Findings of Ombudsperson/Whistle Officer/Committee;
- f. The recommendations of the Ombudsperson/Whistle Officer/Committee on disciplinary/other action/(s).

ii) The Whistle Officer/Committee shall finalise and submit the report to the Ombudsperson within 15 days of reference.

7.7 On submission of report, the Whistle Officer /Committee shall discuss the matter with Ombudsperson who shall either:

i) In case the Protected Disclosure is proved, accept the findings of the Whistle Officer / Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter;

ii) In case the Protected Disclosure is not proved, extinguish the matter;

Or

ii) Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Audit Committee with proposed disciplinary action/counter measures.

The Audit Committee may decide on the action. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.

7.8 Conclusion of Ombudsperson/Whistle Officer/Committee findings shall be communicated to the Whistle Blower.

7.9 In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Chairman of the Audit Committee within 7 days of the communication by the Ombudsperson by seeking appointment of Chairman of the Audit Committee through Company Secretary.

8. Protection

1. No unfair treatment will be meted out to a Whistle Blower 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 or other practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any such unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in any disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
2. The identity of the Whistle Blower shall be kept confidential.
3. Any other Director / Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

9. Secrecy/Confidentiality

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password
- f. a record of complaints, conclusion, actions etc, if any, shall be maintained by the Company. If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

10. Reporting

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

11. Amendment

The Chairman / Managing Director of the Company have the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.