

# Whistle Blower Policy

The term "Company" refers to PropertyShare Online Platform Private Limited

## 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 behavior. Towards this end, the Company's General rules and regulations adopted in the ordinary course of business should govern the actions of the Company and its Employees/ Associates. Any actual or potential violation of these rules and regulations, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Employees/Associates in pointing out such violations of the rules cannot be undermined. The Employees/Associates must report such violations to the Authorized Director(s) or in case of his absence, to the Board of Directors.

Every employee of the Company shall promptly report to the management any actual or possible violation of the rules or an event he becomes aware of that could affect the business or reputation of the Company.

b. As per section 177 of the Companies Act, 2013, the companies which accept deposit from the public or the companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees are required to establish a mechanism called "Whistle Blower policy" for the Directors and Employees/ Associates to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the General rules and regulations of the Company or ethics policy and which provide safeguards against victimization of whistleblower and provide direct access to the Board of Directors of the Company in appropriate or exceptional cases.

c. Accordingly, this Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for Employees/Associates of the Company to approach the Authorized Director of the Company.

## 2. Definitions

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

a. "Authorized Director" means the Director authorized by the Board of Directors of the Company to deal with the matters covered under Whistle Blower Mechanism.

b. "Employee/Associate" means every employee of the Company (whether working in India or abroad), including the Directors in the employment, permanent, temporary, on training or on contract. Associates means business associates, suppliers or vendors of the company.

c. "Company" refers to PROPERTYSHARE ONLINE PLATFORM PRIVATE LIMITED.

d. "General Rules and Regulations" refers to the general code of conduct followed by the management and employees of the Company in general course of business which includes implied and expressed rules and regulations.

e. "Investigators" means those persons authorized, appointed, consulted or approached by the Authorized Director(s) and include the auditors of the Company and the police.

f. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

g. "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.

h. "Whistle Blower" means an Employee/Associate making a Protected Disclosure under this Policy.

### **3. Scope**

a. This Policy has been adopted by the Company on 31 March, 2023 and shall be effective thereon. The Whistle Blower'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.

b. Whistle Blowers 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 Authorized Director or the Board of Directors or the Investigators.

c. The Authorized Director or the Board of Directors will appropriately deal with protected Disclosure, as the case may be.

### **4. Eligibility**

All Employees/Associates of the Company are eligible to make Protected Disclosures under the Policy.

## **5. 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.
- c. Whistle Blowers, who make three Protected Disclosures, which have been all 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 Whistle Blowers, the Company would reserve its right to take/recommend appropriate disciplinary action.

## **6. Procedure**

- a. All Protected Disclosures concerning financial/ accounting matters should be addressed to the Authorized Director/ Board of Directors of the Company for investigation.
- b. In respect of all other Protected Disclosures, those concerning the Authorized Director(s) and employees at the levels of Vice Presidents and above should be addressed to the Board of Directors of the Company and those concerning other employees/associates should be addressed to the Authorized Director(s).

The contact details of the Authorized Directors are:

Name: Kunal Moktan and Hashim Qadeer Khan

Address: 10th Floor, SKAV Seethalakshmi, 21/22, Kasturba Road Bengaluru Karnataka 560001

Phone: +91-95-1376-1376

Email: [kunal.moktan@propertyshare.in](mailto:kunal.moktan@propertyshare.in) and [hashim.khan@propertyshare.in](mailto:hashim.khan@propertyshare.in)

- c. If any employee of the Company other than the Authorized Director(s) or Board of Directors receives a protected disclosure, the same should be forwarded to the Company's Authorized Director(s) or Board of Directors for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.
- d. Protected Disclosures should 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 Whistle Blower.

e. The Protected Disclosure should be forwarded under a covering letter, which shall bear the identity of the Whistle Blower. The Authorized Director(s) or Board of Directors, as the case may be, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

f. 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.

g. The Whistle Blower 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 for it to interview the Whistle Blowers.

## **7. Investigation**

a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Authorized Director of the Company who will investigate / oversee the investigations under the authorization of the Board of Directors.

b. The Authorized Director(s)/ Board of Directors may at its discretion, consider involving any Investigators for the purpose of investigation.

c. The decision to conduct an investigation taken by the Authorized Director(s)/ Board of Directors 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 Whistle Blower that an improper or unethical act was committed.

d. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

e. 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.

f. Subjects shall have a duty to co-operate with the Authorized Director(s)/ Board of Directors 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.

Subjects have a right to consult with a person or persons of their choice, other than the Authorized Director / Investigators and/or members of the Board of Directors and/or the Whistle

Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

h. 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.

i. 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.

j. 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.

k. The investigation shall be completed normally within 60 days of the receipt of the Protected Disclosure.

## **8. Protection**

a. 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 practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers 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 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 because of making the Protected Disclosure(s). Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

b. A Whistle Blower may report any violation of the above clause to the Board of Directors, who shall investigate into the same and, recommend suitable action to the management.

c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for

reasons outside the control of the Authorized Director(s)/ Board of Directors of the Company (e.g. during investigations carried out by Investigators).

d. Any other Employee/Associate assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

## **9. Investigators**

a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Authorized Director(s)/ Board of Directors of the Company when acting within the course and scope of their investigation.

b. 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.

c. Investigations will be launched only after a preliminary review which establishes that:

- the alleged act constitutes an improper or unethical activity or conduct, and
- 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 Authorized Director(s) to conclude that an improper or unethical act has been committed, the Authorized Director(s) shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as the Authorized Director 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 Authorized Director(s) shall submit a report to the Board of Directors on an annual basis on receipt of any Protected Disclosures referred to him/her together with the results of investigations.

## **12. Retention of documents**

The Company shall retain all Protected Disclosures in writing or documented along with the results of investigation relating thereto for a minimum period of seven 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/ Associates unless the same is notified to the Employees/ Associates in writing.