

WHISTLE BLOWER POLICY

I. PREFACE

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 is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

Section 177 (9) of the Companies Act, 2013, mandates every Listed Company shall establish a vigil mechanism called “Whistle Blower Policy” for Directors and Employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company’ s code of conduct or ethics policy.

II. OBJECTIVE

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. This policy aims to provide an avenue for employees to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

III. POLICY

The Whistleblower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

The policy neither releases 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.

IV. DEFINITIONS

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

“Employee” means every employee of the Company (whether working in India or abroad).

“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. Protected Disclosures should be factual and not speculative in nature.

“Whistleblower” is someone who makes a Protected Disclosure under this Policy.

“Chairperson” means, “Chairman of Audit Committee.”

“Company” means, “Likhmi Consulting Limited”.

“Policy” means, “Whistleblower Policy.”

“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 under this Policy.

V. SCOPE

The Directors and employees of the Company are eligible to make Protected Disclosures under the Policy.

VI. COVERAGE OF POLICY

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

1. Abuse of authority
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. Pilferage of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of employee Code of Conduct or Rules
11. Any other unethical, biased, favored, imprudent event

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

VII. GUIDING PRINCIPLES

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

1. Ensure that the Whistleblower and/or the person processing the Protected Disclosure is not victimized for doing so.
2. Treat victimization as a serious matter, including initiating disciplinary action on such person/(s).
3. Ensure complete confidentiality.
4. Not attempt to conceal evidence of the Protected Disclosure.
5. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made.
6. Provide an opportunity of being heard to the persons involved especially to the Subject.

VIII. ANONYMOUS ALLEGATION

Whistleblowers must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Disclosures expressed anonymously will ordinarily NOT be investigated.

IX. ACCOUNTABILITIES - WHISTLEBLOWERS

1. Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
2. Avoid anonymity when raising a concern.
3. Follow the procedures prescribed in this policy for making a Disclosure.
4. Co-operate with investigating authorities, maintaining full confidentiality.
5. The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty Disclosures. Malicious allegations by employees may attract disciplinary action.
6. A whistleblower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation
7. Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged malpractice. It may forewarn the Subject and important evidence is likely to be destroyed.
8. In exceptional cases, where the whistleblower is not satisfied with the outcome of the investigation carried out by the Chairperson, he/she can make a direct appeal to the Audit Committee.

X. ACCOUNTABILITIES - Chairperson

1. Conduct the enquiry in a fair, unbiased manner
2. Ensure complete fact-finding
3. Maintain strict confidentiality
4. Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom
5. Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures
6. Minute Chairperson deliberations and document the final report

XI. RIGHTS OF A SUBJECT

1. Subjects have right to be heard and the Chairperson must give adequate time and opportunity for the subject to communicate his/her say on the matter.
2. Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process.

XII. MANAGEMENT ACTION ON FALSE DISCLOSURES

An employee who knowingly makes false allegations or repeated frivolous complaints of unethical & improper practices or alleged wrongful conduct 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 intimation by him and for legitimate reasons or cause under Company rules and policies.

XIII. MANNER IN WHICH CONCERN CAN BE RAISED

A whistleblower complaint may be made by any employee (hereinafter referred to as the complainant) in good faith having reasonable grounds in writing specifying the nature and description of the violation and documents that would prove or relate the violation to his or her immediate reporting authority. Complaint by or against senior management should be made to the Chairperson of the Audit committee.

Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.

If initial enquiries by the "Chairperson" 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.

Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the "Chairperson" 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.

The "Chairperson" shall:

1. 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 the "Chairperson"
2. In case the Protected Disclosure is proved, accept the findings of the Chairperson and take such Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter;
3. In case the Protected Disclosure is not proved, extinguish the matter;

XIV. PROTECTION TO WHISTLEBLOWER

1. If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like 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 Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that
 - a. The communication/ disclosure is made in good faith.

- b. He/ She reasonably believes that information, and any allegations contained in it, are substantially true; and
 - c. He/ She is not acting for personal gain
2. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and discipline of any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

XV. AMENDMENT

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