



WHISTLE BLOWER POLICY

ZEN TECHNOLOGIES LIMITED

(ISO : 9001 : 2008 & ISO 27001 : 2005 Certified)
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I. PREFACE

The Company is committed to adhere to the highest possible standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its Employees and Directors who have concerns about any unethical or unacceptable practice and any event of misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter-alia, provides, a mandatory requirement, for all Listed Companies to establish a vigil mechanism called “Whistle Blower Policy” for Directors and Employees to report genuine concerns to the “Whistle Officer” instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.

Accordingly, this Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a vigil mechanism for Directors and Employees of the Company to report genuine concerns about unethical behavior, any wrongdoings, actual or suspected fraud or violation of the Company’s Code of Conduct, legal or regulatory requirements to the “Whistle Officer” and to access in good faith the “Audit Committee” in appropriate or exceptional cases, to provide adequate safeguards for protection of Employees and Directors from victimization or unfair treatment and ensure that frivolous accusations are not made.

II. POLICY

This policy is applicable to all Employees and Directors of the Company.

The purpose of this Policy is to provide framework to promote responsible and secure whistle blowing. No adverse action shall be taken or recommended against an Employee or a Director in retaliation to his / her disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This policy protects Employees and Directors wishing to raise serious concerns that could have grave impact on the operations and performance of the business of the Company.

The policy neither releases Employees and Directors 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.

III. DEFINITIONS

- **“Audit Committee”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Reg. 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **“Company”** means “Zen Technologies Limited.”
- **“Compliance Officer”** means, “Company Secretary” of the Company.
- **“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.
- **“Good Faith”** An Employee or a Director 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 Employee or a Director does not have personal knowledge on a factual basis for the communication or where the Employee

or a Director knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

- **“Investigation Committee”** means a Committee appointed by Audit Committee, to investigate into the matter raised by whistle blower, if the circumstances so suggest. Key directions / actions taken will be informed to the Chairman and Managing Director (CMD) and Audit Committee.
- **“Policy or This Policy”** means, “Whistle Blower Policy.”
- **“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/ practice. Protected Disclosures should be factual and not speculative in nature.
- **“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.
- **“Unethical and Improper Practices”** Unethical and improper practices shall mean
 - a) An act which does not conform to approved standards of social and professional behavior;
 - b) An act which leads to unethical business practices;
 - c) Improper or unethical conduct;
 - d) Breach of etiquette or morally offensive behavior, etc.
- **“Whistle Blower”** is an Employee or a Director who makes a Protected Disclosure under this Policy.
- **“Whistle Officer”** means an officer who is nominated/ appointed for the purpose of receiving all complaints under this policy and ensuring appropriate action.

IV. 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 any other SEBI Regulation(s) as amended from time to time.

V. SCOPE

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

1. Abuse of authority
2. Breach of contract, Company’s Policies and /or Code of Conduct
3. Negligence causing substantial and specific danger to public health and safety
4. Unauthorized alteration or Manipulation of company data/records
5. Financial irregularities, deliberate error in preparations of Financial Statements or Misrepresentation of financial reports, Forgery, falsification, destruction or alteration of documents / records
6. Misappropriation/misuse of Company's resources, like funds, supplies, vehicles or other assets
7. Any unlawful act whether Criminal/ Civil
8. Pilferation of confidential/propriety information
9. Deliberate violation of law/regulation
10. Theft of Cash, Goods / Services
11. Fraudulent reporting, willful material misrepresentation
12. Any other unethical, biased, favored or 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.

VI. 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 Whistle Blower and/or the person processing the Protected Disclosure are 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.

VII. ANONYMOUS ALLEGATION

Whistleblowers must put their names to allegations of unethical & improper practices, as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously shall not be investigated but subject to the seriousness of the issue raised, the Audit Committee can initiate an investigation independently.

VIII. PROTECTION TO WHISTLEBLOWER

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 Blower. Complete protection will, therefore, be given to Whistle Blower against any 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 behavior 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 criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

The identity of the Whistle Blower shall be kept confidential. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

IX. SECRECY/CONFIDENTIALITY

The Whistle Blower, the Subject, the Whistle Officer, the Investigation Committee, the Audit Committee 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 investigation

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- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

All reports and records associated with “Disclosures” are considered confidential information and access will be restricted to the Whistleblower, Whistle Officer, the Investigation Committee, and the Audit Committee. Disclosures and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

X. ACCOUNTABILITIES – WHISTLEBLOWERS

- a) Bring to early attention of the Company any unethical and 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.
- b) Avoid anonymity when raising a concern
- c) Follow the procedures prescribed in this policy for making a Disclosure
- d) Co-operate with investigating authorities, maintaining full confidentiality
- e) 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 Whistle Blower may attract disciplinary action
- f) 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
- g) In exceptional cases, where the whistleblower is not satisfied with the outcome of the inquiry/investigation carried out by Whistle Officer / Investigation Committee, he/she can make a direct appeal to the Chairperson of the Audit Committee

XI. ACCOUNTABILITIES – WHISTLE OFFICER/ INVESTIGATION COMMITTEE/ AUDIT COMMITTEE

- a) Conduct the enquiry in a fair, unbiased manner
- b) Ensure complete fact-finding
- c) Maintain strict confidentiality
- d) Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom
- e) Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures
- f) Minute Committee deliberations and document the final report

XII. RIGHTS OF A SUBJECT

- a) Subjects have right to be heard and Whistle Officer/ Investigation Committee / the Audit Committee must give adequate time and opportunity for the Subject to communicate his/her say on the matter.
- b) Subjects have the right to be informed of the outcome of the inquiry/investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process.

XIII. MANAGEMENT ACTION ON FALSE DISCLOSURES

The Whistle Blower who knowingly makes false allegations 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 Whistle Blower 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.

XIV. PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES

Step 1: The Whistle Blower can make Protected Disclosure to Whistle Officer or in case it involves HOD's/Managerial Personnel to CMD / Investigation Committee and in exceptional cases to the Audit Committee as soon as possible but not later than 30 consecutive days after becoming aware of the same.

Step 2: A Disclosure shall be made in writing or Email/s and may be sent to the email id: whistleofficer@zentechnologies.com. Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated. Confidentiality of the whistle blower shall be maintained to the greatest extent possible.

The following details MUST be mentioned in the disclosure:

- (a) Name, address and contact details of the Whistleblower (add Employee ID if the Whistleblower is an Employee).
- (b) Brief description of the Unethical and Improper practice, giving the names of those alleged to have committed or about to commit an Unethical and Improper practice. Specific details such as time and place of occurrence are also important.
- (c) In case of letters, the disclosure should be sealed in an envelope marked "Whistle Blower" and addressed to Whistle Officer.

Step 3: The Whistle Officer shall acknowledge receipt of the Disclosure as soon as practical (preferably within 07 days of receipt of a Disclosure), where the Whistle Blower has provided his/her contact details.

Step 4: If initial enquiries by Whistle Officer indicate that the concern has no basis, or it is not a matter to be investigated pursued under this Policy by discussing with CMD, it may be dismissed at this stage and the decision is documented with reasons and the same will be communicated to the Whistle Blower.

Step 5: Where initial enquiries indicate that further investigation is necessary, the same will be carried by the Investigation Committee appointed by the Audit Committee. 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 Investigation Committee shall have right to call for any information/document and examination of any employee of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.

Name of the Whistle Blower shall not be disclosed to the Investigation Committee. 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.

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Step 6: The Whistle Officer/ Investigation 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 Whistle Officer / Investigation Committee.
 - f) The recommendations of the Whistle Officer / Investigation Committee on disciplinary/other action/(s).

- ii) The Whistle Officer / Investigation Committee shall finalize and submit the report to CMD as soon as practically possible and in any case not later than 30 days after completion of inquiry/investigation to the CMD / Chairperson of the Audit Committee.

Step 7: On submission of report, the Whistle Officer /Investigation Committee shall discuss the matter with CMD who shall either:

- i) In case the Protected Disclosure is proved, accept the findings of Whistle Officer /Investigation 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
- iii) Depending upon the seriousness of the matter, CMD may refer the matter to the Audit Committee with proposed disciplinary action/counter measures for necessary action, 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.
 - d) Disciplinary action, including dismissal, if applicable, as well as preventive measures for the future.

Step 8: All discussions would be minuted and the final report prepared. The decision of Audit Committee shall be final and binding. If and when the Audit Committee is satisfied that the alleged unethical & improper practice or wrongful conduct existed or is in existence, then the Audit Committee may –

- Recommend to reprimand, take disciplinary action, impose penalty, punishment order recovery when any alleged unethical & improper practice or wrongful conduct of any Subject is proved.

- Recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical & improper practice or wrongful conduct.

Step 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 Chairperson of the Audit Committee.

XV. RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with the results of inquiry /investigation relating thereto shall be retained by the Company for a minimum period of 10 years.

XVI. REPORTS

A quarterly status report on the total number of complaints received during the period, with outcome and the corrective actions shall be placed before the Audit Committee.

XVII. COMPANY'S POWERS

The Company is entitled to amend, suspend or rescind this policy at any time. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

XVIII. NOTIFICATION

All departmental heads are required to notify and 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/her department. The new employees shall be informed about the policy by the Personnel 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 Website of the Company.

XIX. 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.