



QuadGen

Whistle Blower Policy

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Policy Effective Date	30 th May, 2023
Policy Owner	Shradha Matolia
Policy Approver	Board
Version Control	Version 1.2 Dated 30 th May, 2023

Version	Date	Author	Rationale
Version 1.1	1 st Apr 2019	Krishnaveni P	Final Policy published
Version 1.2	30 th May, 2023	Shradha Matolia	To broaden the intent of the policy.





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1. Introduction

QuadGen Wireless Solutions Private Limited (herein referred to as the “Company”) believes in the conduct of the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity, and ethical behavior. The Company encourages whistle blowers who have concerns about illegal or unethical practices, unethical behavior, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy to come forward and express these concerns without fear of punishment or unfair treatment (“Whistle Blower”) and accordingly, the Company has proposed to formulate Whistle blower policy (“Policy”). This policy will enable all the employees and the stakeholders to raise their concerns internally in a responsible manner if and when they discover information which they believe shows serious genuine concern regarding governance, which adversely affects the interest of the company. This code has been framed and adopted by the Board of the Company and are in compliance with section 179 of the Companies Act, 2013 (the “Act”) read with rule 7 of the Companies (Meeting of Board and its powers) Rules, 2014 (the “Rules”), which requires mandatory establishment of vigil mechanism for the employees of the company to report their genuine concerns in the prescribed manner.

2. Purpose

The purpose of the Company’s Whistle Blower Policy is to establish procedures and to provide a framework for a fair and efficient way of dealing the whistleblowing incidents and to comply with legal requirements and the company’s policy. Another purpose is to provide employees with an avenue to raise concerns, in line with the commitment of the Company to the highest possible standards of ethical, moral, and legal business conduct and its commitment to open communication.

3. Scope & Applicability

This policy encourages all the whistle blower to report any kind of misuse of the company’s properties, mismanagement or wrongful conduct prevailing in the company. This policy shall cover the whistle blowing incident committed by the employee while inside or outside of the company’s premises which can impact the company’s integrity and ethics.

The policy is applicable to all Directors, Employees, Investors, Associates (including permanent and on contract) customers and suppliers /vendors of the Company.





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4. Definitions

The definition of some of the key terms used in this policy are mentioned below:

- “**Company**” shall mean QuadGen Wireless Solutions Private Limited.
- “**Board**” shall mean Board of Directors of the Company.
- “**Appropriate disciplinary action**” shall mean any action that can be taken on the completion of the investigation or during the investigation proceedings including but limited to warning, imposition of fine, suspension from official duties or any such action as it deemed to be fit considering the gravity of the matter.
- “**Employee**” shall mean the employee in the employment of the company and includes directors, outsourced, temporary and on contract personnel, third party engaged by and on-behalf of the company, whether working in India or abroad.
- “**Whistle Blower**” shall mean an employee or the director or any other person to whom this policy applies making the protected disclosure under this policy.
- “**Good Faith**” shall mean the nature of communication by an insider, connected person or designated employee or any employee or stakeholder reporting any unethical and improper practices or any other alleged wrongful conduct in right spirit. Good faith shall be deemed where such person does not have personal knowledge on factual basis for the communication or where such person knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- “**Policy**” shall mean Vigil Mechanism/whistle blower policy.
- “**Investigators**” shall mean those person or persons who will investigate the facts of the complaint placed.
- “**Communication**” shall mean a written communication of any form of letter/e-mail that discloses or demonstrates information that may evidence unethical or improper activity.
- “**Protected disclosure**” shall mean any communication made in good faith that the disclosure is of unethical or improper behaviors, actual or suspected fraud, violation of the company’s code of conduct.
- “**Whistle Blower incident**” shall mean any activity of the employee and the concerned person as defined under this policy within the office premises or outside and which is deemed to be unethical, illegal, immoral, illicit and fraudulent.
- “**Whistle Blower Compliant**” shall mean the disclosure of the whistle blower incident by the whistle blower to the corporate Ombudsman Committee.
- “**Company Premises**” shall mean the registered office and the branch office of the Company within or outside India.
- “**Unsensitive information**” shall mean any information that poses a risk to the company in question if discovered by a competitor or the general public.





- **“Investigator”** shall mean any person appointed by the Corporate Ombudsman Committee who will investigate the facts of the whistle blower complaints.
- **“Corporate Ombudsman Committee”** shall comprise of Chairman, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and senior Human Resource representative.

5. Types of misconduct and complaints

The type of misconduct due to dishonesty that can be reported as Whistleblowing complaints/ incident are broadly categorized, but not limited to, as mentioned hereunder:

- **Legal or policy breach:** Breach of the code of conduct; Violation of any law or regulations and company policies.
- **Fraud related:** Financial misconduct such as accounting fraud or asset related fraud, leak of unsensitive information, procurement frauds, manipulation of company’s data or records.
- **Social Media related:** Leakage of unsensitive information, Sharing of undesirable content relating to the company on any social media platform, repercussions on the company or its reputation, leaking confidential information.
- **Corruption related:** Complaints against staff, contractors, suppliers or borrowers includes acts of corruption, bribery, theft, fraud, coercion, willful omissions, rebating of commission/benefits or conflict of interest.
- **Workplace related:** Work-place harassment, sexual harassment including verbal abuse, intimidation/threatening, conflict of interest (including gifts, favors and entertainment by/ to internal other staff or third parties, willful negligence of company rules, discrimination on ground of sex, race or disability or religion, nepotism, unofficial use of company’s property.
- **“Whistle Blower Complaint”** shall mean a complaint where a Complainant/ Whistle Blower (person raising the Complaint) who wishes to report violations regarding any whistle blower incidents to the Company in accordance with this Whistleblower Policy. No Whistle Blower who in good faith reports any wrongdoing covered within the scope of this Policy shall suffer harassment, retaliation, discipline, or adverse employment consequence.
- **Others:** Any illegality or manipulation, mismanagement, gross wastage, misappropriation of company’s fund or assets, danger to public health and safety.

6. Who will report??

Whistle Blower shall report the complaint about the reporting party with reliable information. They are not required to act as investigator or finder of fact, nor they will determine any appropriate corrective actions.

7. Procedure of reporting

- Whistle Blower must report all the protected disclosure in writing by sending an email to the Corporate Ombudsman Committee using his/her official email id for reporting such Complaint.





- While submitting the protected disclosure, it is mandatory to super scribe the email or envelop as “**Protected disclosure under Whistle Blower Policy.**”
- If the complaint is not super scribed and closed, it will be impossible to upkeep confidentially and might be treated as normal compliant and cannot be taken in to consideration under this policy.
- The report should include as much information about the Complaint as you can provide. The disclosure has to be complete and supported by facts and figures to enable proper scrutiny and investigation.
- Where possible, it should describe the nature of the Complaint; the background and history of the Complaint (giving relevant dates etc.); the identities of persons involved in the Complaint; relevant evidence or names of witness; a description of documents that relate to the Complaint; the reason why employee is concerned about the matter; and the time frame during which the suspected violation occurred.
- The Whistle Blower who files a Complaint must put its name, as the follow-up questions and investigation may not be possible unless the source of the information is identified. However, the name of the Whistle blower shall only be known to the Corporate Ombudsman Committee and the investigator appointed to investigate the case, the investigator and the whistle blower are expected to maintain the confidentiality and the information should not be leaked to any other person. Any information expressed anonymously will not be investigated in the normal course, but subject to the seriousness of the issue raised, the Company can initiate an investigation independently at its own discretion.
- The investigator shall get in touch with the complainant when in need of any further clarifications and hence, anonymous disclosure shall not be entertained by the investigator.

8. Protection to the Whistle Blower

The Company prohibits and discourages retribution against anyone for raising or for helping to address integrity concerns. Associates shall not be disadvantaged in any manner for having raised a concern. Allegations of retaliation will be investigated by the investigator and if proved, appropriate disciplinary action will be taken. Associates can raise allegations of retaliation with Corporate Ombudsman Committee. No unfair treatment will be meted out to a whistleblower by virtue of his /her having reported a protected disclosure under this policy.

9. Handling of reported violations

- All protected disclosure will be promptly recorded and investigated by the investigator appointed by the Corporate Ombudsman Committee, and appropriate disciplinary action will be recommended to the Top Management, if warranted by the investigation.





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- Investigations will be launched only after a preliminary review which establishes that the alleged act constitutes an improper or unethical act and such allegation is supported by information specific enough to be investigated .
- In addition, appropriate action taken must include a conclusion and/or follow-up for complete closure of the concern. The Corporate Ombudsman committee also has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the Complaint.
- All employees of the Company are obliged to cooperate with the investigation process. Failure to cooperate with the investigation, or deliberately providing false information during investigation process, will lead to disciplinary action, up to and including termination. If, at the conclusion of the investigation, the investigator determines that a violation has occurred, it will take effective remedial action to commensurate with the nature of the offense. This action may include appropriate disciplinary action against the accused employee, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.
- No allegations of wrongdoing against a subject shall be considered as maintainable unless there is good evidence in support of the allegations. Evidence shall be preserved and shall not be withheld, destroyed or tampered with, and the witnesses shall not be influenced, coached, threatened or intimidated by the subjects.
- The investigating office shall complete the investigation within 90 days of the receipt of protected disclosure.
- The investigator is required to conduct a process towards fact finding and analysis. The investigator shall be independent and unbiased and shall conduct the duty of fairness, objectivity, thoroughness, ethical behavior and observance of legal and professional standards.

10. False Complaint

Anyone reporting a Complaint must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of the Codes. While this Policy will ensure that genuine employees who files Complaints are accorded complete protection from any kind of unfair treatment as herein set out, any person who abuses provision of this Policy shall be subject to a disciplinary action. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the current position or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits. However, inability to prove a wrongdoing shall not be considered as malafide disclosure leading to disqualification.





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11. Document Retention

All documents related to reporting, investigation, and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy up to 7 years or any such period as specified under applicable law.

12. Confidentiality

Reports of Complaint, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Disclosure of reports of Complaint to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

13. Modification

The Board of Directors shall be responsible for the administration, interpretation, application and review of this policy. The Board may, subject to the applicable laws, amend, suspend or rescind this policy at any time and update accordingly.

14. Reporting

The details of establishment of vigil mechanism/whistle blower policy, including the details of the modification and alteration made in the policy from time to time must be reported in the Board Report. The Protected disclosure made during the year and the brief of the investigation results shall be disclosed in the Board Report pertaining to the financial year in which such protected disclosure was made.

15. Disclosure & Communication

The policy shall be disclosed on the company's website and a web link thereto shall be provided in the Annual Report of the Company. This policy shall be also properly communicated to the Employee and the stakeholders.

