



SATCHMO HOLDINGS LIMITED

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WHISTLE- BLOWING POLICY AND PROCEDURES

(As approved by the Board at its meeting held on 29th April, 2022)

Introduction

NEL Holdings South Limited ('The Company' or 'NEL') is committed to the highest standards of moral and ethical integrity, transparency and propriety in its work. Towards this end, the company encourages staff with bona fide concerns over core values, probity and integrity, legal compliance, violation of the NEL Code of Conduct (Code of Conduct) or good Safety Health Environment (SHE) practices to come forward and express their bonafide concerns without fear of victimization, harassment or retribution.

Aim and Scope

This policy aims to -:

- Provide avenues for staff to raise serious concerns regarding ethical values, probity and integrity, legal compliance, violation of the Code of Conduct or good SHE practices.
- Redress any harassment or victimization in work place including sexual harassment.
- Enable management to be informed at an early stage to take corrective action and avoid any complication at a later date
- Develop a culture of openness, accountability and total integrity.
- Reassure staff that they would be fully protected from harassment or victimization for whistle blowing in good faith

Safeguards

The company will ensure the following safeguards to employees making such disclosures provided –

- the disclosure is made bonafide and in good faith;
- the employee reasonably and bonafide believes that the information or allegations he / she discloses is substantially true and;
- the employee is not acting for any personal gain

- **Prevention of harassment or victimization**

The employee would be protected against actions such as dismissal, demotion, disciplinary action or punishment or any form of harassment or victimisation, discrimination, bias, or other unfair employment practices directly or indirectly attributable to whistle-blowing. Any action as aforesaid or threat of any such action would be treated as a serious disciplinary offence and liable to serious disciplinary action.

- **Sexual harassment**

In case of any complain of sexual harassment, an appropriate committee consisting of individuals who have the required independence, objectivity and stature would be constituted by the Managing Director of the Company.

- **Confidentiality**

The company recognises that some individuals would wish to raise a concern in confidence. The Company will do its best to protect the identity of any employee who whistle-blows and wishes to remain anonymous as also the confidentiality of the concern raised in confidence.

- **Reckless / Irresponsible Allegations**

Investigations are costly, time-consuming and potentially damaging events and the company will not encourage allegations that are reckless, irresponsible, malicious or where made for ulterior purposes.

PROCEDURES FOR RAISING CONCERNS

The company offers the employee a stepwise approach to get answers to questions about integrity issues and to raise any concerns about what might be a violation:

1. Locally	<ul style="list-style-type: none"> • Consider contacting the line manager • Consider contacting another senior manager within NEL Group, • Consider contacting Mr. Prasant Kumar, Company Secretary, at cs@nelholdings.in or at +080- 4017-4000 • Consider contacting the Managing Director at nitesh.shetty@nelholdings.in
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If an adequate response is not received by the employee, or the step above does not deliver a satisfactory outcome:



3.Contact the Audit Committee Chairman	<p>Mr. Ananthanarayanan S E-mail - anarayanan@gmail.com Mob: +91-9902168702</p>
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PROCEDURE FOR HANDLING WHISTLE BLOWING

I. Committee

An appropriate committee comprising of the Senior Management Team (SMT) members will be constituted by the Managing Director.

The step wise approach will be as follows:

1. Look into the nature of the allegation.
2. If satisfied, look for sufficient evidence to substantiate the allegation.
3. If there is enough evidence, proceed with the investigation.

II. Procedure for investigation

Committee

1. to look in detail on the evidence which may include but not limited to documents & papers, written submission(s), emails / SMS etc
2. to call the relevant employee and record his / her explanation
3. if satisfied with the explanation, investigation to be closed with reasons being recorded therein.
4. If not satisfied with the explanation, the committee can (i). make its own report and recommendation on the investigation or (ii). proceed to collect further information / evidence on the matter.
5. may also co opt any other employee in the committee for assisting in investigating the allegation
6. may, with the approval from Managing Director (MD) also request Internal audit to help in investigation
7. once satisfied with the information gathered / evidence received for making a report, the committee will prepare its report and also its recommendation.
8. will submit its report to the Managing Director (MD). If the findings of the committee relate to any integrity issue and / or requires dismissal of an employee, copies of such report shall also be circulated to Audit Committee of the company.

If the allegation is against any of the Executive Vice President / Vice President, while the above procedures will be followed, the committee will be constituted as under:

MD

Internal Auditor

An Independent Director

III. Close out procedure

Due action as recommended by the committee would be followed up for implementation and file closed with sign off by MD / Audit Committee.

Procedure if the allegation is not established or where committee has doubts over the allegation

1. The whistle blower (if known) will be called substantiate the allegation with proper evidence
2. If the whistle blower is not known, the file will be closed with proper reasoning recorded and a noting to that effect by HR.

IV.

A. Procedure for handling 'sexual harassment' cases

An environment at the work place for preservation and enforcement of the right to gender equality of the working woman is the Company's desired objective.

Sexual harassment includes such unwelcome sexually determined behaviour (whether directly or by implication) as:

- (a) physical contact and advances;
- (b) a demand or request for sexual favours;
- (c) sexually-coloured remarks;
- (d) showing pornography;
- (e) any other unwelcome physical, verbal or non-verbal conduct of sexual nature.
- (f) harassment or victimization at work place because subject of sexual harassment does not respond favourably or rebuffs such advances or objects thereto.

Where any of the above acts is committed in circumstances whereunder the victim of such conduct has a reasonable apprehension that in relation to the victim's employment or work such conduct can be humiliating and may constitute a health and safety problem. It is discriminatory for instance when the woman has reasonable grounds to believe that her objection would disadvantage her in connection with her employment or work including recruiting or promotion or where it creates a hostile work environment. Adverse consequences might be visited if the victim does not consent to the conduct in question or raises any objection thereto.

B. Complaint mechanism

Whether or not such conduct constitutes an offence under law or a breach of the service rules, an appropriate committee as detailed below would be set up to redress the complaint made by the victim. Such complaint mechanism should ensure time-bound treatment of complaints preferably within one month.

C. Complaints Committee

A Complaints Committee shall be constituted by the MD and should be headed by a woman and not less than half of its members should be women. Further, to prevent the possibility of any undue pressure or influence from senior levels, such Complaints Committee should involve a totally independent third party. The committee should maintain strict confidentiality and conduct itself with utmost fairness and total impartiality, without fear or favour.

Where a complainant has good reason to object to the inclusion in the Committee of a particular individual, he / she should not be a member. Also, no individual should be appointed to the Committee where there is a conflict of interest, direct or indirect, or a potential conflict of interest.

D. Procedure for investigation

As enumerated in II above.

During the investigation, the committee shall ensure that victims, and / or witnesses are not victimized or discriminated against while dealing with complaints of sexual harassment.

It is once again emphasised that the committee should maintain strict confidentiality.

E. Close out procedure

The close out procedure under this will be same as enumerated in III above.

In addition to the above where such conduct amounts to a specific offence under the Indian Penal Code or under any other law, the employer shall initiate appropriate action in accordance with law by making a complaint with the appropriate authority.