

WHISTLE BLOWER POLICY & VIGIL MECHANISM

1. PREFACE

- a. Quick Heal Technologies Limited ("the Company") believes in conducting the affairs of its constituents in a fair and transparent manner by adopting the prudent business practices based on the principles of professionalism, honesty, integrity and ethical behavior. The Company is committed to develop a system whereby any Employee(s)/Director(s) or any other Stakeholder can voice their genuine concerns about any unethical or unacceptable business practice or any event of misconduct.
- b. The provisions of Section 177(9) of Companies Act 2013 read with rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 stipulates that every Company is required to implement a mechanism called "Whistle Blower Policy" to facilitate its employees and Directors to voice their concerns or observations without fear, or raise reports to the Management of instance of any unethical or unacceptable business practice or event of misconduct/ unethical behavior, actual or suspected fraud and violation of Company Code of Conduct, as applicable.
- c. The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. 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.

2. OBJECTIVES

- a. To encourage Employees to bring unethical and illegal practice/activity which come to their notice, to an internal Authority so that corrective action can be taken immediately.
- b. To minimize the organization's exposure to the damage that can occur when Employees circumvent internal mechanisms/procedures.
- c. To let Employees know about the Organisation's seriousness and concern about the adherence of the Company's Code of Conduct as may be applicable.

3. DEFINITIONS

- a. **"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.
- b. **"Employee"** means every employee, whether temporary or permanent, in the employment of the Company (whether working in India or abroad) including employees of Quick Heal Subsidiaries.
- c. **"Protected Disclosure"** means any communication made in good faith that reveals /demonstrates information that may be construed to be unethical or improper activity of anyone or in violation of the Companies Code of Conduct.

- d. **“Subject”** means a person against or in relation to whom the Protected Disclosure is made or evidence gathered during the course of an Investigation.
- e. **“Whistle Blower”** is someone who makes a Protected Disclosure under this Policy.
- f. **“Investigators”** mean those persons authorised/ appointed or by the Chairman of the Audit Committee.
- g. **“Whistle Officer” or “Committee”** means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.
- h. **“Ombudsperson”** will be the chairman of the Audit Committee for the purpose of receiving all complaints under this Policy and ensuring appropriate action.

4. **THE GUIDING PRINCIPLES**

- a. To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:
- b. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- c. Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- d. Ensure complete confidentiality.
- e. Not attempt to conceal evidence of the Protected Disclosure;
- f. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- g. Provide an opportunity of being heard to the persons involved especially to the Subject;

5. **SCOPE OF THE POLICY**

The Policy shall extend to cover incidents of any malpractices or events which have taken place/ suspected to take place involving:

- a. Violation of company's Code of Conduct, as applicable
- b. Wastage/Misappropriation of Company funds/assets;
- c. Financial irregularities, including fraud, or suspected fraud;
- d. Manipulation of Company data/records;
- e. Pilferation of confidential/proprietary information;
- f. Abuse of any authority;
- g. Deliberate violation of law/regulation, including but not limited to corruption, bribery, theft, fraud, coercion and willful act of commission or omission;
- h. Abusing of corporate opportunity for personal gains;
- i. Unofficial use of Company's material/human assets;
- j. Criminal offence;
- k. An act of discrimination;
- l. Any other unethical, biased, favoured, imprudent event.
- m. Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations.

6. MODE OF RAISING PROTECTED DISCLOSURE

Protected Disclosure, concerning the Subject, should be addressed to the Chairman of the Audit Committee Protected Disclosure should be sent to the Chairman of the Audit Committee, at the earliest but not later than 30 (thirty) days after becoming aware of the same.

7. VIGIL MECHNAISM AND REPORTING PROCEDURE

- a. Protected Disclosure should be sent marked “Confidential” to the following address:
Attn: Chairman, Audit Committee
Quick heal Technologies Limited, Marvel Edge, Office no. 7010 C & D, 7th Floor, Vimannagar, Pune – 411 014
E-mail Id: whistle@quickheal.co.in
- b. Protected Disclosure should be factual and not speculative or in the nature of a conclusion, and should contain relevant information/evidence so as to facilitate proper assessment of the nature and extent of concern and also urgency of investigative procedure.
- c. Each Protected Disclosure shall be clear, to the point, and shall include the name, place of work and signed and dated by the Whistle Blower. As a matter of principle and in the interest of the Subject, any anonymous concerns will not be investigated. The Company however, reserves its right whether or not to investigate the Protected Disclosure received anonymously.
- d. If initial enquiries indicate that the Protected Disclosure has neither any basis, nor the information falls within the purview of this Policy, it may be dismissed at that stage and the decision shall be documented.
- e. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson 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.
- f. Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee unless required for the purpose of investigation.
- g. The Ombudsperson/Whistle Officer/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 Ombudsperson/Whistle Officer/Committee;
- f) The recommendations of the Ombudsperson/Whistle Officer/Committee on disciplinary/other action/(s).
- ii) The Whistle Officer/Committee shall finalise and submit the report to the Ombudsperson within 15 days of being nominated/appointed, unless more time is required under exceptional circumstances.
- h. On submission of report, the Whistle Officer /Committee shall discuss the matter with Ombudsperson who shall either:
 - i) In case the Protected Disclosure is proved, accept the findings of the Whistle Officer /Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid re-occurrence of the matter;
 - ii) In case the Protected Disclosure is not proved, extinguish the matter; OR
 - iii) Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Committee of Directors (Whole-time Directors) with proposed disciplinary action/counter measures. The Committee of Directors, if thinks fit, may further refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.
- i. 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 Chairman of the Audit Committee.

8. PROTECTION

- a. The Management is committed to protect the Whistle Blower as well as the Subject till the time the Subject is proved guilty of the allegations or concerns raised in respect of the Subject. No unfair treatment will be meted out to the Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. 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/her duties/functions including making further Protected Disclosure. The Management 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 Management will arrange for the Whistle Blower to receive advice about the procedure.
- b. The identity of the Whistle Blower shall be kept confidential.

- c. No one who in good faith reports any Protected Disclosure or any other concern under this Policy, shall suffer harassment, retaliation or adverse employment consequences. An employee that retaliates against someone, who has reported a Protected Disclosure in good faith, is subject to discipline up to and including termination of employment.
- d. Anyone filing or reporting a concern or complaint must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code of Conduct. If a report is made in good faith but the facts alleged are not confirmed by subsequent investigation, no action will be taken against the reporting person.

9. DISQUALIFICATION

- a. While the Company will ensure that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment. Any misuse 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 Protected Disclosure, which have been subsequently found to be mala fide, frivolous, baseless, malicious or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosure under this Policy.

10. CONFIDENTIALITY

- a. Protected Disclosure may be submitted on a confidential basis or anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
- b. The Whistle Blower, the Subject, and everyone involved in the process shall:
 - i. maintain complete confidentiality/ secrecy of the matter.
 - ii. not discuss the matter in any informal/social gatherings/ meetings.
 - iii. not keep the papers unattended anywhere at any time.
 - iv. keep the electronic mails/files in this regard under password
- c. If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as deemed fit.

11. AMENDMENT

The Audit Committee/Board of Directors of the Company reserves its right to amend and/or modify this Policy in whole or in part, at any time without assigning any reason.

12. REPORTING

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.