

SPACENET ENTERPRISES INDIA LIMITED

WHISTLE BLOWER POLICY

1. 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 behavior.

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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides, a mandatory requirement, for all listed companies to establish a mechanism called “Vigil mechanism/Whistle Blower Policy” for employees and directors to report genuine concerns and/or report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within 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.

2. OBJECTIVE

This policy seeks the support of Spacenet Enterprises India Ltd employees (including trainee, temporary and on contract personnel), ex-employees, stakeholders of the Company, to report Significant deviations from key management policies and report any non-compliance and wrong practices, e.g., unethical behavior, fraud, violation of law, inappropriate behavior /conduct, illegal/ fraudulent act or violation of any adopted policies etc.

This policy is also to build and strengthen a culture of transparency and trust within the organization. This policy applies to any matter which is related to the Company’s business and does not relate to private acts of an individual not connected to the business of the company.

3. DEFINITIONS

“Audit Committee” means a committee constituted by the Board of Directors of the Company in accordance guidelines of Listing Regulations and the Companies Act, 2013

“Compliance Officer” means Chief Executive Officer/Executive Director and Head-HR.

“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.

“Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

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

4. ELIGIBILITY

All Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

5. THE 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 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;

6. 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

7. 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. Pilferation 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 illegal, fraudulent or violation of any adopted policies of the company
12. Any other unethical, biased, favoured, 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.

8. MANNER IN WHICH CONCERN CAN BE RAISED

All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible after he/she becomes aware of the same so as to ensure a clear understanding of the issues raised. Protected Disclosure should be submitted to the Compliance Officer by way of an email at cs@spacenetent.com or to the Chairman of the Audit Committee in exceptional cases.

On receipt of the protected disclosure, the Compliance Officer/ Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company for further appropriate investigation and needful action.

The record will include:

- a. Brief facts of the complaint
- b. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- c. Whether the same Protected Disclosure was raised previously on the same subject;d) Details of actions taken by Compliance Officer for processing the complaint.
- d. Details of actions taken by Compliance Officer for processing the compliant and
- e. Findings of the Audit Committee, if any

9. INVESTIGATION AND DECISION

The Compliance Officer is responsible for promptly investigating all the protected disclosures. If an investigation leads the Compliance Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, then Compliance Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as it may deem fit.

If no further action or investigation is to follow, an explanation for the decision will be given to the whistle blower.

In case the Subject is the Chairman/Compliance Officer, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Compliance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

10. PROTECTION

If an employee 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. He/she 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. Any individual within the Company who retaliates against whistle blower who in good faith reported a violation or has cooperated in the investigation of a Violation is subject to discipline, including termination of employment. Whistle blower who reasonable believes he or she has been retaliated against in violation of this policy shall follow the same procedures as for filing a complaint.

11. SECRECY/CONFIDENTIALITY

The Whistle Blower, the Subject, the Compliance Officer 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 investigations not keep the papers unattended anywhere at any time
- d. keep the electronic mails/files under password

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

12. RETENTION OF DOCUMENTS

All protected Disclosures in writing or documented along with the results of investigation relation thereto shall be retained by the Company for a period of seven years.

13. REPORTING

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

14. AMENDMENT

The Executive Director 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.