

**“SMARTLINK –
WHISTLE BLOWER POLICY”**

A. Purpose

The basic objective of this is policy is

- a) to provide a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy
- b) to provide an opportunity to the Director(s) or employee(s) and give them an avenue to raise concerns and to access in good faith the Audit Committee,
- c) to maintain the highest possible standards of ethical, moral and legal business conduct and the company's commitment to open communication, in case they observe unethical and improper practices or any other wrongful conduct in the Company,
- d) to provide all necessary safeguards for protection of Director(s) and employees from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against those Director(s) or employees as a result of the Director(s) or employees' good faith disclosure of alleged wrongful conduct to an audit committee.

Any Director(s) or employee who discloses and subsequently suffers an adverse personal action as a result is subject to the protection of this Policy.

B. Applicability

This policy applies to all Directors, designated persons of the Company.

C. Policy

No adverse action shall be taken or recommended against a Director(s) or an employee in retaliation to his disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This policy protects such Director(s) and employees from unfair termination and unfair prejudicial employment practices.

No manager, director, department head, or any other Director(s) or employee with authority to make or materially influence significant personal decisions shall take or recommend an adverse personnel action against a Director(s) or an employee in knowing retaliation for disclosing alleged wrongful conduct to an audit committee.

However, this policy does not protect a Director(s) or an employee from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.

D. Definitions

1. **Abuse of authority:** Action or decision which is outside the scope of the alleged violator's position, scope of duties, or level of authority as authorized by the company. However, even actions or failure to take actions which are within the alleged violator's authority may constitute abuse of authority if the violator's motive or purpose is to harass, intimidate, or treat the Director or employee unreasonably or capriciously under the applicable facts and circumstances.

2. **Adverse action:** An employment-related act or decision or a failure to take appropriate action by a manager or higher-level authority, which affects a Director(s) or an employee negatively.

The following are adverse actions:

- (i) Termination of employment
- (ii) Demotion
- (iii) Suspension
- (iv) Written reprimand
- (v) Retaliatory investigation
- (vi) Decision not to promote
- (vii) Receipt of an unwarranted performance rating
- (viii) Withholding of appropriate salary adjustments
- (ix) Imposition of involuntary transfer or reassignment;
- (x) Elimination of the employee's position, or a decrease in or lack of sufficient funding, monies, or work load;
- (xi) Denial of awards, grants, leaves, benefits, or training for which the Director(s) or employee would normally be eligible.
- (xii) Other significant change in job responsibilities or working conditions which are inconsistent with the director's or employee's position, salary or grade.

3. **Alleged wrongful conduct:** Alleged Wrongful Conduct shall mean violation of law, infringement of Company's Code of Conduct or ethical policies, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

4. **Audit Committee:** A Committee of Board of Directors constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

5. **Company:** Company means Smartlink Holdings Limited (formerly known as Smartlink Network Systems Limited)

6. **Employee:** An employee means every employee or director of the Company.

7. **Designated Persons** shall cover the following:

The term “designated person(s)” for purposes of these regulations shall mean:

- a. employees of such listed company / market intermediaries/ fiduciaries and its material subsidiaries and associates company (s), designated on the basis of their functional role or access to UPSI in the organization by its Board.
 - b. All promoters for listed companies and promoters who are individuals or investment companies for market intermediaries/ fiduciaries.
 - c. CEO and upto two levels below CEO of such listed company / market intermediary/ fiduciaries and its material subsidiaries and associate company (s) irrespective of their functional role in the company or ability to have access to UPSI.
 - d. Any support staff of listed company/ market intermediary/ fiduciaries such as IT staff or secretarial staff who have access to UPSI. Disclosure has to be given as per SCHEDULE C of sub-regulation (1) and sub-regulation (2) of regulation 9.
8. **Code:** code means Smartlink Code of Conduct.
9. **Compliance Officer:** Compliance Officer means, “Company Secretary” of the Company.
10. **Conflict of interest:** When an employee or director is in a position to influence a Company activity or decision in ways that could lead to any matter or form of personal gain to the employee or director or for his/her family member, or when the employee has a personal vested interest in the activity or decision.
11. **Discloser:** An employee or director who reports alleged wrongful conduct to an audit committee, as defined herein.
12. **Disclosure:** Oral or written report by an employee or director to the audit committee of alleged wrongful conduct on a matter of public concern.
13. **Disclosure investigation:** Review and determination made by the appropriate Company officer and/or designees of a disclosure.
14. **Director:** means a director appointed to the Board of a company;
15. **Gross waste or misappropriation of public funds:** Action or decision which is outside the scope of the alleged violator's spending or budgetary authority, or even when the action or decision is within budgetary authority, the action would be considered by a reasonable person to be grossly excessive, wasteful, or an improper use of public funds.
16. **Knowing retaliation:** An adverse action taken by a manager or other authority against an employee because of a prior disclosure of alleged wrongful conduct.

17. **Managerial employee:** Managerial Personnel shall include Director, all Executives at the level of Manager and above, who has authority to make or materially influence significant decisions.
18. **Senior Management: Senior Management** includes Chief Finance Officer, all Vice-Presidents and Associate Vice Presidents and such other employees as may be decided by the Board from time to time.
19. **Mismanagement:** Action or decision which exceeds the scope of the alleged violator's responsibilities, or even if the action is within responsibilities, the action would be considered by a reasonable person to be grossly excessive or unfair.
20. **Personnel action:** An employment-related action or decision which affects an employee or director positively or negatively.
21. **Policy:** Policy or This Policy means, "Whistle Blower Policy."
22. **Violation of law:** A violation of local, state, or central law or regulation that is applicable to the Company or its employees and directors.
23. **Whistleblower complainant ("complainant"):** An employee or director of the Company who discloses in good faith any unethical & improper practices or alleged wrongful practices to the Audit Committee by email or in writing to the Chairman of the Audit Committee. The Whistle Blower's role is as a reporting party, he/she is not an investigator. Although the Whistle Blower is not expected to prove the truth of an allegation, he needs to demonstrate to the Audit Committee, that there are sufficient grounds for concern.
24. **Whistleblower complaint:** A complaint filed by a complainant with the Compliance officer alleging that an adverse action was taken in retaliation for a prior disclosure of alleged wrongful conduct to an audit committee.
25. **Investigator:** means those persons authorised, appointed, consulted or approached by Audit Committee and includes Auditors of the Company and External investigators.

E. INTERPRETATION

Terms that have not been defined in this Policy shall have the same Meaning assigned to them in the Companies Act, 1956 and/or SEBI Act and/or any other SEBI Regulation(s) as amended from time to time.

F. GUIDELINES:

1. Internal Policy & Protection under Policy

This Policy is an internal policy on disclosure by employees or directors of any unethical and improper practices or wrongful conduct and access to Audit Committee constituted by the Board. This Policy prohibits the Company to take any adverse action against its employees or directors for disclosing in good faith any unethical & improper practices or alleged wrongful conduct to the Audit Committee. Any employee or director against whom any adverse action has been taken due to his disclosure of information under this policy may approach the Audit Committee.

2. Safeguards

Harassment or Victimization:

Harassment or victimization of the complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee or director.

Confidentiality:

Confidentiality of whistle blower shall be maintained to the greatest extent possible. Every effort will be made to protect the whistle blower's identity, subject to legal constraints.

Anonymous Allegations:

Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously SHALL NOT BE usually investigated BUT subject to the seriousness of the issue raised the Audit Committee can initiate an investigation independently.

Malicious Allegations:

Malicious allegations by employees or director may result in disciplinary action.

3. False Allegations of Wrongful Conduct

An employee or director who knowingly makes false allegations of alleged wrongful conduct to an audit committee shall be subject to discipline, up to and including termination of employment, in accordance with Company rules, policies, and procedures.

4. Legitimate Employment Action

An employee or director against whom an adverse personal action has been taken for legitimate reasons or cause under Company rules and policies may not use this policy as a defence. It shall not be a violation of this policy to take adverse personal action against an employee or director whose conduct or performance warrants that action separate and apart from that employee making a disclosure.

5. Dealing in securities of the Company by the designated persons as defined in the Code of Conduct to regulate, monitor and report trading by Designated Person under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, when in possession of unpublished price sensitive information.

6. Making a Disclosure

An employee or director who observes or notices any unethical & improper practices or alleged wrongful conduct in the Company shall report the same to Audit Committee through e-mail addressed to any of the members of the audit committee at the following email addresses

- a) Mr. Pankaj Baliga – pankaj.baliga@tcs.com
- b) Mr. K.,M. Gaonkar - kmgakonkar@gmail.com
- c) Mr. Pradeep Rane - pradeeprane53@gmail.com

They can also send the disclosure to the Chairman of the Audit Committee at the following address:

Mr. Pankaj Baliga
91, Kuber Towers, Off; Nariman Rd.,
Prabhadevi, Mumbai - 400025

An employee or director who becomes aware of alleged wrongful conduct is encouraged to make a disclosure to Audit committee as soon as possible, but in any case must make the disclosure no later than 60 days after becoming aware of the conduct.

The Audit Committee shall appoint a Company Officer to conduct the investigations on the whistle blower compliant.

If the employee or director is unwilling or unable to put an oral disclosure in writing, the Company officer who investigates the disclosure will prepare a written summary of the employee's or director's disclosure and provide a copy to the employee or director. No later than 15 days after receipt of the summary, the employee or director may submit a written supplement to the Company officer who prepared the summary. Failure to submit a supplement within 15 days will constitute acceptance of the summary as an accurate statement of the disclosure made by the employee or director. The Company officer will conduct an investigation into the allegations of the disclosure and will take necessary corrective action, as warranted. Throughout this process, the confidentiality of the discloser will be maintained to the greatest extent possible. At the conclusion of the investigation, the Company officer will notify the discloser and other affected employees or directors in writing of the determination. The manager, the discloser, and the alleged violator shall retain a copy of the determination. The investigation shall be conducted by a Company officer who does not have a conflict of interest in the matter being investigated.

Where the Company officer determines the employee's or director's allegations do not meet the definition of disclosure under this policy, the Company officer shall refer the employee or directors to other available Company grievance or appeal processes to address the employee's concerns.

7. Employee Accountabilities –

- a. Bring to the early attention of the company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern.
- b. Avoid anonymity when raising a concern.
- c. Co-operate with investigating authorities, maintaining full confidentiality.
- d. The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by employees or directors may attract disciplinary action.
- e. A complainant has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.
- f. In exceptional cases, where the complainant is not satisfied with the outcome of the investigation carried out by the Ombudsperson, she/he can make a direct appeal to the Audit Committee.

7A. Accountabilities – 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.

8. False Allegations of Wrongful Conduct

An employee or director who knowingly makes false allegations of alleged wrongful conduct to an audit committee shall be subject to discipline, up to and including termination of employment, in accordance with Company rules, policies, and procedures.

9. Legitimate Employment Action

An employee or director against whom an adverse action has been taken for legitimate reasons or cause under Company rules and policies may not use this policy as a defence. It shall not be a violation of this policy to take adverse action against an employee or director whose conduct or performance warrants that action separate and apart from that employee or director making a disclosure.

G. Procedures

The whistle blowing procedure is intended to be used for **serious and sensitive issues**. Serious concerns relating to financial reporting, unethical & improper practices or alleged wrongful conduct shall make a disclosure to the Audit Committee as soon as possible but not later than 60 consecutive calendar days after becoming aware of the same.

Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, Audit Committee, if the circumstances so suggest, may appoint a senior executive or a committee of managerial personnel to investigate into the matter and prescribe the scope and time limit therefore.

Audit Committee shall have right to outline detailed procedure for an investigation. Where the Audit Committee has designated a senior executive or a committee of managerial personnel for investigation, they shall mandatorily adhere to scope and procedure outlined by Audit Committee for investigation.

The Audit Committee or officer or committee of managerial personnel, as the case may be, shall have right to call for any information/document and examination of any employee or director of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.

A report shall be prepared after completion of investigation and the Audit Committee shall consider the same. After considering the report, the Audit Committee shall determine the cause of alleged Adverse action and may order for appropriate course of action, which may inter-alia, include:

- a) Order for an injunction to restrain continuous violation of this policy;
- b) Reinstatement of the employee or director 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.

Subject to legal constraints, she/he will receive information about the outcome of any investigations. 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 –

- a) recommend to Board to reprimand, take disciplinary action, impose penalty / punishment order recovery when any alleged unethical & improper practice or wrongful conduct of any employee or director is proved.
- b) recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical & improper practice or wrongful conduct

H. Notification

All departmental heads are required to notify & 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 employees of his department. The new employees shall be informed about the policy by the Human Resource (HR) 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 Web site of the Company.

I. Annual Affirmation

The Company shall annually affirm that it has not denied any personnel an access to the Audit Committee and that it has provided protection to whistle blower from adverse personal action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

J. Dissemination

The Company has developed appropriate mechanisms to advise all employees and directors of the existence of this policy, including but not limited to making the policy available on the Company's intranet site and by sending the copy of the policy to all departmental heads for further communication to their employees.

K. Amendment

The Audit Committee reserves its right to amend or modify this policy in whole or in part, at any time without assigning reason whatsoever.

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