

ONE INTERNATIONAL CENTER PRIVATE LIMITED

WHISTLE BLOWER POLICY AND PROCEDURE

(Adopted on 16th January, 2023)



Policy Information:

Policy reference number	Policy Owner	Policy Approver	Creation date
WBP16012023	Compliance Officer	Board and Audit Committee	16 th January, 2023



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1. Introduction

The Company believes in the conduct of the affairs of its various constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. The Company has a separate Code of Conduct for the Board and Senior Management Personnel.

This Policy has been formulated, pursuant to the provisions of Section 177(9) of the CA, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 4(2)(d)(iv) of the LODR, 2015 and with a view to provide a mechanism for all persons associated with the Company (including employees, vendors, clients and business associates) to approach the Ombudsperson/Chairperson of the Audit Committee of the Company to report to the management, instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Codes of Conduct or any other policy.

2. Objective

To provide employees, clients, vendors, etc. an avenue to raise concerns, in line with the Company's commitment to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. Further, to provide necessary safeguards for protection of Complainants from reprisals or victimization, for whistle blowing in good faith.

3. Applicability

The Policy is applicable to various stakeholders of the Company, falling under the following categories, who are eligible to make a complaint under the Policy:

- i. All Directors and Senior Management of the Company;
- ii. All Employees (including their representative bodies) and ex-Employees of the Company;
- iii. Employees of other agencies deployed for the Company, trainees and interns;
- iv. Shareholders, contractors, vendors, suppliers, service providers, consultants, customers, auditors, agencies (or any of their employees);
- v. Any other person having an association with the Company.

4. Definitions

- 4.1 **"Board"** means the Board of Directors of the Company.
- 4.2 **"CA 2013"** means the Companies Act, 2013 and rules made thereunder, as amended from time.
- 4.3 **"Company" or "OICPL"** means One International Center Private Limited.
- 4.4 **"Complainant"** means any person, making a complaint under this Policy.



4.5 “**Directors**” shall mean the members of the Board of Directors including the Independent Directors.

4.6 “**Employee**” means permanent or contractual employees of the Company, based in India or overseas and includes employees in the probation or notice period.

4.7 “**LODR 2015**” means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

4.8 “**Policy**” means this Whistle Blower Policy as amended and approved by the Board from time to time.

4.9 “**SEBI**” means the Securities and Exchange Board of India.

4.10 “**Senior Management**” shall mean officers/personnel of the Company who are members of the core management team excluding the Board and shall comprise all Key Managerial Personnel and members of management one level below the Chief Executive Officer/Managing Director/Whole time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the Board) and shall specifically include the Functional heads, by whatever name called and the company secretary and chief financial officer.

4.11 “**Subject**” means a person against or in relation to whom a complaint has been made under this Policy.

Capitalised terms used in this Policy and not defined above shall have the same meaning as assigned to them under the CA 2013 or LODR 2015 or any other applicable law or guidelines.

5. Main Features of the Policy

5.1 Scope

Any issues or concerns *inter alia* related to the following may be reported:

- i. Fraud or attempted fraud;
- ii. Financial or accounting malpractices;
- iii. Unethical or improper behaviour;
- iv. Attempt to conceal material facts;
- v. Unlawful acts – civil and criminal in nature;
- vi. Wastage and wrongful use of company assets;
- vii. Abuse of authority;



- viii. Manipulation of Company's data, records, misappropriation of Company funds/assets, any misrepresentation on behalf of the Company;
- ix. Deliberate violation of law or regulation;
- x. Negligence causing or leading to danger to public health or safety;
- xi. Discrimination on any grounds, including, but not limited to, age, race, gender or nationality;
- xii. Breach of Company's policies, practices or procedures, employee code of conduct or rules;
- xiii. Leakage or suspected leakage of Unpublished Price Sensitive Information;
- xiv. Any form of abuse, including abuse of power and conflict of interest;
- xv. Misuse of any confidential information, abuse of authority by the Directors/Employees of the Company;
- xvi. Any activity which is unethical, biased, illegal, or detrimental to the financial and /or reputational interest of the Company.

5.2 Complainant

- i. An individual making a complaint under this Policy is commonly referred to as a Complainant (whistleblower). The Complainant's role is as a reporting party; he/she is not an investigator;
- ii. Although the Complainant is not expected to prove the truth of an allegation, the complainant needs to demonstrate to the Ombudsperson, that there are sufficient grounds for concern.

5.3 Safeguards

a. Harassment or Victimization

Harassment or victimization of the Complainant will not be tolerated and could constitute sufficient grounds for dismissal of the person concerned.

b. Confidentiality

Every effort will be made to protect the Complainant's identity, subject to legal constraints.

c. Anonymous Allegations

Complainants are encouraged to mention their name while reporting a concern, as follow-up questions and investigation may not be possible unless the source of the information is identified.

Anonymous complaints will be accepted for review if they are substantiated by the Complainant.

d. Malicious Allegations



Malicious allegations will result in disciplinary action.

e. Ombudsperson

The Ombudsperson will be a person who is well respected for his/her integrity, independence and fairness. She/He is authorized by the Board of the Company for the purpose of receiving all complaints under this Policy and ensuring appropriate action. Different Ombudspersons may be appointed for each geography/ location of the Company, as decided by the Board.

Details of Ombudsperson are provided in Annexure I

f. Investigation Subject

The investigation Subject is the person / group of persons who are the focus of the enquiry / investigation. Their identity would be kept confidential to the extent possible.

g. Types of issues that can be reported

The whistle blowing procedure is intended to be used for serious and sensitive issues. Serious concerns relating to financial reporting, unethical or illegal conduct should be reported using Ethics Reporting Mechanism.

h. Investigation

- i. All complaints received will be recorded and reviewed;
- ii. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at that stage and the decision, duly documented. The same will be conveyed to the Complainant;
- iii. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a 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;
- iv. The preliminary investigation process will be streamlined by the inclusion of respective Geographical location's Legal and HR representatives. The Ombudsman may also appoint such other investigators including the statutory auditors and the police, as required.

The principles of natural justice and equity would be followed. A written report of the findings would be made. If the Ombudsperson decides that the complaint does not come under the scope of this Policy or warrants a separate investigation elsewhere, the same will be recorded against the complaint with the action suggested;

- i. The Subject will be provided an opportunity of being heard during the investigation process;



- ii. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations, under this Policy;
- iii. The investigation shall normally be completed within 45 to 90 days of the receipt of the complaint and is extendable by such period as the Ombudsperson deems fit.

i. Investigation Result

Based on a thorough examination of the findings, Ombudsperson will present the findings to the Board, who in turn, will decide on the action to be taken. Where an improper practice is proved, the Board will discuss the case with the Ombudsperson and other interested parties in the case. The discussion will cover suggested disciplinary action, including warning, fines, suspension, dismissal, if applicable, as well as preventive measures for the future. All discussions will be minuted and a final report will be prepared.

j. Reporting

- i. The Ombudsperson will provide quarterly reports to the Chairperson of the Company and Chairperson of the Audit Committee. The report will contain a concise explanation of the complaints and the conclusions;
- ii. The Company will maintain all documents under this Policy, including complaints, preliminary and final investigation reports, etc. for a minimum period of 8 years from the relevant date.

6. Procedure to Report/Register a Complaint

Send the details of the Complaint with the following details to Mr. Sunil Kumar Tibra at Sunil.tibra@nucleusofficeparks.com

Name of the Complainant:

Employee Code (if applicable):

Designation (if applicable):

Address:

Contact Number:

Email ID:

Subject Details:

(a person against or in relation to whom the Complaint is being made - Name and other details to be furnished)

Complaint details:



7. Communication with Complainant

The Complainant will receive acknowledgement on receipt of the concern within seven working days from the date of complaint. The amount of contact between the Complainant and the body investigating the concern will depend on the nature of the issue and the clarity of information provided and further information may be sought from him/her. Subject to legal constraints, she/he will receive information about the outcome of any investigations and actions taken.

8. Accountabilities/Expectations from Complainant

- i. Bring to early attention of the Company, any person's improper practice *vis-a-vis* the Company that they become aware of. Although, Complainant is not required to provide proof, they must have sufficient cause for concern.
- ii. Co-operate with investigating authorities and maintain full confidentiality.
- iii. 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 may attract disciplinary action. Complainants should be mindful of the same.
- iv. A Complainant has the right to protection from retaliation. However, this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.
- v. In exceptional cases, where the complainant is not satisfied with the outcome of the investigation carried out by the Ombudsperson, he / she can make a direct appeal to the Chairperson of the Audit Committee of the Company, by sending an email to info@nucleusofficeparks.com

9. Ombudsperson Role

Role of the Ombudsperson:

- i. Ensure that the Policy is implemented;
- ii. Acknowledge receipt of concern to the Complainant, thanking him/her for the initiative taken in upholding the Company's business conduct standards;
- iii. Ascertain prima facie, the credibility of the charge. Close the issue if initial enquiry indicates further investigation is not required;
- iv. Document the initial enquiry;
- v. Where further investigation is indicated, carry this through by appointing a Committee, if necessary;
- vi. Provide quarterly reports to the Chairperson of the Company and Chairperson of the Audit Committee;



- vii. Ensure that necessary safeguards are provided to the Complainant, including the confidentiality, anonymity of the complainant and non-persecution.

Further, the Ombudsperson or Committee, shall, as the case may be:

- i. Conduct the enquiry in a fair, unbiased manner;
- ii. Ensure complete fact-finding;
- iii. Maintain strict confidentiality;
- iv. Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom;
- v. Minute Committee deliberations and document the final report;
- vi. Recommend disciplinary action to the Board, depending on the severity of the improper conduct, where proved.

10. Board's Role

Role of the Board is to:

- i. Review the investigation findings submitted by Ombudsperson;
- ii. Decide actions and instruct relevant stakeholders to implement actions.

11. Duties of Investigation Subject

The investigation Subject shall:

- i. Provide full co-operation to the Investigation team;
- ii. Be informed of the outcome of the investigation;
- iii. Accept the decision of the Ombudsperson;
- iv. Maintain strict confidentiality of the complaint and investigation process.

12. Review and amendment

The Board may at any time, amend this Policy either pursuant to any change in law or otherwise. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy.



13. Detailed version control sheet

This section is the control sheet of all the changes that have been carried out in the Policy and shall list the changes done since inception.

Change in version no.	Page no.	Section no.	Erstwhile section	New/Modified section	Reason for change	Effective date
1	5, 8, 12	4.10, 6, Annexure -1	-	-	Definition of Senior Management, Change in details of personnel with whom complaint to be lodged and change in details of ombudsmen	1 st June, 2023

Annexure-1

Contact Details of the Ombudsperson:

Name: Mr. Sunil Kumar Tibra

Designation: Authorised Signatory

Tel.: 022 6868 4400

Mobile: +91 9711078245

Email: Sunil.tibra@nucleusofficeparks.com




