

PURAVANKARA LIMITED

CIN: L45200KA1986PLC051571

WHISTLE BLOWER POLICY

(Approved by Board of Directors on 14.11.2023)

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1. Objective of the Policy

The Company believes in conducting its business affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. To achieve this objective, the Company has adopted this Policy to establish an internal framework that lays down the principles and standards that should govern the actions of the Company and all its Directors and Employees for reporting instances of unethical or illegal business conduct, actual or suspected fraud amongst other things. Any actual or potential violation of this Policy, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

2. Legal Framework

Section 177 (9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI Listing Regulations, 2015, requires every listed entity to establish a vigil mechanism called 'Whistle Blower Policy' for Directors and Employees to report genuine concerns and enable stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

Accordingly, this Policy has been formulated with a view to provide a mechanism for enabling stakeholders of the Company to approach the Ethics Counsellor / Chairman of the Audit Committee of the Company.

3. Scope and Applicability of the Policy

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

- i. All Directors and Senior Management of the Company;
- ii. All Employees and ex- Employees of the Company
- iii. Employees of other agencies deployed for the Company, trainees and interns;
- iv. Shareholders, contractors, vendors, service providers, consultants, customers, auditors, agencies engaged with the Company (or any of their employees);
- v. Any other person associated with the Company in any capacity making Protected Disclosure.

4. Review and Amendments

The Board may at any time, amend this Policy either pursuant to any changes in applicable regulations 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, such amendment(s), clarification(s), circular(s), etc. shall prevail over the provisions of this Policy.

5. Definitions

- 5.1 **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI Listing Regulations, 2015.

5.2 **“Board of Directors”** or **“Board”** means the Board of Directors of the Company, as constituted from time to time.

5.3 **“Companies Act, 2013”** means the Companies Act, 2013 and the rules and regulations made thereunder as amended from time to time.

5.4 **“Company”** or **“Puravankara”** means Puravankara Limited.

5.5 **“Employee”** means every employee of the Company including permanent or contractual employees (whether working in India or abroad), and the Directors of the Company.

5.6 **“Investigators”** mean those persons authorised, appointed, consulted or approached by the Ethics Counsellor/Chairman of the Audit Committee and includes the auditors of the Company and the police and/or any personnel not associated with the Company, or employee nominated by Ethics Counsellor / Chairman of the Audit Committee for the purpose of conducting an investigation

5.7 **“Protected Disclosure”** means any written complaint or communication made in good faith that discloses or demonstrates a Reportable Event in the format provided in Annexure A of this Policy.

5.8 **“Reportable Event”** shall include events which have taken place / are suspected to have taken place involving the following and a Protected Disclosure may be made in such instances:

- i. Fraud or attempted fraud;
- ii. Any activity which is unethical, biased, illegal, or detrimental to the financial and /or reputational interest of the Company;
- iii. Attempt to conceal material facts;
- iv. Unlawful acts – civil and criminal in nature, violation of law;
- v. Financial or accounting malpractices;
- vi. Manipulation of Company’s data, records, misappropriation of Company funds/assets, any misrepresentation on behalf of the Company;
- vii. Negligence causing or leading to danger to public health or safety;
- viii. Discrimination on any grounds, including, but not limited to, age, race, gender or nationality;
- ix. Breach of Company’s policies, practices or procedures, employee code of conduct or rules;
- x. Leakage or suspected leakage of Unpublished Price Sensitive Information;
- xi. Any transactions by the Company or any of its subsidiaries, structured through an unrelated third party but with the purpose and effect of benefiting a related party of the Company or any of its subsidiaries and designed to circumvent applicable governance, reporting and compliance obligations prescribed under any regulations;
- xii. Any form of abuse, including abuse of power and conflict of interest;
- xiii. Victimization of Employee;
- xiv. Pilferation of any confidential information, abuse of authority by the Directors/Employees of the Company.

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

5.10 **“Senior Management”** means officers / personnel of the Company who are members of its core management team excluding the Board and shall comprise all 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 Company Secretary and Chief Financial Officer and all functional heads. (excluding independent Directors).

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

5.12 **“Whistle Blower”** means an Employee making a Protected Disclosure 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.

6. Procedure for lodging a Protected Disclosure

- i. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- ii. In respect of all other Protected Disclosures and those concerning the Ethics Counsellor and employees at the levels of Vice Presidents and above, the same should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Ethics Counsellor of the Company.
- iii. All Protected Disclosures concerning Chairman of the Audit Committee should be addressed to the Board of Directors of the Company.

- iv. The contact details of the Chairman of the Audit Committee are as under:

Mr. Anup Shah Sanmukh (anup@anupsshahlawfirm.com)

The contact details of the Ethics Counsellor are as under:

Mr. Ashish Ravi Puravankara Group Chief Executive Officer (ashish@puravankara.com)

- v. If a protected disclosure is received by any executive of the Company other than the Ethics Counsellor / Chairman of the Audit Committee, the same should be forwarded to the Company's Ethics Counsellor / Chairman of the Audit Committee for further appropriate action.
- vi. Protected Disclosures should be reported in writing to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, or in the regional language of the place of employment of the Whistle Blower. In case of receipt of verbal reports, the same shall be documented by the Ethics Counsellor / Chairman of the Audit Committee and transcribed into English language or the regional language of the place of employment of the Whistle Blower and a copy of the written report shall be forwarded to the Whistle Blower to enable him / her to verify and confirm the details disclosed in the report. Upon verification / confirmation, the Whistle Blower shall provide the Ethics Counsellor / Chairman of the Audit Committee with a signed copy of the written report.

- vii. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee/Ethics Counsellor, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- viii. Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

7. Investigation

- i. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Ethics Counsellor / Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. In case Protected Disclosures concerning Ethics Counsellor / Chairman of the Audit Committee are made, the investigation shall be conducted by the Board of Directors of the Company.
- ii. The Ethics Counsellor / Chairman of the Audit Committee may at their discretion, consider involving any Investigators for the purpose of investigation.
- iii. Investigations will be launched only after a preliminary review by the Ethics Counsellor / Chairman of the Audit Committee, as the case may be, which establishes that:
 - a. The alleged act constitutes an improper or unethical activity or conduct, and
 - b. The allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, Ethics Counsellor / Chairman of the Audit Committee are of the view that an investigation should be conducted.
- iv. Investigators are required to conduct a process towards fact-finding and analysis.
- v. Technical and other resources may be drawn upon as necessary to augment the investigation.
- vi. The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- vii. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- viii. All endeavours shall be made to ensure that the investigation is completed within a period of 45 days of the receipt of the Protected Disclosure.
- ix. If an investigation leads the Ethics Counsellor / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Ethics Counsellor / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Ethics Counsellor / Chairman of the Audit Committee may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

8. Duties and Responsibilities of the Subjects:

- i. Subjects shall extend full co-operation to the Ethics Counsellor / Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self- incrimination protections available under the applicable laws.
- ii. Subjects shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

9. Rights of the Subjects:

- i. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. However, if the allegations against the subject are not sustainable, then the Company may see reason to reimburse such costs.
- ii. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

10. Protection to the Whistle Blower

- i. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.
- ii. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosures.
- iii. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate the same and recommend suitable action to the management.
- iv. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- v. In case a Whistle Blower feels that he / she has been victimized in employment related matters because of the Protected Disclosure, he / she can submit the grievance to the Ethics Counsellor / Chairman of Audit Committee, giving specific details about the nature of victimization allegedly suffered by him/her. The Ethics Counsellor / Chairman of Audit Committee shall undertake necessary actions to ensure adequate protection to the Whistle Blower.

11. Disqualifications

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action including but not limited to the following:

- a. warnings and suspension
- b. withholding of promotions or pay increments
- c. written apologies
- d. termination of employment or any employment agreement
- e. revision of employment terms, agreement or contract
- f. recovery of any expenses incurred with regard to the investigation, if any
- g. legal action
- h. any other action as may be decided by the Ethics Counsellor / Chairman of the Audit Committee

The disciplinary or corrective action against other personnel may include, any one or more of the following:

- a. termination of the contract or agreement
- b. recovery, if any
- c. legal action
- d. any other action as may be decided by the Ethics Counsellor / Chairman of the Audit Committee

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.

Whistle Blowers who make any Protected Disclosures which have been subsequently found to be *mala fide* or malicious or Whistle Blowers who make 3 or more Protected Disclosures which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

12. Reporting

The Ethics Counsellor shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

13. Retention of documents

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

14. Website Disclosure

The Company shall disclose this Policy on its website.

The details of this Policy shall be disclosed in the Board's Report. The Company shall annually affirm that it has not denied any personnel, access to the Ethics Counsellor / Chairman of the Audit Committee, as part of the Annual Report of the Company.

Annexure A
(Format of Protected Disclosure)

PURAVANKARA INDIA LIMITED

PROTECTED DISCLOSURE UNDER WHISTLE BLOWER POLICY

A. Personal Details of the Whistle Blower:

Name:

Employee Code (if applicable):

Designation (if applicable):

Address:

Contact Number:

Email ID:

B. Protected Disclosure:

Subject:

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

Reportable Event Details:

Signature:

Date:

Place: