

# WHISTLE BLOWER POLICY

## 1. Purpose

The purpose of this Whistle Blower Policy (“**Policy**”) is to establish an exhaustive vigil mechanism which defines our ethics and integrity in the way we do our business. By way of an effective implementation of this Policy, all the stakeholders of the Rackbank Datacentres Pvt. Ltd. (“**Company**”) including but not limited to its employees, directors, vendors, investors, customers could report unethical, illegal or improper activities in a safe, confidential and non-retaliatory environment. This Policy aims to ensure that highest level of integrity is maintained throughout and no undesirable conduct shall be entertained at any cost. This Policy aims to:

- a. Promote a culture of transparency, integrity and accountability of one and all;
- b. Provide a mechanism to report concerns relating to fraud, malpractices, data breaches, cybersecurity violations;
- c. Promote the idea of fearless reporting of concerns relating to any unprofessional conduct;
- d. Inculcate the idea of responsible and protected whistle blowing.
- e. Ensure compliance with all the Indian laws governing data centres and align the practices with international standards.

This Policy aims to foster Company’s commitment to highest standards of corporate governance and values that the Company has developed over the years’. This Policy should be looked as an initiative for any employee/director or any other stakeholder to raise any genuine concern before the Company in good faith and in a responsible manner so that Company’s resources are best utilized in other important tasks.

## 2. Scope

This Policy is applicable to all dealings and transactions undertaken by, or on behalf of, the Company and its subsidiaries or sister concerns over which it exercises control.

This Policy shall apply to all individuals, directly or indirectly associated with the Company viz., employees, directors, administrative staff, professional retainers, customers, investors, business partners, senior management of the Company, members of the Board and any other stakeholders associated with the Company.

## 3. Definitions

**“Anonymous Complaints”** means any complaint made by a person who has not disclosed his/her identity in order to maintain privacy and confidentiality;

**“Confidential Information”** shall mean and include all of the confidential and proprietary information and all other information, not in the public domain, that relates directly or indirectly with the unethical activity or any conduct that may constitute breach of Company’s value and ethics which may include the business, plans, finances or affairs of the Company in general. All information disclosed or revealed by the Whistleblower orally, electronically, in writing or in any other tangible form, shall be deemed to be Confidential Information if (a) it has been marked “confidential,” (b) the



Company or the Committee has been placed on notice, orally or in writing, of its confidential nature, or (c) due to its character or nature, a reasonable person under similar circumstances would treat such information as confidential.

**“Effective Date”** means and from its date, all earlier policies/rules/regulations issued by the Company shall stand superseded.

**“Fraud”** means in relation to affairs of the Company or any body corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain under advantage from, or to injure the interests of, the Company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss;

**“Whistleblower”** means any employee/customer/service provider/director/any other stakeholder who discloses any information or demonstrates an evidence of any unethical activity which is in direct contradiction to the Company’s code of ethics and values.

#### **4. Policy Framework**

##### **4.1. Reporting Channels**

Whistleblowers may report any unethical or improper activities through the following Confidential channels

- a. **E-mail:** legal@rackbank.com is the dedicated e-mail id which can be used to report any suspicious activities;
- b. **Telephone:** Any concern can be made at the following contact number i.e., +91-9575308992 during the business hours of the Company from Monday to Saturday, starting 10.00 A.M. to 6.00 P.M.; and
- c. **Physical submission:** Any complaint can be submitted in sealed envelope marked as “Confidential – Whistleblower Complaint” addressed to the Whistleblower Authority having address at: RackBank Datacenters Private Limited, First Floor, Legal Department, Crystal IT Park, Indore M.P. (452001)
- d. All the correspondences can directed to Mr. Shashwat Jain

##### **4.2. Anonymous Complaints**

- a. Any Anonymous Complaint are permitted to encourage reporting, provided the complaint is backed with sufficient information and evidence in order to enable fair investigation;
- b. Be that as it may, the Whistleblowers are encouraged to disclose their identity along with designation and source of information to facilitate follow ups and provide protection against retaliation;
- c. The identity of Whistleblower shall be kept confidential, except where required by law or with Whistleblower’s consent.

#### 4.3. Whistleblower Authority

- a. A Whistleblower Committee ("**Committee**") shall be established, comprising of:
  - i. A Director of the Company;
  - ii. Head of Legal Department;
  - iii. HR of the Company; and
  - iv. An external expert (for example, an independent legal practitioner) in order to ensure impartiality.

**Note:** When the meeting of the Committee is called, if not all members, however, at least or minimum of 75% of Committee members presence (the quorum of majority) shall be required to pass a resolution by the Committee and such resolution shall be deemed to be final in absence (if any) of the other member(s).

- b. The Committee shall have the authority to:
  - i. Receive and review the Complaints;
  - ii. Initiate investigation;
  - iii. Have a word with the Whistleblower and cross check on evidences adduced;
  - iv. Recommend corrective actions;
  - v. Report findings to the board of directors of the Company.

#### 4.4. Investigation Process

The Company shall aim to investigate the issues with prompt, impartial and fair investigation that shall be compliant with legal and regulatory requirements:

- a. Receipt of Complaint
  - Complaints are to be acknowledged within 7 working days (unless anonymous);
  - It shall be recorded in a secure, encrypted database which shall be in compliance with the Data Protection Laws and IT Act, 2000.
- b. Preliminary Review
  - Once the Complaint is received, a preliminary review shall be conducted within 14 working days to assess credibility and substance of the Complaint;
  - Frivolous or vague Complaints shall be dismissed with reasons documented.
- c. Investigation
  - The Committee constituted shall initiate the investigation;
  - Within 30 days (extendable upto 60 days for complex cases), the Committee shall furnish its findings on the investigation;
  - Corrective measures (for example: disciplinary measures, process improvements or regulatory reporting) are to implemented promptly.
  - In case the Complaint does not fall within the purview of this Policy, then it should be re-directed to the appropriate forum.

- Under no circumstances, the identity of the 'accused' shall be revealed to anyone.
- d. Punishment
  - On the basis of findings of the Committee, the quantum of punishment needs to be given. Following factors are essential in deciding the punishment-
    - i. Severity of misconduct;
    - ii. Impact on organization;
    - iii. Nature and Gravity of offence;
    - iv. Past antecedents of the accused;
  - The punishment shall constitute a written warning and withdrawal of last drawn salary and considering the gravity of offence, even prosecution in the court of law may be imposed, including withholding of promotions and/or dismissal of service.
- e. Recusal from Investigation
  - If the concern raised by the Whistleblower even remotely involves any member of the Committee, he or she shall immediately recuse from overseeing the investigation and only the remaining members shall continue with the investigation. In any case, even if there is any recusal by any member of the Committee on account of any reason, the decision of the remaining members of the Committee shall be final and binding.

#### **4.5. Protection for Whistleblowers**

- a. Non-Retaliation
  - No whistleblower acting in good faith will face retaliation, including termination, demotion, harassment or discrimination. Complete protection shall be given to the Whistleblowers against any unfair practices which obstruct the Whistleblower's right to continue to perform his/her duties in a free and fair manner;
  - The Company undertakes that no Whistleblower shall be victimized for making any Complaint. Any kind of victimization of the Whistleblower brought to the notice of the Committee will be treated as an act warranting disciplinary action and will be treated so.
- b. Confidentiality
  - The identity of whistleblowers and Complaint details shall be kept confidential and shall be protected everytime, except as required under the law;
  - Data is stored in encrypted systems, in compliant with the Data Personal Data Protection Act and IT Act.
- c. Safeguards
  - Whistleblowers shall have access to counselling or support from the Committee, in case they are facing with undue stress or harassment;
  - Whistleblowers shall be under liberty to take temporary leave who are facing workplace retaliation, with full pay protection.
- d. Penalties for Retaliation

- Individuals found guilty of retaliation may face disciplinary action, including termination and potential legal penalties and fine.

## 5. **Guidelines to report 'Whistleblowing'**

- 5.1. The following examples may be used/referred where whistle blowing must be raised. This may be based on any information which the Whistle Blower reasonably believes to be true and the same can be traced in daily activities of the Company.
- a. Any employee/director or any stakeholder involved in any criminal acts;
  - b. Any action leading to miscarriage of justice;
  - c. Any action leading to wilful disobedience of any order of the court or tribunal or any adjudicating authority;
  - d. Any inappropriate behaviour such as bribery, abuse of power, corruption or misuse of assets of the Company;
  - e. Any harm whether verbal or otherwise, to the reputation of the Company;
  - f. Any leakage of trade secrets and/or any information, including Confidential Information of the Company to any third party, without any authorization from the director of the Company;
  - g. Misappropriation of funds of the Company;
  - h. Manipulation of Company's data, records and resources for wrongful gains.
  - i. Any other activity which directly or indirectly impugns or undermines the status, reputation and market standard of the Company.
- 5.2. The duty of the Whistleblower shall only be limited to raising the concern before the Committee as Whistleblower has no personal interest whatsoever in the outcome of the investigation. Thus, the Whistleblower shall not be expected to prove the case or even assist in the investigation.

## 6. **List of Exclusions**

The following types of Complaints shall ordinarily not be considered and taken up:-

- i. Complaints that illegible, if handwritten;
- ii. Complaints that are vague and without any basis;
- iii. Complaints that are frivolous or trivial in nature;
- iv. Complaints, whose subject matter is pending before any court of law or before any other place for adjudication;
- v. Complaints relating to service or inter personal grievance

## 7. **Implementation of this Policy**

- a. All employees and directors and new joiners shall be well communicated about this Policy;
- b. Further, the names along with designated e-mail ids shall be circulated amongst all the members and the same shall also be published on the Company's website.
- c. All employees, directors, customers, service providers and other stakeholders are responsible for adhering to the said Policy.



8. **Validity**

That the Company reserves the right to make any amendment(s) to the policy at any time and the same shall be well communicated to all the stakeholders. In case of any ambiguity in the interpretation of any clause of this Policy, the decision of the Founder of the Company shall be final and binding.

9. **Questions, concerns or complaints:**

If there are any comments or questions regarding our Policy, or if the status of the Complaint needs to be ascertained, please contact us by email at [legal@rackbank.com](mailto:legal@rackbank.com).