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## **Whistle Blower Policy**

### **1. INTRODUCTION**

**FDC Limited** (“the Company” or “FDC”) believes in striving towards high standards in respect of integrity, working environment, openness, honesty, professionalism and accountability, in the conduct of business and operations. It also believes in working harmoniously at all levels and rejuvenation of a strong culture of trust, honesty and integrity, by laying the foundation from the grass root level.

### **2. PURPOSE**

In compliance with applicable laws and amendment in the Listing Agreement entered into with stock exchanges, and principles of good corporate governance, the Company is committed to adopting procedures to receive and address any concern or complaint regarding questionable accounting or auditing matters, disclosure matters, reporting of fraudulent financial information to the shareholders, or any other company matters involving fraud, employee misconduct, violation of law, theft, dishonesty, inappropriate behavior /conduct, illegality or health and safety and environmental issues, which cannot be resolved through normal management channels.

This Policy would assist the Directors, Employees, Customers and/or Third party intermediaries, Shareholders and their representative bodies to use the procedures set out in this Whistle Blower Policy, to submit confidential and/or anonymous complaints.

This Policy allows for disclosure by Personnel, without any fear of reprisal, discrimination of adverse employment consequences and creates an open environment of fair work culture in the Company, with good manufacturing and business practices.



### **3. APPLICABILITY**

This policy shall be applicable to FDC Limited and all its subsidiary Companies.

### **4. DEFINITIONS**

**(i) Whistle blowing** refers to an early warning, when any Personnel has done or is doing something wrong in the organization. When someone blows the whistle, they are raising a concern about something wrong that is affecting others.

**(ii) Whistle Blower** means any Personnel (defined below) that expose or alleged or intended wrong doing. The concern raised by the Whistle Blower might showcase unethical behavior, actual or suspected fraud, mismanagement, violations of code of conduct, etc.

**(iii) Personnel** means any director, employee, customer, contractor and/or third-party intermediary or stakeholder, engaged to conduct business on behalf of the Company, such as agents and consultants.

### **5. REPORTING MECHANISM**

A Personnel can raise reportable matters/ lodge complaints with the Whistle Blower Committee of the Company.

#### **Annexure A contains names of the Whistle Blower Committee Members**

The Complaint can be lodged in one of the following ways:

- By contacting the Whistle Blower Committee with the complaint, in writing, so as to ensure a clear understanding of the issues raised, and should either be typed or written in a legible handwriting, in English, Hindi or in the regional language of the place of employment.
- By sending an email to [investors@fdcindia.com](mailto:investors@fdcindia.com)
- By sending a complaint letter, in a sealed envelope, marked "Private and Confidential", to the Whistle Blower Committee.

Note: If the Whistle Blower does not want his identity to be disclosed by the Committee, he/she can request for the same and the Committee will ensure such request is highly respected and his/her identity is not disclosed, without his/her permission. Anonymous disclosures will not be entertained.



## **6. CONTENTS OF COMPLAINT**

The complaint or disclosure must be provided in a detailed manner and as specific as possible, including names and dates, in order to facilitate the investigation.

To the extent possible, the complaint or disclosure must include the following:

- The Whistle Blower should give a detailed explanation of the matter or event, suspected or witnessed by the 'Whistle Blower', with as much as specific information, as possible.
- The Whistle Blower must disclose his/her identity on the covering letter of the disclosure, keeping in mind that his/her identity will be protected by the Committee and will not be disclosed to any other person without his/her permission.
- The Whistle Blower must submit, any documentary evidence, recording (audio/video), if any, in his / her custody, to the Committee.

## **7. INVESTIGATION PROCEDURE**

The Whistle Blower Committee, on receipt of the complaint, will analyze the genuineness of the complaint and will investigate the matter with an internal enquiry department, within 30 days, depending on the seriousness of the matter raised.

## **8. ACTION AND FEEDBACK**

The Committee will take appropriate and strict action, if the investigation report proves the complaint to be true, and measures will be taken to safeguard the interest of the Whistle blower.

If the Whistle Blower is not satisfied with the findings of the investigation report, then he/she can escalate the matter to the Chairman of the Audit Committee – Mrs. Swati S. Mayekar. The written complaint should be sent in a sealed envelope to the Company Secretary of the Company, which shall be forwarded to Mrs. Swati S. Mayekar, who may further investigate the complaint, if deemed necessary.

## **9. FALSE COMPLAINT**

Any kind of false complaints will not be entertained. If the Committee comes across any false complaint/disclosure, during its investigation, a strict and disciplinary action will be taken against the complainant, which might include termination of services for the employee(s) and legal action against other personnel.



## **10. QUARTERLY REPORTING**

A quarterly report on the number of complaints received and resolved, if any shall be placed before the Board, by the Chairman of the Audit Committee.

## **11. MODIFICATION OF POLICY**

The Company may modify this Policy, unilaterally, at any time, without notice. Modification may be necessary, among other reasons, to maintain compliance with the rules and regulations imposed by the Regulatory authorities and/or accommodate organizational changes within the Company.

## **12. CONCLUSION**

FDC's Code of Conduct, as well as the Company's Policies and Practices, have been developed to achieve and maintain the highest business standards. Any Conduct that violates the Company's Policies is viewed as unacceptable by the Company. Certain violations of the Company's Policies and Practices could even subject any individual employee involved, to civil and criminal penalties.

***This Policy supersedes all the other Policies applicable, or currently being practiced, at the Corporate office of FDC Limited.***



**Annexure A**

<b>Committee Members</b>	<b>Designation</b>
<b>Mr. Ashok A. Chandavarkar</b>	Executive Director
<b>Mr. Nandan M. Chandavarkar</b>	Joint Managing Director
<b>Mr. Ameya A. Chandavarkar</b>	CEO – International Business & Executive Director
<b>Ms. Nomita R. Chandavarkar</b>	Non - Executive Director
<b>Mr. Zafrullah Khan</b>	Senior Vice President - HR