

Whistleblower Policy and Procedure

Whistle Blower Policy

1. Preface

Analytics believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has adopted the Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined.

Accordingly, this Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees of the Company to approach the Directors /HR.

2. Definitions

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- a. **“Employee”** means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- b. **“Code”** means the Analytics Code of Conduct.
- c. **“Investigators”** mean those persons authorized, appointed, consulted or approached by the Directors /HR and includes the auditors of the Company and the police.
- e. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- f. **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- g. **“Whistle Blower”** means an Employee making a Protected Disclosure under this Policy.

3. Scope

- a. This Policy is an extension of the Analytics Code of Conduct. The Whistle Blower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- b. Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Directors /HR.

c. Protected Disclosure will be appropriately dealt with by the Directors /HR, as the case may be.

4. Eligibility

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Analytics.

5. Disqualifications

- a. 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.
- b. 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.
- c. 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.

6. Procedure

a. All Protected Disclosures concerning financial/accounting matters should be addressed to the Directors.

b. The contact details of the Directors are as under:

Mr. Rohit Agrawal

Director
Analytics
A-83, Sector-2
Noida-201301

Mr. Rohan Agrawal

Director
Analytics
A-83, Sector-2
Noida-201301

Email: whistle@analytics.in

c. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.

e. Protected Disclosures should preferably be reported 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.

- f. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Directors / HR, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- g. 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.
- h. For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure.

7. Investigation

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Directors / HR of the Company who will investigate / oversee the investigations.
- b. The Directors / HR may at his discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Directors / HR is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- d. 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.
- e. 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.
- f. Subjects shall have a duty to co-operate with the Directors / HR 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. .
- g. Subjects have a right to consult with a person or persons of their choice, other than the Directors / HR and/or the Whistle Blower. 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.
- h. Subjects 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.
- i. 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.

- j. 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.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

8. Protection

- a. 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, as a policy, 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 Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- b. A Whistle Blower may report any violation of the above clause to the Directors / HR, who shall investigate into the same and recommend suitable action to the management.
- c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. Investigators

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Directors / HR when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review by the Director, as the case may be, which establishes that:
 - i. The alleged act constitutes an improper or unethical activity or conduct, and
 - ii. The allegation is supported by information specific enough to be investigated or in cases where

the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review. Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

10. Decision

If an investigation leads the Director /HR to conclude that an improper or unethical act has been committed, the Director shall recommend to the management of the Company to take such disciplinary or corrective action as the Director /HR 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.

11. Reporting

The Director /HR shall submit a report to the Directors about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

12. 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 one year.

13. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing.

GRIEVANCE HANDLING POLICY

OVERVIEW

At Analytics, we aim to foster good relations amongst employees and between employees and management. We acknowledge that the enjoyment you experience in your job is reflected in how well you work and how well you relate to your colleagues and customers.

We also acknowledge that problems can arise at work that may sometimes cause you to feel aggrieved. These problems can sometimes arise from the behavior or decisions of management or other employees.

The purpose of this policy is to allow you to have such problems, referred to as grievances, addressed internally in a timely and confidential manner.

A grievance can be about anything done, or not done, by management or another employee or employees, which you feel affects you unfairly or unjustly. A grievance can also be about discrimination, harassment, bullying or any other employment related decision or behavior that you think is unfair, unjust or upsetting.

This Grievance Handling Policy outlines the procedures you should follow to try to resolve a grievance and also outlines the steps the Company will take to resolve your grievance if you make a formal complaint.

WHAT ARE YOUR OPTIONS IF YOU HAVE A GRIEVANCE?

In general, there are three options to consider if you have a grievance, being:

Deal with the matter informally

A grievance can be dealt with informally by approaching the involved in your grievance, if you feel comfortable in doing so. You can tell them that their behavior, decision, actions, etc. was unfair, offensive, discriminatory etc., and why you believe this to be so. The person may have been totally unaware of the affect of their behavior or decision on you. By telling them you will give them a chance to redress the situation. This may not be appropriate in some cases, particularly if you do not feel comfortable speaking to the person.

Speak to your manager or other senior person

If you do not want to speak to the person directly, you can tell your manager about your grievance. They should be able to tell you what your options are. They may approach the person complained about and talk to them informally about your grievance. They may decide to take more formal action. Generally, they will seek your approval before doing anything – although sometimes they may decide that taking action will be necessary even if you do not wish them to do so (for example where failure to do so poses a health and safety risk). If your grievance is about your manager, you may wish to speak to another senior person. Alternatively, you may decide to make a formal complaint.

Make a formal complaint

If you do decide to make a formal complaint, this can be done by putting the complaint in writing and reporting it to your manager (or another senior person). The written complaint should contain a description of the incident(s), decision, behavior in question, the time and date of the incident(s), the names of any witnesses, your signature and date of the complaint.

Grievances will be handled in accordance with the following guidelines:

Grievances will be treated with the utmost confidentiality (except where the Company deems it is

necessary to disclose the complaint for the purpose of dealing with it effectively; disclosure will be no wider than is strictly necessary). It is important that you also maintain confidentiality and do not discuss your complaint with others, unless the Company gives you permission to do so; Any grievance will be taken seriously, handled impartially, and any steps taken will be in accordance with the principles of procedural fairness; Employees who raise grievances are protected from victimization; Grievances will be dealt with promptly, considering all the circumstances; and Generally, you may have a support person with you at any stage of the process.

THE INVESTIGATION

Where a grievance cannot be resolved informally, and the company deems an investigation is required, the matter will be investigated by such appropriate person as the Company deems appropriate. This may be an external investigation.

How the investigation is to be conducted is at the complete discretion of the Company. The following are general guidelines only.

During the investigation, you will generally be interviewed first, following which any witnesses, the person against whom the complaint is made, and any other relevant people will be independently interviewed. Both you and the person against whom the complaint is made will generally be allowed to have a support person present when the interview is being conducted.

If the complaint is substantiated, appropriate action will be taken (see below);

If the complaint is unsubstantiated, you will generally be given an explanation as to why that finding was made;

If the complaint is found to have been fabricated or vexatious, appropriate disciplinary action may be taken against you up to and including termination of employment.

WHAT ARE THE POSSIBLE OUTCOMES?

If the investigation reveals that your complaint is valid, a number of actions may be taken, depending on the nature of the complaint. The person against whom the complaint is made may be asked to give you a written apology, he/she may be given a written warning, counselling, transfer, demotion, or may be subjected to disciplinary action up to and including termination of employment.

If the investigation is inconclusive, i.e. the complaint cannot be proved due to lack of evidence or the conduct is not sufficiently serious to justify disciplinary action, the Company may nevertheless take a number of actions. These may include training and/or monitoring of relevant staff.

If the complaint is found to have been completely fabricated or raised vexatiously, appropriate action may be taken against you in accordance with the Disciplinary and Termination Policy including counselling, an official formal warning, transfer, demotion, or disciplinary action up to and including termination of employment, depending on the seriousness of the circumstances.

WHAT IF YOU ARE NOT SATISFIED WITH THE OUTCOME

If you are not satisfied with the way in which your grievance was handled, you may have the option of raising your complaint to senior management (COO/CEO).