

WHISTLE BLOWER POLICY

INTRODUCTION

As a conscious and vigilant organization, Inorbit Malls (India) Private Limited ["Inorbit"] believes in conducting business in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. It expects all Employees to maintain the same standards in everything they do. Employees are therefore encouraged to report any wrong doing within Company that falls short of these business principles.

Inorbit is committed to develop a culture where employees are encouraged to raise issues observed by them relating to unethical/ unfair/ unacceptable behaviour or practices and to report instances of any fraud/ misconduct/ violation of Code or employment policies without any fear of reprisal or victimization for whistle-blowing in good faith, without necessarily informing their supervisors.

Section 177(9) of the Companies Act, 2013 requires the Company to establish a vigil mechanism for its Directors and employees to report genuine concerns.

For the purpose of furthering the commitment of the Company as stated above and in compliance with the above requirement of Companies Act, 2013 this Whistle Blower Policy ("Policy") has been formulated by the Company.

OBJECTIVE

The objective of the Policy is as follows:

- Define the scope and applicability of the Policy.
- To determine the procedure of reporting/ disclosing any actual and suspected instances of unethical behaviour, fraud, etc.
- To inform and assure about the protection available to an Employee making any Disclosure under the Policy.
- Mechanism for dealing with the Disclosure.

SCOPE AND APPLICABILITY

- The Policy extends to the Company and its subsidiaries
- The Policy applies to the following:
 - ✓ All Employees.
 - ✓ All Directors of the Company.
 - ✓ Employees of other agencies deployed for the Company's / its subsidiary's activities, whether working from any of the Company's subsidiary's offices or any other location.

A person belonging to any of the abovementioned categories may avail of the channel provided by this Policy for raising an issue covered under this Policy.

Amendments to the Policy have been carried out by the Board of Directors on January 6, 2021.

POLICY COVERAGE

Policy covers improper activities which may be in the nature of:

- a. Abuse of authority.
- b. Manipulation of Company Data / records.
- c. Financial irregularities, including fraud or suspected fraud.
- d. Pilferage of confidential Company information.
- e. Wastage / misappropriation of Company funds / assets.
- f. Deliberate violation of law / regulation.
- g. Negligence causing danger to individual / public health and safety.
- h. Breach of contract
- i. Criminal offence
- j. Damage to the environment.

DISQUALIFICATION

At no point employees should use this platform as a route for taking up personal grievances against someone. Whistle Blowers, who make disclosures, which when subsequently are found to be *mala fide, frivolous, malicious or baseless* shall be liable for appropriate disciplinary action.

PROCEDURE FOR RAISING THE CONCERN

- a. Conduct falling within the area of a disclosure is taken very seriously by the Company. Our expectation is that there will never be an occasion when any of our Employees would experience such an incident. However, if anyone is aware of any conduct falling within that identified in the Qualifying Disclosure we would urge them to come forward as soon as possible. However minor, it is best that problems are brought to the attention of the Company as early as possible so that they can be addressed before becoming too serious.
- b. Whistle Blowers can submit their concerns in writing at the link on this page, to the following designated authorities:
 - o Mr. Rajneesh Mahajan
 - o Ms. Urvi Aradhya
 - o Mr. Nitin Khanna
- c. Mr. Sunil Hingorani, Director of the Company shall oversee the implementation of the Whistle Blower Policy and employees/directors may report any concerns in respect of the same to him.
- d. The concern may also be submitted by writing to any of the designated authorities / the nominated Director, at the below postal address:
 - Inorbit Malls (India) Private Limited
 - Raheja Tower, 4th Floor,
 - Block G, Plot No. C-30,

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Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051.

- e. Whistle Blower must put his / her name on the disclosure. Concerns expressed anonymously **WILL NOT BE** usually investigated. **HOWEVER**, subject to the seriousness of the issue raised, the designated authority can initiate an investigation independently.
- f. Whistle Blowers can be assured that if they do come forward with any concern, everything possible will be done to respect their confidentiality.
- g. If we discover that any other Employee had tried to discourage another Employee from coming forward or had victimized that Employee, this would be treated as a serious disciplinary offence.
- h. In all cases the Company or a designated authority retains the prerogative to determine whether/ when circumstances warrant an investigation and in conformity with this Policy and applicable laws and regulations, the appropriate investigative process to be employed.

INVESTIGATION

- a. The investigation will be carried out in a fair manner, as a neutral fact finding process and without presumption of guilt.
- b. If the allegations are found to be true, appropriate disciplinary action will be taken against the person/s that is/are the subject to the said allegation/s.
- c. Whistle Blowers will be given feedback with regard to outcome of the investigation within 7 working days of completion of the investigation. The exact nature of any disciplinary action taken against any person will remain confidential.
- d. Even if the allegations were found to be untrue and if the designated authorities believe that the disclosures made by the Whistle Blower were in good faith, the Company will ensure that the Whistle Blower is protected from reprisal or victimization as a result of the Complaint.
- e. Only where it is established that the allegations made by the Whistle Blower were false and made maliciously, disciplinary action will be taken against the Whistle Blower. Such disclosures will be treated as gross misconduct and the Whistle Blower will be liable for appropriate disciplinary action.

AMENDMENT

The Company reserves the right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever.

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