



Whistle Blower Policy

Ecom Express Private Limited

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1. Preface:

Ecom Express Private Limited ("**Company**") believes in the conduct of the affairs of its constituents in a fair & transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted the Code of Conduct & Ethics, 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 employees in pointing out such violations of the Code cannot be undermined. Accordingly, this Whistleblower Policy ("**the Policy**") has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation or misuse of COD amount and goods, assets, data/records etc.

2. Objective

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. This policy aims to provide an avenue for employees to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation or misuse of COD amount and goods, assets, data/records etc.

3. Policy

The Whistleblower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation. It is hereby clarified that this Policy is in addition to the other codes, policies and the structure inter-alia of the Company. The existing policies will continue to remain effective.

4. Definitions

- "**Disciplinary Action**" means any action that can be taken on the completion of/during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- "**Employee**" means every employee of the Company (whether working on rolls of EEPL or Outsourced Staff) including the directors in the whole time employment of the Company.
- "**Protected Disclosure**" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity, actual or suspected fraud or any improper activity with respect to the Company. Protected Disclosures should be factual and not speculative or in nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- "**Subject**" means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this policy.
- "**Whistleblower**" is someone who makes a Protected Disclosure under this policy.

- **“Whistle Officer” or “Whistle Committee” or “Committee”** means an officer or Committee of persons who is/are nominated/appointed to conduct detailed investigation of the disclosure received from the whistleblower and recommend disciplinary action. Presently, VP-HR is nominated as Whistle Officer. The Committee will comprise of VP-HR, VP-Finance, VP-Security, VP-IT, VP-Sales and Regional Operations/Services Managers or any representative nominated by each of them and a representative of the Division/Department where the alleged malpractices has occurred.
- **“Company”** means Ecom Express Private Limited, and its subsidiaries and associated entities.
- **“Good Faith”**: An employee shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- **“Policy or This Policy”** means, “Whistleblower Policy.”

5. Scope

Various stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories:

- Employees of the Company;
- Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s offices or any other location;
- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or services to the Company;
- Customer of the Company; and
- Any other person having an association with the Company.

A person belonging to any of the above mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this policy.

The Policy covers malpractices and events which have taken place/suspected to take place involving:

1. Abuse of authority;
2. Breach of contract;
3. Negligence causing substantial an specific danger to public health and safety;
4. Manipulation of company data/records;
5. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in system updation;
6. Any unlawful act whether Criminal/Civil;
7. Pilferation of confidential/propriety information;

8. Deliberate violation of law/regulation;
9. Wastage/misappropriation of company funds/assets;
10. Collusion and Connivance with any third party, causing wrongful gains to them and/or wrongful losses to the Company and
11. Breach of Company Policy or failure to implement or comply with any approved Company Policy.

Policy should not be use in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

6. Guiding Principles

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

1. Ensure that the Whistleblower and/or the person processing the Protected Disclosure is not victimized for doing so.
2. Treat victimization as a serious matter, including initiating disciplinary action on person/(s) indulging in victimization.
3. Ensure complete confidentiality.
4. Not attempt to conceal evidence of the Protected Disclosure.
5. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made.
6. Provide an opportunity of being heard to the persons involved especially to the Subject.

7. Anonymous Allegation

Whistleblowers must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. **Disclosures expressed anonymously will ordinarily NOT be investigated.**

8. Anonymous Allegation

1. If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:
 - a. The communication/disclosure is made in good faith;
 - b. He/She reasonably believes that information, and any allegations contained in it, are substantially true; and

- c. He/She is not acting for personal gain.

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

2. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

9. Accountabilities - Whistleblowers

1. Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
2. Avoid anonymity when raising a concern.
3. Follow the procedures prescribed in this policy for making a Disclosure.
4. Co-operate with investigating authorities, maintaining full confidentiality.
5. The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty Disclosures. Malicious allegations by employees may attract disciplinary action.
6. A whistleblower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation.
7. Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged Malpractice. It may forewarn the Subject and important evidence is likely to be destroyed.
8. In exceptional cases, where the whistleblower is not satisfied with the outcome of the investigation carried out by the Whistle Officer or the Committee, he/she can make a direct appeal to the CEO of the Company.

10. Accountabilities – Whistle Officer & Whistle Committee

1. Conduct the enquiry in a fair, unbiased manner.
2. Ensure complete fact-finding.
3. Maintain strict confidentiality.
4. Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom.
5. Recommend an appropriate course of action – suggested disciplinary action, including dismissal, and preventive measures.
6. Record Committee deliberations and document the final report.

11. Rights of a Subject

1. Subject have the right to be heard and the Whistle Officer or the Committee must give adequate time and opportunity for the subject to communicate his/her say on the matter
2. Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/investigation process.

12. Management action of false disclosures

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further this policy may not be used as a defense by an employee against whom and adverse personnel action has been taken independent of any disclosure made by him and for legitimate reasons or cause under Company rules and policies.

13. Procedure for reporting & dealing with disclosures

For more details, refer to the procedure for reporting & dealing with disclosure given in Annexure A.

14. Access to reports and documents

All reports and records associated with 'Disclosures' are considered confidential information and access will be restricted to the Whistleblower, the Whistle committee and Whistle Officer. 'Disclosures' and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

15. 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 07 years.

16. Reports

A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Whistle Committee and the corrective actions taken will be sent to the CEO of the Company.

17. Company's Powers

The Company is entitled to amend, suspend or rescind this policy at any time. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intend of this policy and further the objective of good corporate governance.

Annexure A

PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES

1. How should a Disclosure be made and to whom?

A Disclosure should be made in writing. Letters can be submitted by hand-delivery, courier or by post addressed to the Whistle Officer appointed by the Company. Emails can be sent to the email id: disclosure@ecomexpress.in. Whilst, a disclosure should normally be submitted to the Whistle Officer, it may also be submitted directly to the CEO of the Company (via email at the email id: disclosure.ceo@ecomexpress.in, when the Whistleblower feels it necessary under the circumstances)

Disclosure against any employee in Strategic Job Responsibility Band or the Service/Operations Heads or the Executive Directors should be sent directly to the CEO of the Company. Disclosure against CEO should be sent directly to any other Executive Director.

2. Is there any specific format for submitting the Disclosure?

While there is no specific format for submitting a Disclosure, the following details MUST be mentioned:

- (a) Name, address and contact details of the Whistleblower (including Employee Code, if the Whistleblower is an employee).
- (b) Brief description of the Malpractice, giving the names of those alleged to have committed or about to commit a Malpractice. Specific details such as time and place of occurrence are also important.
- (c) In case of letters, the disclosure should be sealed in an envelope marked “Whistle Blower” and addressed to the Whistle Officer OR CEO, depending on position of the person against whom disclosure is made.

The Disclosures should be reported in writing so as to ensure a clear understanding of the issues and shall be typed in English, Hindi or in the Regional Language of the place of employment of the Whistle Blower(s).

3. What will happen after the Disclosure is submitted?

- (a) The Whistle Officer shall acknowledge receipt of the disclosure as soon as practical (preferably within 0 days of receipt of a Disclosure), where the Whistleblower has provided his/her contact details.
- (b) The Whistle Officer will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Disclosure constitute a Malpractice by discussing with other Whistle Committee members (if required). If the Whistle Officer determines that the allegations has no basis or it not a matter to be investigated/pursued under the Policy, it may dismiss the allegations and accordingly, he/she will record this findings with reasons and communicate the same to the Whistleblower. The decision shall include the following:
 - (i) Brief facts;
 - (ii) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;

- (iii) Whether the same Disclosure was raised previously on the same Subject;
 - (iv) Decision of the Whistle Officer [with brief reasons] as to the dismissal of allegations.
- (c) If the Whistle Officer determines that the allegations requires further investigations to constitute a Malpractice, he/she will proceed to investigate the Disclosure with the assistance of the Whistle Committee comprising of Senior Level Officers of HR & Admin, Internal Audit and a representative of the Location/Region where the breach has occurred, as he/she deems necessary. If the alleged Malpractice is required by law to be dealt with under any other mechanism, the Whistle Officer shall refer the Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
- (d) 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.
- (e) The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents access to systems and other information by the Whistle Officer or Whistle Committee for the purpose of such investigation shall do so. Individuals with whom the Whistle Officer or Whistle Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.
- (f) If the Malpractice constitutes a criminal offence, the Whistle Officer will bring it to the notice of the management and take appropriate action including reporting the matter to the police.
- (g) The CEO of the Company may, at his/her discretion, participate in the investigations of any Disclosure.
- (h) The Whistle Committee shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Whistle Officer as soon as practically possible and in any case, not later than 90 days from the date of receipt of the Disclosure. The written report shall include
- i. Brief Facts
 - ii. Whether the same Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - iii. Whether any Disclosure was raised previously against the same Subject;
 - iv. The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
 - v. Findings [backed by proper reasons] of the Whistle Committee;
 - vi. The recommendations of the Whistle Committee on disciplinary/other action/(s).The Whistle Officer may allow additional time for submission of the report based on the circumstances of the case.
- (i) Whilst it may be difficult for the Whistle Officer to keep the Whistleblower regularly updated on the progress of the investigations, he/she will keep the Whistleblower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.

- (j) The Whistle Officer will ensure action on the recommendations of the Whistle Committee/Officer and keep the Whistleblower informed of the same. Though no timeframe is being specified for such action, the Company will endeavor to act as quickly as possible in cases of proved Malpractice.

4. What should I do if I face any retaliatory action or threats of retaliatory action as a result of making a Disclosure?

If you face any retaliatory action or threats of retaliatory action as a result of making a Disclosure, please inform the Whistle Officer in writing immediately. He/she will take cognizance of each and every such complaint/feedback received and investigate the same accordingly and may also recommend appropriate steps to protect you from exposure to such retaliatory action and ensure implementation of such steps for your protection.
