



---

**WHISTLE BLOWER POLICY**

**ECOM EXPRESS LIMITED**



## TABLE OF CONTENTS

1.	INTRODUCTION.....	1
2.	PURPOSE OF THE POLICY .....	1
3.	DEFINITIONS .....	1
4.	APPLICABILITY.....	2
5.	COVERAGE OF POLICY AND GUIDING PRINCIPLES.....	2
6.	REPORTING MECHANISM.....	3
7.	REPORTING RESPONSIBILITY .....	4
8.	INVESTIGATION PROCEDURE.....	5
9.	ACTION.....	7
10.	PROTECTION AGAINST DISCRIMINATION, RETALIATION OR HARASSMENT ..	8
11.	REPORTING AND RETENTION OF DOCUMENTS .....	8
12.	AMENDMENT AND POLICY REVIEW.....	8
13.	IMPLEMENTATION OF THE POLICY .....	8
14.	INVESTIGATION PROCESS FLOW CHART .....	9



**WHISTLE BLOWER POLICY  
ECOM EXPRESS LIMITED**

**1. INTRODUCTION**

Ecom Express Limited (“**Company**” or “**Ecom**”) is committed towards complying with the highest standards of professionalism, honesty, integrity and ethical behaviour. In consonance with Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, the Company has adopted this Whistle Blower Policy (“**Policy**”), with a view to establish a vigil mechanism for the Directors, the Employees and the Stakeholders to report any Alleged Misconduct through established channels, thereby enabling an ethical and corruption free work environment and at the same time safeguarding the Directors, the Employees and the Stakeholders against victimization.

**2. PURPOSE OF THE POLICY**

This Policy sets out the process for handling concerns relating to Alleged Misconduct raised by any Director(s) and/or any Employee(s) and/or any Stakeholder(s) in a confidential manner without the victimization of the said Director or Employee or Stakeholder who brings such concern to light.

This Policy intends to achieve the following objectives:

- to provide a framework to promote responsible and secure reporting of the Protected Disclosure within the organisation;
- to create a window for any person who observes or knows of any Alleged Misconduct, including but not limited to any unethical behavior, actual or suspected fraud, or violation of a law, the Company’s code of conduct and ethics, either organizationally or individually, to be able to raise it without fear of reprisal, discrimination or adverse employment consequences;
- to encourage timely, safe and open reporting of alleged wrong doings, potential illegal activity, or suspected impropriety;
- to ensure consistent and timely institutional response.
- to ensure appropriate reporting of whistleblower investigations.
- to encourage ethical and lawful conduct.
- to provide adequate safeguards against victimization of the Complainant, including provision for direct access to the chairperson of the Audit Committee in appropriate and exceptional cases.

This Policy neither releases the Directors and the 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 and policies adopted by the Company which shall continue to remain effective.

**3. DEFINITIONS**

“**Alleged Misconduct**” shall have the meaning assigned to the said term in Paragraph 5.1 of this Policy.

“**Audit Committee**” means the audit committee constituted by the Board in accordance with the Section 177 of the Companies Act, 2013.



“**Board**” means the board of Directors of the Company.

“**Complainant**” means a Director or Employee of the Company or its subsidiaries or any Stakeholder, making a Protected Disclosure under this Policy.

“**Director**” means a director appointed to the Board.

“**Employee**” means an employee of the Company or its subsidiaries, in any class of employment, whether permanent/ fixed - term/ temporary/ working on or off rolls/ outsourced staff, including the directors of the Company.

“**Ethics Committee**” refers to the committee constituted under this Policy tasked with receiving the Protected Disclosures from the Complainants, initiating action and investigations on such Protected Disclosures and recommending appropriate actions, disciplinary or otherwise, based on the outcome of investigations performed, under the overall supervision of the Audit Committee. The members of the Ethics Committee shall comprise of the Chief Financial Officer and the Chief Strategy Officer of the Company, and such other members as may be appointed by the Board. The legal and secretarial head of the Company will act as the secretary to the Ethics Committee (“**Secretary**”).

“**Good Faith**” means a concern is reported in good faith when the concern is not raised maliciously and when it is based on reasonable facts and/or circumstances that allow for the assumption that the concern is sufficiently grounded.

“**Investigation Officer**” means a person, unbiased to the investigation, authorized or appointed by the Ethics Committee to assist in the investigation.

“**Protected Disclosure**” or “**Complaint**” is defined as any written or anonymous communication made in Good Faith that discloses or demonstrates evidence of any suspected or actual Alleged Misconduct within the Company.

“**Subject**” means a person against whom a disclosure of an Alleged Misconduct has been made.

“**Stakeholder**” means any customers, vendors, contractors, sub-contractors, consultants, trainees, shareholders, former employees, internal or external auditors, business partners and any other third parties or agencies engaged by, or associated with, the Company in any manner, or any director or employee thereof.

#### 4. **APPLICABILITY**

This Policy applies to all Directors, Employees or Stakeholders, across all divisions and locations in India and overseas.

This Policy is an extension of the Ecom’s Code of Conduct.

#### 5. **COVERAGE OF POLICY AND GUIDING PRINCIPLES**

5.1 This Policy covers disclosure of any unethical and/or improper malpractices and/or events that have taken place/ suspected to have taken place, inter alia, involving the following issues (“**Alleged Misconduct**”):

- (a) breach of the codes and policies framed by the Company from time to time;
- (b) breach of business integrity and ethics;
- (c) breach of, or failure to comply with, the applicable laws (whether civil or criminal) or regulations applicable on the Company;



- (d) forgery, falsification, destruction or unauthorized alteration or manipulation of the Company's records, document, files or data;
- (e) financial malpractice, impropriety or irregularities or fraud or suspected fraud or deficiencies in internal controls and checks or deliberate error in system updation;
- (f) misappropriation or misuse or wastage or theft of the Company's resources including but not limited to funds, goods, supplies, vehicles or other assets including customer's goods and monies;
- (g) fraudulent reporting or wilful misrepresentation including in the accounting or financial reports;
- (h) wilful breach of any terms of the contract binding on the Company;
- (i) abuse or improper use of authority;
- (j) collusion and connivance with any third party, causing wrongful gains to them and/or wrongful losses to the Company;
- (k) unauthorized release or leak of confidential/ proprietary information of the Company;
- (l) breach of terms and conditions of employment and/or rules thereof;
- (m) gross or wilful negligence causing substantial and specific danger to health, safety and environment;
- (n) solicitation of, or accepting, kickbacks, bribes, expensive gifts, directly or indirectly from business connections including vendors/suppliers and contractors;
- (o) lodging of fraudulent insurance claims; or
- (p) any other unethical, biased, favoured, imprudent action.

5.2 However, the following shall not be covered with the purview of this Policy:

- (a) personal grievance regarding increment, promotion, appraisals or rewards;
- (b) general administrative or personnel issues;
- (c) sexual harassment (for which separate policy is in place and any complaint received in relation to the same will be forwarded to the Internal Committee of the Company);
- (d) suggestions for improving operational efficiencies; or
- (e) grievance against any financial decisions taken by the Company.

5.3 It is the Employee's, Director's and/or the Stakeholder's responsibility to raise concerns or issues in relation to any Alleged Misconduct in respect of the Company, within a reasonable period of time. However, the Employees, Directors and/or the Stakeholders are neither required to, nor expected to, act (and should desist from acting) as investigators or finders of facts nor they are required to (and should not) determine the appropriate corrective or remedial action which may be warranted in a given case. The Complainants are also advised not to act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities .

5.4 The concerns reported by the Complainant 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 Alleged Misconduct. The Complainant's role is that of an impartial reporting party with the reliable information.

5.5 In case of requirement of any guidance or if a Director or an Employee or a Stakeholder is in doubt about the best course of action in a particular situation, the Employee or Director or Stakeholder concerned should consult the Ethics Committee.

## 6. REPORTING MECHANISM

6.1 All Protected Disclosures should be made by the Complainant immediately upon becoming aware of the same and in any case as early as possible. The Protected Disclosure 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 Complainant(s).



6.2 The Protected Disclosures can be made by either of the methods:

- (a) Emails can be sent to the email id: [whistleblower@ecomexpress.in](mailto:whistleblower@ecomexpress.in) with the caption/subject as “*Protected Disclosure under Whistle Blower Policy*”. Only the members of the Ethics Committee and the Secretary will have the right to access such email id and the complaints received and the credentials of the email id will only remain with the members of the Ethics Committee and the Secretary; or
- (b) Posts/couriers can sent to the following addresses: (i) *Registered Office: Ground Floor, 13/16 min, 17 min, Samalka, Old Delhi-Gurugram Road, Kapashera, New Delhi-110 037, India* ; or (ii) *Corporate Office: Unit No. 1, 10th Floor, Ambience Corporate Tower-II, Ambience Island, NH-8, Gurgaon – 122002, Haryana* with the caption/subject as “*Protected Disclosure under Whistle Blower Policy*” and to the kind attention of “–the Ethics Committee” or “The chairperson of the Audit Committee”, depending on position of the person against whom the Protected Disclosure is made. Such letter shall only be opened by the members of the Ethics Committee and/ or the Secretary, and the name of the Complainant shall be kept strictly confidential.

6.3 The Protected Disclosure may also be made anonymously and in such event, the Complainant will still be protected under this Policy. However, requiring complete anonymity may practically make it more difficult for the Company to investigate the issue or take the necessary action. Accordingly, the Complainants are encouraged to reveal their identity in order for the Ethics Committee/ Investigation Officer to contact them directly to discuss the concerns which will help the Company investigate the matter more quickly and efficiently.

6.4 The Complainants are encouraged to provide as much information as possible to enable the Ethics Committee/ Investigation Officer to evaluate the merits of the Complaint and initiate appropriate investigation/ action on the Complaint. Accordingly, the Protected Disclosure must include the following:

- (a) name, address and contact details of the Complainant (including employee code, if the Complainant is an Employee).
- (b) description of the Alleged Misconduct, giving the names of those alleged to have committed or about to commit such Alleged Misconduct including specific details such as time and place of occurrence; and
- (c) details in relation to possible witnesses and other information/ documents in support of the Protected Disclosure.

In the absence of adequate information, the Ethics Committee may not proceed with investigating the disclosure further.

6.5 In exceptional circumstances, the Complainants can directly contact the chairperson of the Audit Committee at the addresses specified in Paragraph 6.2(b) above with the caption/subject as “*Protected Disclosure under Whistle Blower Policy*” and to the kind attention of “The chairperson of the Audit Committee”. It is necessary for the Complainant to disclose his/her identity to the chairperson of the Audit Committee in addition to providing the required information in relation to the Protected Disclosure as stated above. The chairperson of the Audit Committee will be responsible for maintaining the anonymity of the Complainant. The chairperson of the Audit Committee can engage the Ethics Committee or other senior personnel of the Company and any independent investigators to investigate the Protected Disclosure in accordance with the process specified in this Policy.

## 7. REPORTING RESPONSIBILITY



While the Company is committed to protecting legitimate Complainants, under certain circumstances providing protection may be waived or, disregarded or may not be in the Company's control.

- (a) The Complainants are cautioned that their role is limited to reporting the issue and that they should not attempt to independently investigate any Alleged Misconduct on their own or interfere with an investigation. The Company shall not be responsible for any adversity faced by such Complainant as a result of such unilateral actions.
- (b) If a Complainant is the Subject of a Complaint made prior to the Protected Disclosure made by him/ her or is the Subject of an unrelated Complaint, the Company may waive the protection provided to the Complainant under this Policy.
- (c) While this Policy is intended to protect genuine Complainants from any unfair treatment as a result of their Protected Disclosure, misuse of this protection by making frivolous and bogus Complaints with mala fide intentions is strictly prohibited.
- (d) The Complainants, who make any Protected Disclosure, which have been subsequently found to be mala fide or frivolous or malicious shall be liable to be prosecuted and appropriate disciplinary action shall be taken against them under the service rules, however, only when it is established that the Protected Disclosure has been made with the intention of malice.
- (e) This Policy does not protect a Director/ Employee from an adverse action which occurs independent of his/her Protected Disclosure under this Policy or for alleged wrongful conduct, poor job performance or any other disciplinary action, etc. unrelated to a Protected Disclosure made pursuant to this Policy.

## 8. INVESTIGATION PROCEDURE

- 8.1 The Ethics Committee shall acknowledge receipt of the Complaint as soon as practical where the Complainant has provided his/her contact details within a period of 2 (two) business days of receipt of the same.
- 8.2 The Ethics Committee shall determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Complaint constitute an Alleged Misconduct. If the Ethics Committee determine that the allegations have no basis or it is not a matter to be investigated/pursued under the Policy, it may dismiss the allegations and the decision and the reason for dismissing the Complaint shall be documented.
- 8.3 If the Ethics Committee determines that the allegations require further investigations to constitute an Alleged Misconduct, it shall refer the investigation of the Protected Disclosure to an officer, who in their opinion is unbiased to the investigation, i.e., Investigation Officer, and grant such powers, authority and duties to such Investigation Officer, for the purposes of carrying out the investigation in accordance with this Paragraph 8, as it may deem fit..
- 8.4 The Investigation Officer shall have the authority to seek the assistance / support from other departments of the Company and a representative of the location/region where the breach has occurred, as he/she deems necessary.
- 8.5 The Ethics Committee shall also immediately inform the chairperson of the Audit Committee of Complaints of a serious nature, which shall be ascertained based on the nature of issue complained about and the personnel and amounts involved. The Ethics Committee shall seek the guidance of the chairperson of the Audit Committee on the investigative process to be followed.



- 8.6 In the event the Complaint is against any Director (other than the chairperson of the Audit Committee), in such cases, the Complaint shall be investigated by the investigation officer appointed and supervised by the chairperson of the Audit Committee directly, or if the Complaint is against the chairperson of the Audit Committee, the Complaint shall be investigated by the investigation officer appointed and supervised by the Board (excluding the chairperson of the Audit Committee) directly. It is hereby clarified that the chairperson of the Audit Committee shall recuse himself from any proceedings of the Board wherein the Complaint and/or the investigation and/or outcome of such investigation against him is being discussed. The investigation officer so appointed by the chairperson of the Audit Committee or the Board, as applicable, shall have such powers, authority and duties, for the purposes of carrying out the investigation in accordance with this Paragraph 8, as the chairperson of the Audit Committee or the Board, as applicable, may deem fit.
- 8.7 The Ethics Committee, Audit Committee and/or the Board, as applicable, may also engage independent investigators including chartered accountants, forensic accountants, lawyers, computer forensic, data analytics specialists, etc., in order to thoroughly investigate the Complaint, on case to case basis, depending upon, inter alia, the nature or seriousness of the Complaint and/or need basis and/or competence of the personnel within the Company to handle the Complaint and/or accessibility to the location and/or accessibility to information required for the investigation purposes.
- 8.8 Immediately upon the decision of the Ethics Committee to proceed with the investigation of the Complaint, the Investigation Officer shall initiate the investigation by conducting interviews and collecting the documentary evidence from all the concerned parties in order to substantiate the Alleged Misconduct set out in the Complaint. If required, the Ethics Committee may impose/recommend interim measures against the Subject. Individuals with whom the Investigation Officer 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. Any person required to provide documents or access to systems and other information shall comply with the requests of the Investigation Officer. Any failure to comply with the requests of the Investigation Officer by the individuals or persons as set out in this Paragraph 8.8 may result in disciplinary action, including termination of employment.
- 8.9 The Subject shall co-operate with the investigation process. The Subject is restricted from interfering with the investigation, or attempting to influence, coach, threaten or intimidate witnesses, or withholding or destroying or tampering with the evidence.
- 8.10 The Investigation Officer shall keep the Ethics Committee as well as the chairperson of the Audit Committee informed on the progress of the investigation on a regular basis.
- 8.11 The Investigation Officer shall complete the investigation / enquiry with a maximum period of 45 (forty five) days of receipt of the Complaint and submit a detailed report on his/her findings to the Ethics Committee or the chairperson of the Audit Committee or the Board, as applicable. In case the final report cannot be completed within the stipulated period due to the nature of the Complaint, an interim report shall be submitted by the Investigation Officer giving inter alia, the tentative date of completion of the investigation and seeking extension of time. The Ethics Committee, in consultation with the chairperson of the Audit Committee shall revise the timelines at its sole discretion.
- 8.12 The final report shall include (i) the brief facts; (ii) details of similar disclosures made in past; (iii) details of similar disclosure made against the same Subject; (iv) details of financial loss if quantifiable or any other loss caused to the Company; (v) findings and conclusion backed by proper reasons; and (vi) evidence.





- 8.13 The final report prepared by the Investigation Officer, after review by the Ethics Committee, shall be submitted to the chairperson of the Audit Committee who shall, together with his comments, submit the same to the management of the Company. Thereafter, appropriate disciplinary or corrective measures shall be taken against the Subject in the manner set out in Paragraph 9.
- 8.14 The inquiry/ investigation shall be conducted in a fair manner and any disciplinary action against the Subject shall be taken only when the Subject has been given an adequate opportunity of being heard and responds to the material findings of the investigation in accordance with the principles of nature justice.
- 8.15 The Company shall take appropriate measures to keep the identity of the Complainant making the Protected Disclosure as well as the Protected Disclosure reported, throughout the investigation confidential to the extent possible. Additionally, the Company shall annually affirm that it has provided protection from unfair adverse action against the Complainants by any person in the Company, and facilitated access to the Audit Committee, wherever required, to the Complainants. Such affirmation shall also form part of the corporate governance report, which is attached to the annual report of the Company.
- 8.16 The action taken against the concerned Subject as stated in the above paragraphs will be in addition to any other action or prosecution which may be initiated against said Subject under any statute or law in force.
- 8.17 If the Alleged Misconduct/ Complaint is required by applicable law to be dealt with under any other mechanism, the Investigation Officer, in consultation with the Ethics Committee and Audit Committee shall refer the Protected Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
- 8.18 In exceptional cases, where the Complainant is not satisfied with the outcome of the investigation, he/she can make a direct appeal to the chairperson of the Audit Committee in writing at the address provided below. The decision of the Audit Committee will be final and binding.

Designation	The Chairperson of the Audit Committee
Registered Address	<i>Ground Floor, 13/16 min, 17 min, Samalka, Old Delhi-Gurugram Road, Kapashera, New Delhi-110 037, India</i>
Corporate Office	<i>Unit No. 1, 10<sup>th</sup> Floor, Ambience Corporate Tower-II, Ambience Island, NH-8, Gurgaon – 122002, Haryana</i>

## 9. ACTION

- 9.1 If an investigation reveals that an Alleged Misconduct has been committed by an Employee (other than Chief Executive Officer), the Chief Executive Officer of the Company shall take such disciplinary or corrective action including but not limited to wage freeze, suspension, recovery, termination, etc., as the Chief Executive Officer may deem fit.
- 9.2 If an investigation reveals that an Alleged Misconduct has been committed by a Director (including Chief Executive Officer), the chairperson of the Audit Committee shall take such disciplinary or corrective action (which may include but not limited to wage freeze, suspension, recovery, termination etc.) as such chairperson may deem fit in consultation with the Audit Committee.



- 9.3 If an investigation reveals that an Alleged Misconduct has been committed by the chairperson of the Audit Committee, the Board (excluding the chairperson of the Audit Committee) shall take such disciplinary or corrective action as it may deem fit.

## **10. PROTECTION AGAINST DISCRIMINATION, RETALIATION OR HARASSMENT**

- 10.1 The Company strictly prohibits discrimination, retaliation or harassment of any kind against the Complainant, who based on his/her reasonable belief that one or more Alleged Misconduct has occurred / are occurring, reports that information. Any personnel who retaliate against the Complainant who has raised an Alleged Misconduct in Good Faith, will be subject to strict disciplinary action which may include termination of employment.
- 10.2 If any Complainant who makes a Protected Disclosure or Complaint in Good Faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a Protected Disclosure under this Policy, he/she must immediately report those facts to his/her supervisor, manager or the Ethics Committee. If, for any reason, he/she does not feel comfortable discussing the matter with these officials, he/she should bring the matter to the attention of the chairperson of the Audit Committee. It is imperative that such personnel bring the matter to the Company's attention promptly so that any concerns of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

## **11. REPORTING AND RETENTION OF DOCUMENTS**

- 11.1 The Ethics Committee shall collate and submit a report to the Audit Committee on a quarterly basis about all the reports/ complaints filed in relation to reporting of Alleged Misconduct since the last report, together with the status and results of investigations, if any. Details of all Protected Disclosure documented along with the results of investigation relating thereto shall be retained by the Company for 7 years or such other period as prescribed under applicable law.
- 11.2 All reports and records associated with the Protected Disclosure are considered confidential information and access will be restricted to the Ethics Committee the Audit Committee and the Investigation Officers appointed in this regard. Details of issues and concerns communicated by Complainants shall be disclosed only on a need-to-know basis. The Protected 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.

## **12. AMENDMENT AND POLICY REVIEW**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time, without assigning any reason whatsoever, with the concurrence of the Audit Committee. The Ethics Committee shall be responsible for the administration, interpretation, application and review of this Policy.

## **13. IMPLEMENTATION OF THE POLICY**

A copy of the Policy shall be uploaded on the website of the Company. The Ethics Committee will ensure that the Policy is known to all Directors and Employees of the Company. The vigil mechanism/ Whistle Blower Policy will be subject to review at regular intervals.

\*\*\*



## INVESTIGATION PROCESS FLOW CHART

