



WHISTLEBLOWER/OMBUDS POLICY AND PROCEDURE DOCUMENT

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Table Of Contents

S. No.	Contents	Page No.
1.	Objective	3
2.	Applicability	3
3.	Definitions	3
4.	Who is a Whistleblower	4
5.	List of Exclusions	4
6.	Protection and Confidentiality	4
7.	Responsible Disclosure	5
8.	Where to report	5
9.	Merit-Based Whistleblower Awards	6
10.	Non-Retaliation	6
11.	Investigation and reporting	6
12.	Composition of Steering Committee	7
13.	Documentation Retention	7
14.	Communication & Display	7
15.	Amendments	7

1.OBJECTIVE

Smartworld Developers Private Limited and its direct or indirect subsidiaries, affiliates, joint ventures, and associate entities (***referred to as "Smartworld/Company"***) are committed to adhere to the highest standards of professionalism, ethical, moral, and legal conduct in its business operations.

The Company has established a mechanism called the Vigil Mechanism (***"Whistleblower Policy", "Ombuds Policy" or "Policy"***) for its employees, directors, customers, partners and other stakeholders including their representatives to report genuine concerns about illegal or unethical practices, actual or suspected fraud or violation of the Company's code of conduct (CoC) policy.

The objective of this policy is to aid in the prevention of misconduct, to conduct inquiries and resolve grievances, implement suitable measures to protect the Company's interests, and ensure the safeguarding of individuals who raise concerns (***referred to as "whistleblowers"***). Simultaneously, this policy actively discourages baseless and insignificant complaints.

2.APPLICABILITY

This Policy applies to **Smartworld Developers Pvt. Ltd.**, its subsidiaries, associates, joint ventures & affiliates (***referred to as "Smartworld/Company"***) along with directors, all employees confirmed or probationers, outsourced, interns, full-time, and part-time employees and contractors, vendors (including their employees)/retainers, of Smartworld across all locations, their recognized representative bodies, and all those who are directly/indirectly associated with Smartworld such as but not limited to customers, consultants, suppliers, vendors, channel partners and agents ("**Person**"/ "**You**").

This policy should be read in conjunction with the Code of Conduct and other relevant policies of Smartworld (wherever applicable).

The designated Steering Committee will oversee, evaluate, and enforce the Policy. This Policy is approved by the Board of Directors of Smartworld and is effective since July 5th, 2025.

3.DEFINITIONS

- a. **Employee:** Employee means all the on roll and off roll employees, interns, consultants (temporary/permanent) and directors of the Company (whether working in India and/or abroad).
- b. **Good Faith:** A Whistle Blower communicates in "Good Faith" if there is a reasonable basis for the communication of the genuine concerns or grievances on suspected wrongful conducts or unethical behavior, actual or suspected fraud or violation of the company's code of conduct policy.
- c. **Ombudsperson:** Ombudsperson means the individual, part of the Steering Committee, who is authorized to receive the complaint and act on behalf of the Steering Committee. It may be noted that Ombudsperson shall be considered as 'Ethics Officer' for the purpose of Code of Conduct Policy of the Company.
- d. **Steering Committee:** The Steering Committee is a group of individuals (including Ombudsperson) formulated in accordance with the Board resolution to ensure the Governance of Code of Conduct and take necessary actions including actions against the Whistleblower complaint.
- e. **Protected Disclosure:** Means genuine concerns or grievances raised by a Whistle Blower of the Company, through a written communication and made in Good Faith which discloses or demonstrates information about suspected wrongful conducts or unethical behavior, actual or

suspected fraud or violation of the Company's code of conduct.

- f. **Misconduct:** Misconduct refers to any Improper, Unethical, or Unlawful behavior by an employee, contractor, officer, or any other person associated with the organization. It includes but not limited to Fraud, Bribery, Financial mismanagement, Corrupt practices, Breach of regulatory compliances and other unacceptable conduct etc.
- g. **Stakeholder:** Includes Shareholders, Management, Employees, Business associates of the Company including all suppliers, vendors, contractors, consultants, service providers etc., with whom the Company has been dealing with or proposed to enter any transactions.
- h. **Disclosure:** Means any communication related to Unethical Practice (including anonymous disclosures) made in good faith by the Whistle Blower to the Ombudsperson under this policy.

4.WHO IS A WHISTLEBLOWER?

An individual who reveals or showcases proof of an unethical action or any behavior that could potentially violate Smartworld's Code of Conduct or Values is known as a Whistleblower. This Whistleblower has carefully considered their options and has ultimately chosen in good faith to disclose or voice a sincere concern, grievance, or allegations.

5.LIST OF EXCLUSIONS

The following types of complaints will ordinarily not be considered and taken up:

- 1. Complaints that are Illegible, if handwritten
- 2. Complaints that are Trivial/frivolous in nature
- 3. Complaints which are not supported by adequate evidence and support
- 4. Complaints related to domestic violence and other personal issues outside workplace.
- 5. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body.

The issue raised, related to service matters or personal grievance as explained below, shall be first referred to the Human Resource Department and redressed through the mechanism established within Smartworld or as guided by the Code of Conduct:

- a. Complaints associated with unsatisfactory probation reports, performance valuations, favoritism, and nepotism, and alike.
- b. A grievance related to work/superior-subordinate relationship/relationship with peers.
- c. An interpersonal conflict between employees, or
- d. A decision relating to employment or engagement, such as transfer, promotion, etc.

In case of non-resolution of the above-mentioned issues within 90 days of raising the complaint, the person can write to sw.whistleblower@smartworlddevelopers.com

In addition, any matter related to POSH (Prevention of Sexual Harassment) shall be referred to the internal POSH committee of Smartworld.

6.PROTECTION AND CONFIDENTIALITY

The Company shall make its best efforts to treat all disclosures in a confidential and sensitive manner. The identity of the individual making the complaint will not be divulged without their consent. However, there may be circumstances in which the Company may be required or legally obliged to reveal the identity. For example, where an investigation leads to legal proceedings being initiated, in such cases, the Company will take all reasonable steps to ensure that the individual suffers no damage. Harassment

or victimization of a whistleblower will be treated as serious violation, which if proven, may result in termination of employment or their business contracts/agreements and necessary legal actions. We may take into consideration anonymous complaints also for appropriate investigation based on the seriousness and credibility of the concern raised and on the likelihood of confirming that the allegation is raised through reliable sources. However, we encourage individuals to provide their names to facilitate addressing the concern more effectively and expeditiously.

7. RESPONSIBLE DISCLOSURE

In making a disclosure, individuals should exercise due care to ensure the accuracy of the information. If the whistleblower is mistaken, s/he will not be at risk of losing the job or suffering any form of retribution as a result, if s/he is acting in good faith. On the other hand, disciplinary action will be taken against employees deliberately raising false and malicious allegations. In an extreme case, provoking or biased allegations could give rise to legal action against the complainant along with the disciplinary actions by the Company. Please note that it is the duty of all individuals to notify the Company if they observe, or learn of, any unethical business conduct or illegal acts. Failure to promptly raise a known or suspected violation is considered unethical behavior.

8. WHERE TO REPORT

Any reportable matter or complaint can be notified in one of the following ways:

- **By writing an email to:** sw.whistleblower@smartworlddevelopers.com
- **By using an online reporting tool or using QR code accessible as below –**

https://whistleblower.smartworlddevelopers.com/	
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- Complainants may also reach out to the designated Ombudsperson or by sending a complaint letter directly in a sealed envelope via registered post or courier marked "**Private and Confidential**" to the Ombudsperson's address: **Ethics Officer - Smartworld, 14th Floor, M3M IFC, Tower -2, Sector 66, Gurugram, Haryana-122102** to register their grievance. Ombudsperson would formally register the complaint as per process and initiate investigations.
- Upon receipt of a Complaint, the **Ombudsperson** shall validate the complaint facts and shall lay down the matter in front of the **Steering Committee** (constituted to handle Whistleblower (WB) cases). The Steering Committee shall investigate the matter in accordance with the Company's Code of Conduct (CoC) Policy and shall take actions as captured under the Code of Conduct policy. The details of the composition of the Steering committee are provided in Clause 12 of the policy.

To enable the Steering committee to evaluate and investigate the complaint effectively, all information should be provided in the complaint along with the proper / relevant evidence which can cover the following:

- a. Identification of the reporter like name, email, phone, affiliation with the person for whom a complaint is being filed.
- b. Description of the alleged complaint (Date, time, place, persons involved)

- c. Evidence of such complaint.
- d. Impact or Harm to the organization / or to any specific individual.

In case of any evidence related to criminal activity, solicitation and acceptance of advantages or breach of legal and regulatory requirements, the Ombudsperson responsible for the internal investigation may legally be required to inform the relevant public or regulatory bodies as appropriate.

In the event, you (Whistleblower) are victimized in any manner upon making a complaint or in circumstances where you believe that your complaint is not being addressed, you may contact Ombudsperson by writing an email to sw.whistleblower@smartworlddevelopers.com.

9. MERIT-BASED WHISTLEBLOWER AWARDS

The Company may, at its sole discretion, grant a monetary or non-monetary award to any Whistleblower whose good-faith disclosure materially aids the detection or correction of misconduct. Awards are case-by-case and not entitlement; factors such as the significance and timeliness of the information, the Whistleblower's cooperation, and absence of personal wrongdoing may be considered.

The type and amount of any award are set exclusively by the Company, may be subject to tax, and do not create precedent for future cases.

10. NON-RETALIATION

At Smartworld, we strictly prohibit retaliation of any kind against any person who raises a concern and/or participates in an investigation. It may include:

- a. Discrimination, reprisal, harassment, or vengeance in any manner; or
- b. Unfair termination and other unfair or prejudicial employment practices such as transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct such Person's right to continue to perform duties/functions; or
- c. Any other action taken against a person because they have raised a concern, participated in an investigation, or attempted to deter person(s) from violating the Code of Conduct. This protection is available provided that:
 - i. The communication/ disclosure is made in good faith.
 - ii. The complainant reasonably believes that information, and any allegations contained in it, are substantially true and accurate.
 - iii. The complainant is not acting for personal gain; and
 - iv. There's no malice or abuse of procedure. Anyone who abuses the procedure (for example, by maliciously raising a concern knowing it to be untrue and/or without any corroboration) will be subject to disciplinary action in accordance with the CoC policy of the Company. If considered appropriate or necessary, suitable legal measures may also be taken against such individuals.

11. INVESTIGATION & REPORTING

- i. All Bonafide complaints under this policy will be promptly and appropriately investigated.
- ii. All information disclosed during the investigation will remain confidential, except as necessary to conduct the investigation and to take any remedial action. It is not required for an Ombudsperson/Steering committee to inform the person raising the complaint of the investigation findings or the actions taken.
- iii. The Ombudsperson may not be the investigator, and the investigation may be conducted by other experts to whom the concern is referred by the Ombudsperson based on the nature of the concern.
- iv. All the parties to the complaint and relevant Stakeholders must cooperate in the investigation.

- v. Failure to cooperate in an investigation or deliberately providing false information during an investigation can be the basis for disciplinary action, including warnings, penalties and termination of employment or as defined in the Code of Conduct (CoC).
- vi. If someone finds tampering with the evidence of the complaint, then such person shall also be liable for disciplinary and financial action as per CoC including termination and suitable legal actions.
- vii. The Investigating Officer shall have the discretion to ask for any documents or information deemed necessary for the purpose of the investigation, including but not limited to personal particulars, familial details, and financial records (respondent and immediate family members) etc.

12. COMPOSITION OF STEERING COMMITTEE

The composition of the Steering Committee is as under:

Sr. No.	Name	Designation
1.	Mr. Amit Sharma	Ethics officer
2.	Mr. Vikas Malhotra	President (Head) – Human Resources
3.	Mr. Sayantan Mondal	AVP (Head) – Legal

13. DOCUMENTATION RETENTION

The Company shall maintain comprehensive records of all the complaints received and other corresponding documents referred to/prepared. These records shall include: any written submissions from the complainant; relevant company documents cited in or related to the complaint; a summary detailing the date and method of receipt; and any responses provided by the company. All documentation shall be retained for a minimum of three (3) years or such another period as specified by any other law in force, whichever is more, from the date the complaint is received. Confidentiality will be preserved to the extent reasonably practicable, based on the nature and requirements of the investigation.

14. COMMUNICATION AND DISPLAY

The Company shall publish this policy on its intranet and website at <https://smartworlddevelopers.com> which shall be reviewed and updated periodically to ensure that all stakeholders remain informed of its contents and any changes thereto. All clarifications regarding the provisions or procedures associated with this policy should be directed to the Ombudsperson of the Company.

15. AMENDMENTS

Smartworld reserves the right to alter, add to, vary, or substitute any of the provisions of this policy at any time with the approval of the Board of Directors of Smartworld.