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| Department: | HR | Document Type: | Policy |
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| Purpose | <ul style="list-style-type: none"> • CitiusTech believes in conducting its business in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, CitiusTech has adopted the “CT Business Ethics & Code of Conduct” which lays down the principles and standards that govern the actions of the Company and its employees. • The purpose of the Whistle Blower policy is to establish a vigil mechanism for directors and employees along with any third parties that are associated with CitiusTech (i.e. contractors, vendors & business partners) to report concerns about unethical behavior, actual or suspected fraud or violation of CitiusTech’s Business Ethics & Code of Conduct Policy, CitiusTech Anti-Bribery and Corruption (ABC) Policy or any other irregularities within CitiusTech. • The policy neither releases directors, employees & any third parties 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. |
| Coverage of the Policy | <ul style="list-style-type: none"> • The policy covers malpractices and events which have taken place / suspected to take place that may involve: <ul style="list-style-type: none"> ○ Abuse of authority or breach of contract; ○ Negligence causing substantial and specific danger to public health and safety; ○ Manipulation of company data/records; financial irregularities, including fraud, or suspected fraud; wastage and misappropriation of company funds & assets; ○ Criminal offences, deliberate violation of laws & regulations; ○ Breach/ theft of confidential & propriety information and data; ○ Breach of CitiusTech Business Ethics & Code of Conduct, policies or rules; ○ Bribery, corruption, fraud, etc.; ○ Any other unethical, biased, favored, imprudent event. • 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. • 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. |
| Definitions of Terms Used | <ul style="list-style-type: none"> • “Director” means a Director or the Executive Management of CitiusTech whether whole - time or otherwise. • “Disciplinary Action” means any action that can be taken on the completion of / during the investigation proceedings including but not limiting 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 CitiusTech (whether working in India or abroad). • “Protected Disclosure” means concerns that are raised via written communication & made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. |



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| | <ul style="list-style-type: none"> • “Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation. • “Whistle Blower” is someone who makes a Protected Disclosure under this Policy. • “Whistle Officer” means an officer or committee of persons who is nominated /appointed to conduct detailed investigation. • “Ombudsperson” is the chairperson of the Audit Committee or CitiusTech Ethics & Conduct Committee (CECC) for the purpose of receiving all complaints under this Policy and ensuring appropriate action. |
| <p>Procedure</p> | <p>Employees can make Protected Disclosures either through internal mechanisms or through our third-party ethics and compliance helpline as soon as possible, but not later than 30 calendar days after becoming aware of the same.</p> <p>Mechanism for Internal Reporting</p> <ul style="list-style-type: none"> • Individuals can report in confidence any potential or actual violations through the following internal mechanisms: <ul style="list-style-type: none"> ○ By sending an email to cecc@citiustech.com, OR ○ By contacting any of the CitiusTech Ethics & Conduct Committee(CECC) Members directly, OR ○ Through the “CT Feedback” link on CitiusTech corporate Intranet (InterCT). This link allows anonymous as well as non-anonymous reporting ○ By sending an email to grc@citiustech.com mail ID (applicable for external stakeholders only i.e. vendors & business partners) • An investigation team will be assigned to investigate the reported violation within 3 working days of the Protected Disclosure being lodged. Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated. • If initial enquiries indicate that the concern has no basis, or it is not a matter to be investigated under this policy, it may be dismissed at this stage & the decision documented accordingly. • Where initial enquiries indicate that further investigation is necessary, this will be carried out by a Whistle Officer/Investigation Committee formed for this purpose. The investigation would be conducted in a fair manner, as a neutral fact - finding process and without presumption of guilt. • The Whistle Officer shall make a detailed written record of the Protected Disclosure. The record shall include facts of the matter; whether the same concern was raised previously by anyone or for same subject, and if so, the outcome thereof; the financial/ otherwise loss which has been incurred or would have been incurred by the Company; findings and recommendations on disciplinary & other action(s). • The Whistle Officer shall finalize and submit the report to the Ombudsperson within 15 days of being appointed, unless more time is required under exceptional circumstances. • On submission of report, the Ombudsperson shall initiate actions as below: <ul style="list-style-type: none"> ○ In case the Protected Disclosure is proved, accept the findings and take such disciplinary action as deemed fit and initiate preventive measures to avoid re-occurrence of the matter. ○ In case the Protected Disclosure is not proved, close the matter. ○ Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Executive Management with its recommendations. The Executive Management may decide the matter as it deems fit. • In exceptional cases, the Whistle Blower can make a direct appeal to the Executive Management if not satisfied with the outcome of the investigation. |



| | <p>Mechanism for Third Party Reporting Other than the Internal reporting mechanisms, we also have an external platform to report any potential or actual violations named Ethicsline. Below are the details for the same:</p> <table border="1" data-bbox="453 387 1501 642"> <thead> <tr> <th data-bbox="453 387 691 535">Reporting Channel</th> <th data-bbox="691 387 1160 535">Contact Details</th> <th data-bbox="1160 387 1331 535">Access Code</th> <th data-bbox="1331 387 1501 535">Availability</th> </tr> </thead> <tbody> <tr> <td data-bbox="453 535 691 642">Web Portal</td> <td data-bbox="691 535 1160 642">https://citiustech.integritymatters.in</td> <td data-bbox="1160 535 1331 642">CITIUSTECH</td> <td data-bbox="1331 535 1501 642">24X7</td> </tr> </tbody> </table> <p>Details on Ethicsline: Ethicsline is operated by an independent external third-party specialist service provider “Integrity Matters”. Employees who contact Ethicsline will be assigned a unique report key that they may use to check on the status of reports and inquiries.</p> <p>Ethicsline is a 3rd party helpline to report any potential or actual instances of ethical misconduct, malpractice, or non-compliance. Using the Ethicsline, an individual may communicate confidentially and if required, anonymously. Through the Ethicsline, an individual can also follow up on the status of previously submitted concerns and view case status, management response and any follow-up questions.</p> | Reporting Channel | Contact Details | Access Code | Availability | Web Portal | https://citiustech.integritymatters.in | CITIUSTECH | 24X7 |
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| Reporting Channel | Contact Details | Access Code | Availability | | | | | | |
| Web Portal | https://citiustech.integritymatters.in | CITIUSTECH | 24X7 | | | | | | |
| <p>Training & Attestation</p> | <p>Training: Training on Whistleblower Policy & compliance to the policy will be part of the induction process for all new employees & contractors at the time of joining CitiusTech. All existing employees & contractors will mandatorily need to undergo semi-annual training & test. This is covered as one of the agenda items covered under the ‘Infosec Awareness & Compliance Training’.</p> <p>Attestation: Completion of six-monthly training & subsequent test will be considered as an attestation by the said individuals as to them having understood the policy & their agreement to abide by the same.</p> | | | | | | | | |
| <p>Protection & Non-Retaliation</p> | <ul style="list-style-type: none"> • Complete protection will be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/ suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower’s right to continue to perform his duties including making further Protected Disclosure(s). • The identity of the Whistle Blower shall be kept confidential. It shall not be disclosed to the Whistle Officer/ Investigation Committee unless required for the purpose of investigation. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower. | | | | | | | | |
| <p>Secrecy & Confidentiality</p> | <ul style="list-style-type: none"> • The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall maintain complete confidentiality & secrecy of the matter and not discuss the matter in any informal/social gatherings & meetings. | | | | | | | | |



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| | <ul style="list-style-type: none"> • They will discuss only to the extent or with the persons required for the purpose of completing the process and investigations and keep all related papers & electronic mails secure. • If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit. |
| <p>Compliance & Monitoring</p> | <ul style="list-style-type: none"> • All reported issues will be logged & tracked by the HR team and will be reported to the CECC (CitiusTech Ethics & Conduct Committee). These will be reviewed during the quarterly CECC meetings. • A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Board Audit & Risk Committee |
| <p>CitiusTech Ethics & Conduct Committee (CECC) Members</p> | <ul style="list-style-type: none"> • Composition & contact details of the CECC are published on InterCT under HR section. (InterCT → People → HR → CECC Contacts) |