



Privileged and Confidential
March 17, 2021

**ELCITA WHISTLE BLOWER POLICY
FOR COMMITTEE MEMBERS AND STAFF MEMBERS**

Effective Date: 17 March 2021

1. Preamble

- Electronics City Industrial Township Authority (“ELCITA”) is built on the highest standards of ethics and transparency. ELCITA’s values and the Code of Conduct (“Code”) requires its employees, staff members, board members and all other individuals associated with it in any capacity whatsoever (collectively ‘Employees’) of ELCITA to conduct themselves with the highest standards of integrity, in compliance with all applicable laws and regulations. Any actual or potential violation of the Code or of the applicable laws and regulations is a matter of serious concern and reporting of such violation is very important.
- Consequently, ELCITA has formulated this Whistle Blower Policy (“Policy”) to provide a secure mechanism for the Employees to report such concerns.

2. Purpose

- This Policy is an extension of the Code and the purpose is to provide a platform to all Employees and the ELCITA Committee Members (“Committee Members”) to report any instances of misconduct, actual or potential violation of Code or other applicable laws or regulations without any fear of reprisal or victimization. (hereinafter referred to as a “Whistle Blower”)
- This Policy provides guidance on ‘how to report a Protected Disclosure’ about any misconduct or violation of the Code or other applicable policies or laws governing the Company.
- This Policy also provides information on how the Whistle Blower shall be protected.

3. Applicability

- The Policy applies to Committee Members and all Employees to report genuine concerns or violations.

4. Definitions

- “Code” means the Code of Conduct of ELCITA
- “Disciplinary Action” means an action that may be recommended or taken after the completion of the investigation including but not limited to a warning, suspension or dismissal from official duties or any such action, as is deemed to be fit considering the gravity of the matter.
- “Good Faith” An Employee shall be deemed to be communicating in “Good Faith” if there is an honest intent to act without taking an unfair advantage over another person and there is a reasonable basis for communication of unethical practices or any other alleged wrongful conduct. A disclose should not be deemed to be in Good Faith when the Employee does not have personal knowledge of unethical practices or any other alleged wrongful conduct 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”** means the Whistle Blowing Policy of ELCITA.
- **“Protected Disclosure”** or **“Complaint”** means the communication made in Good Faith which discloses or demonstrates information that may evidence unethical or improper activity (actual or suspected) or violation of the Code including but not limited to incorrect financial reporting or falsification of statutory reports or records, unlawful acts, abuse of authority, misconduct, leakage of confidential or propriety information.
- **“Subject”** means a person or group of persons against whom or in relation to whom a Protected Disclosure has been made or evidence provided or gathered during the investigation. The Subject may be an Employee of ELCITA or otherwise.
- **“Whistle Blower”** means an Employee making a Protected Disclosure under this Policy.
- **“Whistle Blowing Mechanism”** refers to the mechanism defined by ELCITA to facilitate the reporting of any criminal act, misconduct or malpractices by the Employees or Committee Members.

5. Inclusions*

- The Policy covers reporting of following incidents which have, or are suspected to have, taken place:
 - a. Any civil or criminal offence
 - b. Violation of any law or regulations, including but not limited to corruption, bribery, theft, fraud, forgery, or defalcation.
 - c. Breach of Code of Conduct (including but not limited to)
 - An abuse of authority
 - Manipulation or falsification of data/records/reports
 - Leaking confidential or propriety information acquired in the course of service.
 - An act of discrimination, workplace harassment (including physical or psychological harassment or bullying) or any other violation of human rights.
 - Any other unethical, biased, favoured, imprudent event.
 - Deliberate concealment of information tending to show any of the above
 - d. Misuse or breach of intellectual property rights or licenses
 - e. Violation of environmental legislations or any other health or safety risk or damage to others at ELCITA or general public.
 - f. Conflict of interest
 - g. Falsification of statutory reports and records, including ELCITA’s financial statements and accounting records.

** Only an indicative list, other concerns and violations can also be reported.*

- h. Breach of other policies and procedures (including, without limitation, breach of financial controls and reporting requirements).
- i. Any conduct which is against the legitimate interests and/or reputation of ELCITA

6. Exclusions*

- The Whistle Blowing Mechanism should **NOT** be used for raising malicious or unsubstantiated allegations.
- The Whistle Blowing Mechanism should **NOT** be used for reporting of routine or operational matters like:
 - a. Recruitment or job openings
 - b. Issues related to career progression, reassignment of duties or compensation.
 - c. Inappropriate administration facilities
 - d. IT assets not working properly.
 - e. Complaints of Sexual Harassment (these complaints maybe reported to Internal Committee for Prevention of Sexual Harassment)

** Only an indicative and not exhaustive list*

7. How to file a Complaint under this Policy

- The Whistle Blowing Mechanism is not meant to substitute the regular communication protocols in ELCITA, and hence as a first step, the Employee may choose to inform her/his immediate superior about the suspicion/violation. However, if the Employee deems fit that the suspicion or violation is serious enough to directly merit a complaint under this Policy, the Employee is free to directly make a report under this Policy.
- If the Complaint or Protected Disclosure involves the superior or the Employee believes that her/his Complaint has not been acted upon, she/he can report the matter to the Chairman of ELCITA or the Head of the Governance Committee using any of the following reporting channels:

7.1 Option 1: E-mail

- The Whistle Blower may send an e-mail to the Chairman of ELCITA to the address chairman@elcita.in or Head of Governance Committee to the address head_governance@elcita.in with the subject line "*Protected Disclosure under the Whistle Blowing Policy*", providing the complete details of the Complaint.

7.2 Option 2: Physical mail

- The Whistle Blower may report the matter by sending physical mail addressed to the Chairman of ELCITA at the address, #7 Electronics City, Hosur Road, Bangalore 560100, providing the complete details of the Complaint.

8. Guidance for the Whistle Blower

- The Whistle Blower should bear in mind the following considerations before or while reporting the Complaint:
 - a. Should identify himself or herself and tell the name, designation, and official email address. The Whistle Blower may also choose to remain anonymous while reporting the violation. However, if the Protected Disclosure is made anonymously, it will be acted upon only if sufficient evidence is discovered prima facie to warrant a full investigation.
 - b. Should provide following information mandatorily if the Whistle Blower chooses to remain anonymous:
 1. Name, designation, and location of the Subject
 2. Location of the incident
 3. Evidence or source of evidence
 4. Duration/frequency of the incident
 5. Detailed description of the incident
 - c. Should attempt to report the Protected Disclosure immediately after the event has occurred without any lapse of time.
 - d. Should ensure that the Protected Disclosure reported is factual and not speculative in nature.
 - e. Should ensure that the Protected Disclosure reported contains as much specific information, facts, and evidence wherever possible to enable appropriate review, assessment, and initiation of investigation.
 - f. Should not investigate or attempt to investigate the matter herself/himself.

9. Safeguards

- ELCITA provides the following safeguards under this Policy:

9.1 Confidentiality

- ELCITA shall treat all the Protected Disclosures and information received in the course of investigation in a confidential manner.

- The identity of the Whistle Blower shall be kept confidential and shall be disclosed on a 'need-to-know' basis only in the following instances:
 - a. If, identification of the Whistle Blower is necessary to allow the Company to investigate or respond effectively.
 - b. If, identification of the Whistle Blower is required by law.
 - c. If, the Complaint is identified as frivolous or as a bogus Complaint or with a *mala fide* intent.
- The identity of the Subject and other Employee(s) assisting in the said investigation or furnishing evidence shall be protected to the same extent as the Whistle Blower.

9.2 Protection of the Whistle Blower

- ELCITA ensures complete protection to the Whistle Blower from any retaliation provided that the Complaint is made under this Policy in Good Faith. Retaliation includes harassment, termination, victimisation, discrimination, reprisal, threat or intimidation of termination/suspension of service, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further disclosures.
- The Whistle Blower shall not be at the risk of losing her/his job or suffer loss in any other manner like transfer, demotion, refusal of promotion etcetera even if the Protected Disclosure does not lead to an investigation.
- The protection under this Policy is available to the Whistle Blower even if the subsequent investigation does not substantiate his Complaint, provided the Complaint was made in Good Faith.
- The protection under this Policy shall not mean protection from disciplinary action arising out of false or bogus allegation made by a Whistle Blower knowing it to be false or bogus or with a *mala fide* intention.
- Any other Employee assisting in the said investigation or furnishing evidence shall be protected to the same extent as the Whistle Blower.

10. Investigation

- A preliminary review shall be performed for all the Protected Disclosures reported under this Policy by the Compliance and Governance Sub-Committee (CGSC). The ELCITA, at its own sole discretion, may also elect to appoint a third party (e.g. law firm, investigator, consulting firm) to entirely conduct an investigation and provide the ELCITA with a report of its findings and conclusions.
- Upon the preliminary review of the Protected Disclosure, if the CGSC is of the opinion that no sufficient facts are available to pursue the Complaint, they may consider responding to the Whistle Blower requesting for additional information, if necessary, based on the contact information made available.
- If the Whistle Blower does not respond or fails to provide the requested information within ten **(10) business days**, the CGSC may decide to close the case after documenting the reasons.

- Upon the preliminary review of the Protected Disclosure, if the CGSC is of the opinion that the Complaint is bogus or made with a *mala fide* intention, they may decide to close the matter after documenting the reasons.
- In other cases, after the preliminary review of the Protected Disclosure, ELCITA may decide to conduct the investigation itself or involve any external investigator for the purpose of investigation depending upon the severity of the Complaint or wherever required by law.
- The investigation shall be concluded within **120 calendar days** of the receipt of the Complaint.
- The result of the said investigation shall be communicated to the Whistle-blower and a copy of the report shall be tabled to the board of ELCITA by the CGSC.

11. Disciplinary Action

- If the investigation proves the allegation, Disciplinary Action shall be taken which may include dismissal of the Subject, initiating legal action, etcetera or other appropriate action as it may deem fit.
- ELCITA may also recommend corrective measures including but not limited to mending processes, implementing better controls, etcetera or may suggest no action if the allegation is not substantiated.
- Where ELCITA has suffered a loss, it may decide to pursue remedies against the Subject responsible for the same.

12. Rights and Duties of a Subject

- Subjects will normally be informed of the allegations at an appropriate time during the investigation.
- The Subject has the right to be heard and shall have adequate time and opportunity to communicate her/his explanation on the matter.
- The Subject and all other Employees have a duty to co-operate with the investigation. They shall be subjected to disciplinary action, including termination of their employment if they fail to cooperate in the investigation, or deliberately provide false information during the investigation.
- The Subject and everyone involved in the process shall maintain confidentiality of the matter and not discuss it in any informal/social gatherings or meetings.
- Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed, or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject or any other Employee.

13. Retention of Documents

- Any information or documents received or provided in relation to the Complaint will be retained as per statutory requirements and/or internal requirements of ELCITA.

14. Amendment to the Policy

- ELCITA reserves the right to amend, abrogate or modify this Policy in whole or in part at any time without assigning any reason whatsoever.

Dr. V. Veerappan,
Member, ELCITA Committee

PLACE : ELECTRONICS CITY, BANGALORE

DATE : 17TH MARCH 2021