

NSPIRA MANAGEMENT SERVICES PRIVATE LIMITED

VIGIL MECHANISM

POLICY & PROCEDURE FOR REPORTING IMPROPER CONDUCT, WRONGDOINGS, CORRUPTION, FRAUD, WASTE AND / OR ABUSE INVOLVING COMPANY'S RESOURCES

1. INTRODUCTION

In line with good corporate governance practices and sub-section (9) of Section 177 of the Companies Act, 2013, the Board and Management of Nspira Management Services Private Limited (the Company) encourage its employees and associates (the reporting individual) to report suspected and / or known misconduct, wrongdoings, corruption and instances of fraud, waste, and / or abuse involving the resources of the Company.

2. OBJECTIVES

The objectives of this policy and procedure is to provide and facilitate a mechanism for any reporting individual (RI) to report concerns about any suspected and / or known misconduct, wrong doings, corruption, fraud, waste and / or abuse.

3. POLICY & PROTECTION

a. Anonymity

It is the policy of the Company to allow the RI to either identify themselves or if they prefer, to remain anonymous when reporting suspected and / or known instances of misconduct, wrongdoings, corruption, fraud, waste and / or abuse.

b. Assurance against reprisal and / or retaliation

Where the RI has chosen to reveal his / her identity, it is the policy of the Company to provide assurance that the RI would be protected against reprisals and / or retaliation from his /her immediate superior or head of department / division.

In addition, the Company provides assurance that no disciplinary action can be taken against the RI as long as he / she does not provide false information in the report "purposely, knowingly or recklessly" i.e. the report is basically malicious in nature.

c. Confidentiality

The Company shall treat all reports or disclosures as sensitive and will only reveal information on a "need to know" basis or if required by law, court or authority.

The identity and particulars of the RI shall also be kept private and confidential unless the RI chose to reveal his / her identity.

Where the RI has chosen to reveal his / her identity when making such a report, written permission from the RI would be obtained before the information is released.

d. Immunity

All costs in relation to any legal liabilities or proceedings (whether criminal or civil) that may be brought against the RI shall be borne by the Company and the selection of the lawyer defending the legal action shall be made by the Company.

e. Protection

The RI shall also be protected against:

- i. Action causing injury, loss or damage;
- ii. Intimidation or harassment;
- iii. Interference with the lawful employment or livelihood of the RI, including discrimination, discharge, demotion, suspension, disadvantage, termination or adverse treatment in relation to the RI's employment, career, profession, trade or business or the taking of disciplinary action; and
- iv. A threat to take any of the actions referred to in paragraphs (i) to (iii) above.

Where necessary, any person related or associate with the RI (e.g., immediate family members) shall be accorded with similar protection mentioned in this paragraph (e)

f. Relocation

The RI may request for a relocation of his / her place of employment at the discretion of the Company.

The protection conferred above is:

- i. Not limited or affected in the event that the disclosure does not lead to any disciplinary action or prosecution of the person whom the disclosure of the improper conduct, wrongdoings, corruption, fraud, waste, and / or abuse has been made;
- ii. However restricted to the RI reporting the suspected and / or known misconduct, wrongdoings, corruption and instances of fraud, waste and / or abuse involving the Company's resources through the Company under this policy;

4. REVOCATION OF POLICY & PROTECTION

The protection stated in section (3) above shall be revoked by the Company if:

- i. The RI himself has participated in the improper conduct, wrongdoings, corruption, fraud, waste, and / or abuse;
- ii. The RI wilfully or maliciously made his disclosure, knowing or believing the information is false or untrue;
- iii. The disclosure is frivolous or vexatious; or
- iv. The disclosure is made with the intention or motive to avoid dismissal or other disciplinary action;

5. SCOPE & DEFINITION

a. Improper Conduct

Any conduct which if proved, constitutes a disciplinary offence or a criminal offence.

b. Fraud

Fraud is the act of making false representations of material facts whether by words or conduct, by concealing information, or by making misleading statements in order to obtain some benefit or payment that would otherwise not exist.

Fraud includes (but not limited to) any questionable accounting practices or irregularities in the Company's reported financial statements and non-compliance with the Company's internal financial controls.

These acts may be committed either for the RI's own benefit, or for the benefit of some other party. These acts must have been committed knowingly, wilfully and intentionally.

c. Waste

Waste is spending money or using resources on goods or services in excess of actual need. Waste does not necessarily produce a benefit for the RI, but is an act of poor management of funds.

d. Abuse

Abuse consists of practices that cause unnecessary costs to the Company. Abuse can be similar to fraud, except that it is not necessary to prove that abuse was performed knowingly, wilfully and intentionally.

6. PROCEDURE OR REPORTING IMPROPER CONDUCT, WRONGDOINGS, CORRUPTION, FRAUD, WASTE AND / OR ABUSE

- a. If a RI suspects that improper conduct, wrongdoings, corruption, fraud, waste, or abuse has occurred, the RI is encouraged to contact the Chief Financial Officer (the Authorised Officer). This can be done in writing, by telephone, fax or e-mail. The disclosure should be addressed to:

Chief Financial Officer
#1-98/9/6, 10th Floor,
Melange Tower, MCH 23/37,
Survey No. 80 & 84, Pathrika Nagar,
Madhapur, Hyderabad, Telangana, PIN: 500081;
Phone: +91 40 45009999
Email: sastryks@nspira.in

The disclosure may be made orally provided that the Authorised Officer, upon receiving the disclosure made orally shall as soon as it is practicable, reduce it into writing.

In the event there is a need to contact someone other than the Authorised Officer, a RI may report directly to the Chairman, Audit Committee in writing to the above mentioned address.

- b. If the RI is unsure of the type of evidence needed for the Internal Audit Department to begin an investigation, the RI is encouraged to make use the "Report of Improper Conduct, Wrongdoings, Corruption, Fraud, Waste & / or Abuse" form provided in Appendix 1.

The RI may wish to send this form via local postal service if you wish to remain anonymous. This form will aid you in providing adequate information to the Internal Audit Department so that they can begin investigations.

Note: Reporting directly helps us to gather the evidence necessary to validate your disclosure and to identify the nature of Improper Conduct, Wrongdoings, Corruption, Fraud, Waste & / or Abuse. Reporting directly also helps us to recommend measures to prevent it from reoccurring, and to improve the situation.

- c. If the RI prefers to remain anonymous, the RI may call the Authorised Officer approximately fourteen days after the initial report. This enables the Authorised Officer to ask any follow-up questions that have arisen since the beginning of the investigation.

7. PROCEDURE FOR HANDLING REPORTS OF FRAUD, WASTE AND / OR ABUSE

- a. The Authorised Officer shall forward the complaint to the Internal Audit Department.
- b. Internal Audit Department will maintain a record of the complaints and will track their receipt, investigation and resolution.
- c. The Authorised Officer / Internal Audit Department will seriously consider each disclosure and pursue it to the extent that the information received allows, and based on the evidence that is available.
- d. Once the disclosure is received, the Authorised Officer / Internal Audit Department will begin preliminary investigations to establish whether the disclosure has merit and can be substantiated.
- e. Following the internal auditing standard of professional practice, the Authorised Officer will review the disclosure and determine if there is enough evidence to confirm that disclosure.
- f. With this information, the Authorised Officer / Internal Audit Department will do his/her best to draw an unbiased conclusion from facts given to him / her by the RI, or any other information gathered during the course of investigation.
- g. If the case necessitates further action on the part of the Human Resource (HR) Department, a copy of a summary report will be provided to HR.
- h. The Authorised Officer / Internal Audit Department shall prepare a summary report and present it to the Company's Audit Committee on a quarterly basis. The report will maintain confidentiality to protect the RI's identity.

NSPIRA MANAGEMENT SERVICES PRIVATE LIMITED

REPORT OF IMPROPER CONDUCT, WRONGDOINGS, CORRUPTION, FRAUD, WASTE & /OR ABUSE

Type or complete in ink and return this form to:

The Chief Financial Officer
#1-98/9/6, 10th Floor,
Melange Tower, MCH 23/37,
Survey No. 80 & 84, Pathrika Nagar,
Madhapur, Hyderabad, Telangana, PIN: 500081;
Phone: +91 40 45009999
Email: sastryks@nspira.in

1. Name of the person(s) you are reporting _____

2. Name of the division/department in which that person works.

3. Please provide a summary of the alleged improper conduct, wrongdoings, corruption, fraud, waste & / or abuse that you are reporting.

4. Please attach a separate narrative if necessary, as well as documentation to support your claim.

5. Provide information on relevant witnesses, if any, including email, telephone and / or the best way to get in touch with them.

Witness #1

Name: _____

Email: _____

Phone No: _____

Witness #2

Name: _____

Email: _____

Phone No: _____

Any additional information concerning these witnesses:

6. If possible, please provide dates (month, day, year) that the alleged activity occurred

7. Please explain why you believe the person you are reporting has committed these acts knowingly, willingly and intentionally.

8. We would like to know how the alleged activities came to your attention (if you have not already done so in the summary); however, this is optional for you to report this.

9. Please provide any other information you may find relevant.

10. We will not document information concerning your name if you wish to remain anonymous; however, if you do not want to be anonymous please provide your name, phone number and email

Your Name: _____

Your Phone No: _____

Your Email: _____

*If you decide to remain anonymous, please contact us within two weeks of your report, because we may need additional information concerning the alleged activities reported by you.

Thank you.