3XPER INNOVENTURE LIMITED

WHISTLE BLOWER POLICY

POLICY	Whistle Blower Policy under Vigil Mechanism of 3xper Innoventure Limited (3xper or the "Company") formulated under section 177 of the Companies Act, 2013.
OBJECTIVE	To provide Directors, Employees, customers and vendors an avenue to raise concerns, in line with the commitment of 3xper to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication.
DEFINITIONS	"Board" or "Board of Directors" shall mean the board of directors of the Company, as constituted from time to time "Director" shall mean a member of the Board of the Company "Employee" shall mean all persons employed by the Company and shall include secondees and persons employed for a temporary purpose or period, or on a temporary basis. "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis, and "Generally Available" will be construed accordingly. "Key Managerial Personnel" shall have the meaning assigned to it in Section 2(51) of the Companies Act, 2013, as amended or modified. "Policy" shall mean this Whistle Blower Policy of the Company "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
SCOPE	To provide necessary safeguards for protection of Complainants (as defined below) from reprisals or victimization, for whistle blowing in good faith.
COVERAGE	All Directors, permanent Employees, customers and vendors of 3xper.
MAIN FEATURES	3xper including subsidiaries, Associate Companies and Joint Ventures in case such entities do not have a Whistle Blower Policy of their own.

Improper Practice	The Policy is intended to cover genuine and serious concerns that could have a large impact on 3xper such as actions (actual or suspected) that: ➢ May lead to incorrect financial reporting; ➢ Are not in line with applicable Company policy; ➢ Involve any instance of bribery, embezzlement or misappropriation; ➢ Amount to unethical behaviour; ➢ Amount to actual or suspected fraud; ➢ Violative of Company's code of conduct; ➢ involve leakage of Unpublished Price Sensitive Information; ➢ Are unlawful or; ➢ Otherwise amount to serious improper conduct.
Complainant (Whistleblower)	A Director/Employee/customer/vendor making a complaint/ referral under this Policy is commonly referred to as a Complainant (Whistleblower). The Complainant's role is as a reporting party. He/she is not an investigator. Although the Complainant is not expected to prove the truth of an allegation, the Complainant needs to reasonably demonstrate to the Whistle Blower Committee, that there are sufficient grounds for concern.
Safeguards	➢ Harassment or Victimisation: Harassment or victimisation of the Complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned Employee or Director involved in such harassment or victimisation. Any complaint of harassment or victimization by a Complainant will be addressed promptly, and the relevant Employee or Director named in such harassment or victimization complaint will be required to prove that the allegations made in the complaint are not true/ do not amount to harassment or victimisation. ➢ Confidentiality: Every effort will be made to strictly protect the Complainant's identity, subject to legal constraints, by all persons who are involved in handling the complaint and those who receive any information in relation to such complaint. ➢ Anonymous Allegations: Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL

	NOT BE usually investigated BUT subject to the seriousness of the issue raised, the Whistle Blower Committee can initiate an investigation independently. ➢ Malicious/ Frivolous Allegations: Malicious, frivolous or baseless allegations by Employees or Directors will result in disciplinary action against such Employee or Directors.
Whistle Blower Committee	The complaints by or against Employees, customers and vendors can be made to the Whistle Blower Committee, consisting of persons with independence and fairness *viz.,* Head HR – TII, Chief Financial Officer – TII and Company Secretary – TII, which will report directly to the Board. In relation to any matters under this Policy, Whistle Blower Committee would be authorised by the Board of the Company for the purpose of receiving all complaints under this Policy and supervising the investigation and ensuring appropriate action. In appropriate / exceptional cases, direct access to the Chairman of the Board will be permitted subject to approval of the Whistle Blower Committee. In case of complaints by or against Directors, the Ombudsperson will be the Chairperson of the Board. In case the Complainant has reason to believe that the members of the Whistle Blower Committee is involved in the suspected violation, the complaint may be made directly to the Chairman of the Board.
Reporting	The whistle blowing procedure is intended to be used for genuine, serious and sensitive issues. Only genuine and serious concerns of the nature set out in this Policy should be reported to the Whistle Blower Committee. Annexure I provides the necessary contact details of the Whistle Blower Committee. In line with the objectives of the policy, routine grievances from customers/vendors shall be dealt with by the customer/vendor grievance mechanism of the Company and shall not be covered under this policy. With respect to referrals from customer/vendors, those alleging corruption charges and reputational risks will be dealt with

	under the policy.
Investigation	All complaints received will be recorded and looked into. If initial enquiries by the Whistle Blower Committee indicate reasonably that the concern has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at this stage by the Whistle Blower Committee and the decision shall be documented by the Committee. The investigation would be conducted in a fair manner, as a neutral fact- finding process and without presumption of guilt. A written report of the findings would be made.
Investigation Result	Based on a thorough examination of the findings, the Whistle Blower Committee would submit the report of finding and recommend an appropriate course of action to the Board of 3xper in case of complaints by or against Employees, customers and vendors; to the Board in case of complaints by or against Directors. The said recommendation will be based on the internal whistleblower process of 3xper, involving co-ordination with the respective functional / business heads of 3xper. Where an Improper Practice is proved, this would cover suggested disciplinary action, including dismissal, if applicable, as well as preventive measures for the future. All discussions would be minuted and the final report will be prepared, setting out the facts, evidence, observations and discussions in relation to the complaint and the investigation.
Investigation Subject	The investigation subject is the person / group of persons who are the focus of the enquiry / investigation, against whom the complaint has been made. Their identity would be kept confidential to the extent possible, subject to legal constraints, by all persons who are involved in handling the complaint and those who receive any information in relation to such complaint.
Reporting by Whistle Blower Committee	In case of complaints by or against Employees or Directors, the Whistle Blower Committee will provide quarterly reports to the Board. Such reports shall include details of any malicious, frivolous or baseless complaints made by any Employee or Director.

Communication with Complainant	The Complainant will receive an acknowledgement on receipt of the concern by the Whistle Blower Committee. The amount of contact between the Complainant and the body investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from him/her. Subject to legal constraints, s/he will receive information about the outcome of any investigations.
Changes to Policy	Subject to applicable law, this Policy can be changed, modified, rescinded or abrogated at any time by the Board of 3xper.
ACCOUNTABILITIES Directors / Employees / Customers / Vendors	1. Bring to early attention of the Company any Improper Practice (whether regular or in a single instance) that they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. 2. Avoid anonymity when raising a concern. 3. Co-operate with investigating authorities, maintaining full confidentiality. 4. The intent of the Policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious, frivolous or baseless allegations by Employees may attract disciplinary action. 5. A Complainant has the right to protection from retaliation, harassment and victimisation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation under a complaint. In exceptional cases, where the Complainant (being an Employee / customer / vendor) is not satisfied with the outcome of the investigation carried out by the Whistle Blower Committee, s/he can make a direct appeal to the Chairman of the Board of 3xper.
Whistle Blower Committee	1. Ensure that the Policy is being implemented. 2. Ascertain the credibility of the charge or complaint, based on the facts set out in the complaint and a reasonably conducted preliminary investigation and enquiry. If such initial enquiry reasonably indicates further investigation is not required, close the issue.

	3. In case of complaint received in relation to an Improper Practice that involves leakage of Unpublished Price Sensitive Information, to undertake the specific actions set forth under the head "Investigation" above (and to that extent, the duties relating to investigation under the policy shall not be applicable) 4. Document all complaints, enquiries and the steps taken to address the complaint. 5. Provide quarterly reports to the Board of 3xper. 6. Acknowledge receipt of concern to the Complainant, thanking him/her for initiative taken in upholding the Company's business conduct standards. 7. Ensure that necessary safeguards are provided to the Complainant to protect him/ her from any retaliation, harassment and victimisation.
Whistle Blower Committee / Board	1. Conduct the enquiry in a fair, unbiased manner. 2. Ensure complete fact-finding. 3. Maintain strict confidentiality. 4. Document the investigation thoroughly, including all facts, evidences, discussions and finding, including whether an Improper Practice has been committed and if so by whom. 5. Recommend an appropriate course of action to the Board - suggested disciplinary action, including dismissal, and preventive measures and other appropriate measures. 6. Minute deliberations and document the final report 7. Table the quarterly reports with the Board.
Chairman of the Board	1. Table the quarterly reports from the Whistle Blower Committee with the Board. 2. Ensure necessary actioning of recommendations of the Whistle Blower Committee. 3. Ensure that necessary steps are taken such that Employees are aware of this Policy.
Investigation Subject	1. Provide full co-operation to the Investigation team. 2. Be informed of the outcome of the investigation. 3. Accept the decision of the Whistle Blower Committee. 4. Maintain strict confidentiality.

Conflict of Interest	In case the members of the Whistle Blower Committee or the Panel or the Board have any conflict of interest, with respect to the complaint, the Complainant or the persons named in the complaint, such persons shall recuse themselves from the investigation, hearing and decision making on the said complaint. Such persons will in no way attempt to influence the process of the investigation, hearing and decision making on the said complaint, failing which they may also face disciplinary action, including suspension or termination.

LIST OF ANNEXURES	
Annexure I	Whistle Blower Committee Contact Details
Annexure II	Process Flow

ANNEXURE I: OMBUDSPERSON CONTACT DETAILS

For complaints by or against Directors

OMBUDSPERSON: Chairperson of the Board

CONTACT DETAILS:

Address:
"Chola Crest", No.C54-55 & Super B-4,
Thiru-Vi- Ka Industrial Estate,
Guindy, Chennai - 600 032
E-mail:

ombudsperson.ac@tii.murugappa.com

For Employees, customers, vendors

Whistle Blower Committee

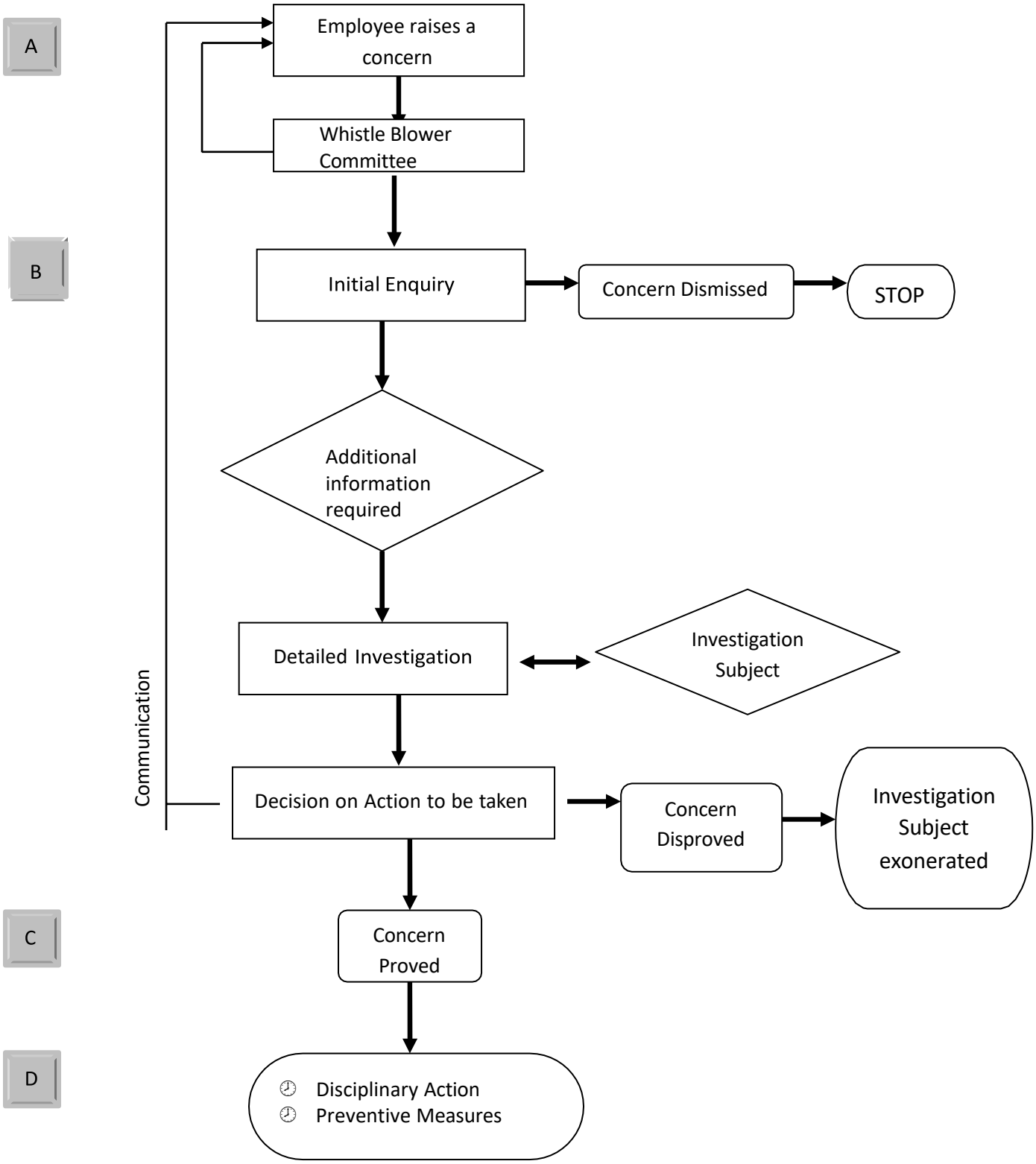
CONTACT DETAILS:

Address:

"Chola Crest", No.C54-55 & Super B-4,
Thiru-Vi- Ka Industrial Estate,
Guindy, Chennai - 600 032
Phone 044 4207 7777

E-mail:whistleblowercommittee@tii.murugappa.com

ANNEXURE II: PROCESS FLOW (WHISTLE BLOWER POLICY)



ANNEXURE II: PROCESS FLOW (WHISTLEBLOWER POLICY)

IMPROPER PRACTICES

Serious concerns that would have impact on 3xper, such as actions (suspected or actual) that:

- May lead to incorrect financial reporting;
- Are not in line with applicable Company policy;
- Involve any instance of bribery, embezzlement or misappropriation;
- Amount to unethical behaviour;
- Amount to actual or suspected fraud;
- Are unlawful or,
- Violative of Company's code of conduct, including the Code of Conduct to Regulate, Monitor and Report trading by Insiders in Securities of TII;
- Involve leakage of Unpublished Price Sensitive Information
- Otherwise amount to serious improper conduct.

SAFEGUARDS

- Harassment or Victimisation: Harassment or victimisation of the Complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee against whom such compliant of harassment or victimization is made.

- Confidentiality: Every effort will be made to protect the complainant's identity, subject to legal constraints, by all persons who are involved in handling the complaint and those who receive any information in relation to such complaint.

- Anonymous Allegations: Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness of the issue raised the Whistle Blower Committee can initiate an investigation.

- Malicious Allegations: Malicious, frivolous or baseless allegations by employees would result in disciplinary action.

OMBUDSPERSON – for complaints by or against Directors

- Chairperson of the Board of Directors.

OMBUDSPERSON – for complaints by or against employees & others

- An individual, may be a full-time senior employee, respected for his/her integrity, independence and fairness.
- Nominated by the Board.