

ROSMERTA DIGITAL SERVICES LIMITED

Whistleblower Policy

WHISTLEBLOWER POLICY & VIGIL MECHANISM POLICY

1. Preface

- a. In terms of the extant Indian laws, certain classes of companies are mandated to constitute a vigil mechanism and to devise an effective whistleblower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices. Accordingly, this Whistleblower Policy (“Policy”) has been formulated to ensure integrity and ethical behavior among the Employees.

As the Company endeavors to adopt the highest standards of professionalism, honesty, integrity and ethical behavior, the Company has adopted the Code of Conduct (“the Code”) as prevalent from time to time, which lays down the principles and standards that should govern the actions of the Company, its Associates and its Employees.

- b. This Policy aims to provide a secure environment and to encourage Employees of the Company to report unethical, unlawful, or improper practices, acts, or activities in the Company and to prohibit managerial personnel from taking any adverse personnel action against those Employees who report such practices in good faith.

2. Objective

The Policy is designed to maintain the highest standards of ethics, morality, and business conduct within the Company, promoting a strong corporate governance culture. It establishes an internal framework that allows Directors and Employees to confidentially report concerns to the Chairman of Audit Committee regarding unethical conduct, suspected fraud, or violations of the Code.

This Policy encourages all stakeholders within the company to disclose any instances of illegal, unethical, or inappropriate behavior by directors or employees without the fear of facing retribution. It seeks to provide the platform to the Directors and Employees to report issues relating to irregularities, misconduct, or other breaches.

It aims to prioritise each and every reporting of any Protected Disclosure (as defined hereinafter) and ensures to investigation and appropriate actions are taken to address any substantiated concerns. By providing a secure and confidential platform for reporting, this Policy reinforces transparency and accountability across the Company. It serves as a proactive approach to uphold integrity, build trust, and ensure compliance with regulatory standards, thereby safeguarding the Company's reputation and promoting responsible corporate citizenship.

3. Definitions

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- a. “**Associates**” means and includes vendors, suppliers and others with whom the Company has any financial

or commercial dealings.

- b. **“Audit Committee”** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c. **“Board”** shall mean the board of directors of the Company at any time consisting of the directors duly appointed and not ceased to be directors in terms of the Companies Act 2013, as amended.
- d. **“Code”** means the Code of Conduct.
- e. **“Company”** shall mean Rosmerta Digital Services Limited.
- f. **“Employee”** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- g. **“Director”** means every Director of the Company, past or present.
- h. **“Investigators”** mean those persons authorised, appointed, consulted or approached by the Chairman of the Audit Committee and includes the Auditors of the Company and the Police.
- i. **“Protected Disclosure”** shall mean a written communication of a concern made in good faith, which discloses any information that may evidence unethical transactions/ arrangements, done/ suspected to be done by an employee which is against business interest or any suspected/unethical behavior of any employee in course of or in connection with any business activities of the company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- j. **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence has been gathered during the course of an investigation.
- k. **“Whistleblower”** means an Employee or director making a Protected Disclosure under this Policy.

4. Scope

- a. This Policy is an extension of the Code of Conduct. The Whistleblower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- b. Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a

right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators.

- c. Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee.

5. Eligibility

All Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or any Group Company.

6. Disqualifications

- a. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a *mala fide* intention.
- c. Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be *mala fide*, frivolous, baseless, malicious or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

7. Procedure

- a. All Protected Disclosures concerning unethical conduct, suspected fraud, violations of the Code, financial or accounting matters etc. should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b. A director or employee who wishes to use vigil mechanism may report the protected disclosure in writing to Chairman of the Audit Committee of the Company immediately after attaining awareness of such misfeasance and shall under no circumstance exceed the a time period of 30 (Thirty) days.
- c. The Protected Disclosure should be submitted under a covering letter signed by the Whistle Blower in a closed and secured envelop either by email or at the registered address of the Company.
- d. The Protected Disclosures should be addressed to the Chairman of the Audit Committee. The contact details of the aforementioned reporting authorities is as under:

- **Mr. Ashok Kacker; Chairman – Audit Committee
Rosmerta Digital Services Limited**

Mobile: 9820036838

Email: kacker.ashok1@gmail.com

- e. If a Protected Disclosure is received by any other executive of the Company other than the Chairman of Audit Committee, the same shall be forwarded to the Chairman of the Audit Committee for appropriate action. Under no circumstance shall a receiver (other than the Chairman of Audit Committee) of such Protector Disclosure attempt to identify the Whistleblower.
- f. Protected Disclosures should preferably be reported in writing in order to establish a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- g. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee as the case may be, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- h. Protected Disclosures should be factual and not speculative or suggestive of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- i. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblower.

8. Investigation

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit Committee of the Company. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself without hindering the investigation of any Protected Disclosure.
- b. The Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- c. The identity of a Subject will be kept confidential apart from any disclosures required to be made under the extant Indian laws.
- d. Subject(s) will normally be informed of the allegations at the outset of a formal investigation and shall be given a reasonable opportunity to negate the alleged breach/violation using supporting documents/evidences.

- e. Subject(s) shall co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation.
- f. Subject(s) have a right to consult with a person/persons, other than the Investigators and/or members of the Audit Committee or the Whistleblower. Subject(s) shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- g. Subject(s) shall not interfere with the investigation by engaging in acts including but not limiting to evidence tampering/destruction/withholding or influencing/threatening any witness.
- h. Subject(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- i. Subject(s) shall be informed of the outcome of the investigation. If allegations are not found non-maintainable/unjustified, the Subject shall be consulted regarding the public disclosure of details of such proceedings.
- j. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

9. Protection

- a. No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.
- b. In the event the Whistleblower reports any violation / contravention on account of maintaining anonymity with his / her identity, he / she shall report the same to Ethical Counsellor or Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- c. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Chairman of the Audit Committee (e.g. during investigations carried out by Investigators). In such cases adequate assurance shall be provided to the whistleblower and protect him/her from all difficulties to be

faced by them.

- d. Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

10. Secrecy/Confidentiality

Everyone involved in the investigation process, including Whistleblower(s)" shall:

- maintain complete confidentiality/secrecy of the matter
- not to discuss the matter in any informal/social gatherings/meetings
- discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- not to keep the papers unattended anywhere at any time
- keep the electronic mails/files under password

If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

11. Investigators

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct and
 - ii. either the allegation is supported by information specific enough to be investigated or matters that do not meet this standard may be worthy of management review but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

12. Decision

If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Management of the

Company to take such disciplinary or corrective action as the Chairman of the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

13. Reporting

The Report will be submitted to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

14. Retention of documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of 7 (Seven) years.

15. Amendment

The Company reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to the Employees and Directors in writing.

16. Effective Date

This policy shall be effective from **[09-Jul-2024]**.

Protected Disclosure Form

For Employee(s)/Director(s) of Rosmerta Digital Services Limited including its Subsidiary(s) & Associate(s):

Name of the Whistle Blower: Designation

Department / Division: Job class/ Grade:

Location: Date of Joining/Appointment:

Contact Number: E-mail:

Correspondence address:
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I hereby declare, that the accompanying statements and supporting documentation (if any) is true and correct, to the best of my knowledge and in complete good faith.

Date: _____

Signature of the Whistle Blower