

VIGIL MECHANISM / WHISTLE BLOWER MECHANISM POLICY

1. Background

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates that every listed company and certain companies to establish a Vigil Mechanism/ Whistle Blower Mechanism for directors and employees to report concerns of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

Further, Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), inter alia, provides for the listed entity to devise an effective whistleblower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practice

The policy is applicable on all employees, directors and stakeholders of the Company and all its subsidiaries including in Dubai, Sri Lanka, Nepal, Bangladesh. The Protected Disclosures may be in relation to matters concerning the Company and any of its subsidiaries.

This document is approved by Audit Committee vide its resolution dated 13th November, 2024.

2. Objectives

The Whistleblower Policy lays down guidelines for reporting of Protected Disclosures, by employees, directors and other stakeholders, relating to violation of Code of Conduct. Further the Policy shall provide a clear mechanism for directors, employees as well as other stakeholders of the Company to approach the Chairperson of the Audit Committee of the Company or other channels set out in this policy, to report violations of the Code.

Detailed Objectives enlisted as follows:

- 2.1 To encourages its employees to raise genuine concern about any malpractices in the work place without fear of retaliation and protect them from victimization or dismissal.
- 2.2 This policy is in addition to and supporting the Code of Conduct for Directors and Senior Management team, which lays the principles and standards which govern the actions of the directors and the senior management personnel as prevalent fromtime to time.
- 2.3 The vigil mechanism aims to provide a channel to the directors and employees to report genuine concerns about unethical behavior of any employee of the Company who shall promptly report to the management/audit committeeof the Company ("Audit Committee") when he/she becomes aware of any actual possible violation or an event of misconduct, fraud or act not in Company's interest.
- 2.4 The mechanism provides for adequate safeguards against victimization of directors and employees to avail the mechanism and also provides for direct access to the chairman of the Audit Committee in appropriate cases.

DUDIGITAL GLOBAL LIMITED

CIN: L74110DL2007PLC171939

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3. Approval of the Board

Accordingly, the Board of Directors of Company (“**Board**”) established a Vigil Mechanism/ Whistle Blower Mechanism by formulating and adopting a policy for providing a framework for responsible and secure whistle blowing/vigil mechanism at its meeting held on 13th November, 2024 which can be amended from time to time. Vigil Mechanism /Whistle Blower Mechanism Policy (the “**Policy**”) shall be as approved and amended by the Board of the Company from time to time.

4. Definitions

- 4.1 “**Abuse of Authority**” shall mean any act, conduct or decision which is outside the scope of the alleged violator’s position, scope of duties, or level of authority as authorized by the designee. The actions or failure to take actions which are within the alleged violator’s authority may constitute abuse of authority if the violator’s motive or purpose is to harass, intimidate or treat the employee unreasonably under the applicable facts and circumstances.
- 4.2 “**Audit Committee**” shall mean the Audit Committee of the Company established by the Board at any time consisting of the members duly appointed and not ceased to be members of such committee from time to time.
- 4.3 “**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.
- 4.4 “**Company**” shall mean Dudigital Global Limited.
- 4.5 “**Disciplinary Action**” means any action that can be taken on the completion of/ during the investigation proceedings including but not limited 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.
- 4.6 “**Employee**” means every employee of the Company.
- 4.7 “**Managerial Personnel**” shall include a Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and employees one level below the Board including departmental/functional heads.
- 4.8 “**Policy**” shall mean the Vigil Mechanism/Whistle Blower Mechanism Policy as contained hereunder in this document.
- 4.9 “**Protected Disclosure**” shall mean a written communication of a concern made in good faith, which discloses ordemonstrates information that may evidence an unethical or improper activity under “**Scope**” of the Policy with respect to 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.
- 4.10 “**Subject**” means a person or group of persons against whom or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

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- 4.11 **“Vigilance Officer”/ “Vigilance Committee”** shall mean a person authorised by the Audit Committee to receive any Protected Disclosure and to maintain the records from Whistle Blowers and to place same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof. In this Policy, the Vigilance Officer shall mean the chairperson of the Audit Committee, where the context requires. Audit Committee shall act as the Vigilance Committee till such time a separate Vigilance Committee is appointed.
- 4.12 **“Whistle Blower(s)”** shall mean a Director or an employee of the Company who makes Protected Disclosure under this Policy and may also be referred in this Policy as “Complainant”.

5. Scope

- 5.1 The Policy is in addition to the Code of Conduct for the Directors and Senior Management Team and covers disclosures of any unethical, improper behavior or malpractices and events, which have taken place or suspected to take place on the part of any person includes:
- a) Breach of Company’s code of conduct;
 - b) Breach of business integrity and ethics;
 - c) Breach of terms and conditions of employment and rules thereof;
 - d) Financial irregularities including fraud or suspected fraud;
 - e) Forgery, falsification or alteration of documents;
 - f) Gross willful negligence causing substantial and specific danger to the health, safety and environment;
 - g) Manipulation of Company’s data and records including computer files /data;
 - h) Perforation of confidential/proprietary information;
 - i) Deliberate violation of law/regulation;
 - j) Gross wastage/ misappropriation of Company’s funds and/or assets and/or resources;
 - k) Any incidence of harassment of any employee of the company based on caste, colour, creed, religion, faith, disability, sexual orientation, national origin, age, marital status, sex, veteran or citizenship or other characteristics protected by law;
 - l) Instances of leak of Unpublished Price Sensitive Information (UPSI);
 - m) Any other unethical or improper conduct.
- 5.2 All the directors and employees of the Company are eligible to make Protected Disclosure under the Policy in relation to the matters concerning the Company and, in any matters, as laid in above paragraph. Further, the Company has established a separate prevention of sexual harassment committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder, each as amended.

6. Procedure

- 6.1 All the Protected Disclosures should be reported in writing by the Complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in legible handwriting either in English or Hindi or in the regional language of the

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place of employment of the Whistle Blower.

- 6.2 The Protected Disclosure should be submitted under a covering letter signed by the Complainant in a closed and secured envelop to the Vigilance Officer or may be sent through email with the subject “Protected Disclosure under Vigil Mechanism Policy”. The failure to superscribe the complaint as “Protected Disclosure under Vigil Mechanism” shall not relieve the Vigilance Officer from his/her duty to treat such a complaint as Protected Disclosure.
- 6.3 All Protected Disclosure should be addressed to the Vigilance Officer or to the Managing Director in absence of Vigilance Officer or to the chairperson of the Audit Committee. Protected Disclosure against the Chairman of the Company should be addressed to the Chairman of the Audit Committee. Protected Disclosure against the Chairman of the Audit Committee should be addressed to the Board.
- 6.4 If any Protected Disclosure is received by any executive of the Company other than the Vigilance Officer, the same should be forwarded to the Vigilance Officer for further appropriate action.
- 6.5 In order to protect the identity of the Complainant, the Vigilance Officer, as the case maybe, shall not issue any acknowledgement to the Complainant and they are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Vigilance Officer.
- 6.6 Anonymous disclosure shall not be entertained by the Vigilance Officer; however it shall be the duty and responsibility of the Vigilance Officer/Vigilance Committee to protect the identity of the Whistle Blower.
- 6.7 On receipt of the Protected Disclosure, the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

7. Investigation

- 7.1 All Protected Disclosure under this Policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other officer of the Company at the advice of the Vigilance Committee or through an outside agency before presenting report of the matter to the Vigilance Committee.
- 7.2 The Vigilance Committee if deems fit, may call for further information or particulars from the Complainant and at its discretion, consider involving any other additional officers of the Company or outside agency for the purpose of investigation.
- 7.3 The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact-finding process.
- 7.4 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation. Subject will be informed of the allegations at the outset of a formal investigation and shall be given an opportunity to explain his side.
- 7.5 Subjects shall have a duty to co-operate with the Vigilance Committee during investigation to the extent that such co-operation sought does not merely require them to admit guilt. Subjects shall have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the

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investigation results would be in the best interest of the Subject and the Company.

- 7.6 Unless there are compelling reasons not to do so, the Subject will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against the Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.7 The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit.
- 7.8 Any member of the Vigilance/Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern forthwith and shall not deal with the matter.
- 7.9 In case the concern does not fall within the ambit of the Whistle Blower Policy, the sender shall be informed that the concern is being forwarded to the appropriate department/authority for further action, as deemed necessary.

8. Decision and Reporting

If an investigation leads to a conclusion that an improper or unethical act has been committed, the chairperson of the Audit Committee shall recommend to the Board to take such disciplinary or corrective action as it may deem fit. 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. The company may also opt to reward the Whistle Blower, based on merits of the case.

The investigation shall be deemed as closed upon conclusion of the inquiry and disciplinary action, recovery proceedings, initiation of extant legal proceedings, or reporting as required by the policies, after which the investigation shall be reported as closed to the Audit Committee. A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

9. Confidentiality

The Complainant, Vigilance Officer, members of the Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this Policy for completing the process of investigations and keep the papers in safe custody.

10. Protection

- 10.1 No unfair treatment will be meted out to a Whistle Blower 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 Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers 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 Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, if any which the Whistle Blower may experience as a result of making the Protected

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Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

10.2A Whistle Blower may report any violation of the above clause to the chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management of the Company.

10.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

11. Disqualifications

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 in accordance with the rules, procedures and policies of the Company 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. This will also apply to those Directors and employees, who make false statements or give false evidence during the investigations

12. Contact Details

The contact details of the chairman of the Audit Committee are as under:

Mr. Gaurav Kumar – Chairman of Audit Committee

The Contact details of the Vigilance Officer(s) of the Company are as under:

1. Mr. Lalit Chawla – Company Secretary and Compliance Officer
2. Mr. Manoj Dharmani – Chief Executive Officer
3. Mr. Rajesh Rohilla – Chief Financial Officer

13. Access to Chairperson of the Audit Committee

The Whistle Blower shall have right to access chairperson of the Audit Committee directly in appropriate or exceptional cases and the chairperson of the Audit committee is authorised to prescribe suitable directions in this regard, as may be deemed fit.

14. Communication

Directors and employees shall be informed of the Policy and contact details of the Vigilance Officer by publishing on the notice board as soon as practicable from the date of its first approval. Further, this Policy shall be disseminated on the website of the Company. In addition, the details of establishment of vigil mechanism/whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee, shall be included in the annual report of the Company.

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15. Retention of Documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto, shall be retained by for a period of 8 (eight) years or such other period as specified by any other law in force, whichever is more.

16. Review and Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever in accordance with applicable law and no such amendment or modification will be binding on the directors and employees unless the same is communicated in the manner described as above.

Consequent upon any changes in regulatory guidelines, such change shall be deemed to be a part of the Policy until the Policy is reviewed and approved by the Board.

PROTECTED DISCLOSURE FORM

Against Directors and Employees of the Company:

Name of the Whistle Blower:	
Designation:	
Department:	Employee Code:
Date of Joining:	
Contact No.:	Email:
Correspondence Address:	

I hereby declare that, the accompanying statement and supporting documents (if any) is true and correct, to the best of our knowledge and has been made in complete good faith.

Signature of the Whistle Blower:

Date:

NOTE: IN CASE OF ANONYMOUS DISCLOSURE, LEAVE THIS PAGE OF PROTECTED DISCLOSURE FORM BLANK.

Name of the Investigation Subject:
Designation:
Department:
Location:
Nature of Violation:

Sequence of Events:

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Source of Information:

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Other Individuals Involved:

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.....
.....

Any other Information you would like to provide:

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.....
.....

Attachments (if any):

1.
2.

ANNUAL AFFIRMATION FORM

DEPARTMENT HEADS

Whistle Blower Policy

DUDIGITAL GLOBAL LIMITED

I,, hereby confirm that:

1. During the Financial Year ended, the Employees of my Department have not denied access to the Audit Committee under the “Whistle Blower Policy” for Directors and Employees of the Company.
2. The Employees of my Department have been provided protection as a Whistle Blower under the Policy and have not been subjected to any adverse and personnel action during the Financial Year ended

Signature:

Name:

Designation:

Date:

Place:

Note: This form needs to be submitted on or before April 30th of every financial year.

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