

LEAPFROG ENGINEERING SERVICES LIMITED

WHISTLE BLOWER POLICY AND PROCEDURE



Policy Information:

Policy reference number	Policy Owner	Policy Approver	Creation date
CS/WB/V0	Company Secretary	Board of Directors	7 th June, 2024



1. Introduction:

The Company firmly believes in the conduct of the affairs of its various constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour.

This Policy has been formulated, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 4(2)(d)(iv) of the Listing Obligations and Disclosure Requirements 2015 with a view to provide a mechanism for all persons associated with the Company (including employees, vendors, clients and business associates) to approach the Chairperson of the Audit Committee of the Company to report to the management, instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Codes of Conduct or any other policy.

2. Effective Date:

This policy is effective from 7th day of June, 2024.

3. Objective:

To provide employees, clients, vendors, etc. an avenue to raise concerns, in line with the Company's commitment to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. Further, to provide necessary safeguards for protection of Complainants from reprisals or victimization, for whistle blowing in good faith.

4. Applicability:

The Policy is applicable to various stakeholders of the Company, falling under the following categories, who are eligible to make a complaint under the Policy:

- i. All Directors and Senior Management of the Company;
- ii. All Employees and ex-Employees of the Company;
- iii. Employees of other agencies deployed for the Company, trainees and interns;
- iv. Shareholders, contractors, vendors, suppliers, service providers, consultants, customers, auditors, agencies (or any of their employees);
- v. Any other person having an association with the Company.

5. Definitions:

5.1 "Board" means the Board of Directors of the Company.

5.2 "CA 2013" means the Companies Act, 2013 and rules made thereunder, as amended from time.

5.3 "Company" means "Leapfrog Engineering Services Limited" or "Leapfrog."

5.4 "Complainant" means any person, making a complaint under this Policy.

5.5 "Directors" shall mean the members of the Board of Directors including the Independent Directors.

5.6 "Employee" means permanent or contractual employees of the Company, based/working in India or overseas and includes employees in the probation or notice period.



5.7 “LODR 2015” means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

5.8 “Policy” means this Whistle Blower Policy as amended and approved by the Board from time to time.

5.9 “SEBI” means the Securities and Exchange Board of India.

5.10 “Senior Management” shall mean officers/personnel of the Company who are members of the core management team excluding the Board of Directors and shall comprise all Key Managerial Personnel and members of management one level below the Managing Director/Whole Time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the Board).

5.11 “Subject” means a person against or in relation to whom a complaint has been made under this Policy.

Capitalised terms used in this Policy and not defined above shall have the same meaning as assigned to them under the CA 2013 or LODR 2015 or any other applicable law or guidelines.

6. Main Features of the Policy:

6.1 Scope:

Any issues or concerns *inter alia* related to the following may be reported:

- i. Fraud or attempted fraud;
- ii. Financial or accounting malpractices;
- iii. Unethical or improper behaviour;
- iv. Attempt to conceal material facts;
- v. Unlawful acts - civil and criminal in nature;
- vi. Wastage and wrongful use of company assets;
- vii. Abuse of authority;
- viii. Manipulation of Company’s data, records, misappropriation of Company funds/assets, any misrepresentation on behalf of the Company;
- ix. Deliberate violation of law or regulation;
- x. Negligence causing or leading to danger to public health or safety;
- xi. Discrimination on any grounds, including, but not limited to, age, race, gender or nationality;
- xii. Breach of Company’s policies, practices or procedures, employee code of conduct or rules;
- xiii. Leakage or suspected leakage of Unpublished Price Sensitive Information;
- xiv. Any form of abuse, including abuse of power and conflict of interest;
- xv. Pilferation of any confidential information, abuse of authority by the Directors/Employees of the Company;
- xvi. Any activity which is unethical, biased, illegal, or detrimental to the financial and /or reputational interest of the Company.

6.2 Complainant:

- i. An individual making a complaint under this Policy is commonly referred to as a Complainant. The Complainant’s role is as a reporting party; he/she is not an investigator;
- ii. Although the Complainant is not expected to prove the truth of an allegation, the complainant needs to demonstrate to the Whistle Blower, that there are sufficient grounds for concern.



6.3 Safeguards:

a. Harassment or Victimization

Harassment or victimization of the Complainant will not be tolerated and could constitute sufficient grounds for dismissal of the person concerned.

b. Confidentiality

Every effort will be made to protect the Complainant's identity, subject to legal constraints.

c. Anonymous Allegations

Complainants are encouraged to mention their name while reporting a concern, as follow-up questions and investigation may not be possible unless the source of the information is identified.

Anonymous complaints will be accepted for review if they are substantiated by the Complainant.

d. Malicious Allegations

Malicious allegations will result in disciplinary action.

e. Whistle Blower

The Whistle Blower will be a person who is well respected for his/her integrity, independence and fairness. She/He is authorized by the Board of the Company for the purpose of receiving all complaints under this Policy and ensuring appropriate action.

f. Investigation Subject

The investigation Subject is the person / group of persons who are the focus of the enquiry / investigation. Their identity would be kept confidential to the extent possible.

g. Types of issues that can be reported

The whistle blowing procedure is intended to be used for serious and sensitive issues. Serious concerns relating to financial reporting, unethical or illegal conduct should be reported using Ethics Reporting Mechanism. See Procedure at section 07 for details on how to report.

h. Investigation

- i. All complaints received will be recorded and reviewed;
- ii. If initial enquiries by the Whistle Blower indicate that the concern has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at that stage and the decision, duly documented. The same will be conveyed to the Complainant;
- iii. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Whistle Blower alone, or by a Committee nominated by the Whistle Blower for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt;
- iv. The preliminary investigation process will be streamlined by the inclusion of 2¹ respective



Geographical location's Company's representative(s). The Whistle Blower may also appoint such other investigator(s) including the statutory auditors and the police, as required.

The principles of natural justice and equity would be followed. A written report of the findings would be made. If the Whistle Blower decides that the complaint does not come under the scope of this Policy or warrants a separate investigation elsewhere, the same will be recorded against the complaint with the action suggested;

- v. The Subject will be provided an opportunity of being heard during the investigation process;
- vi. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations, under this Policy;
- vii. The investigation shall normally be completed within 45 to 90 days of the receipt of the complaint and is extendable by such period as the Whistle Blower deems fit.

viii. Investigation Result

Based on a thorough examination of the findings, Whistle Blower will present the findings to the Managing Director of the Company, who in turn, will decide on the action to be taken. Where an improper practice is proved, the Managing Director will discuss the case with the Whistle Blower and other interested parties in the case. The discussion will cover suggested disciplinary action, including warning, fines, suspension, dismissal, if applicable, as well as preventive measures for the future. All discussions will be minuted and a final report will be prepared.

ix. Reporting

- i. The Whistle Blower will provide consolidated quarterly reports to the Chairperson of the Audit Committee. The report will contain a concise explanation of the complaints and the conclusions;
- ii. The Company will maintain all documents under this Policy, including complaints, preliminary and final investigation reports, etc. for a minimum period of 8 years from the relevant date.

7. Procedure to Report/Register a Complaint :

Send the details of the Complaint with the following details to the Whistle Blower.

Name of the Complainant:

Employee Code (if applicable):

Designation (if applicable):

Address:

Contact Number:

Email ID:

Subject Details:



(a person against or in relation to whom the Complaint is being made - Name and other details to be furnished)

Complaint details:

8. Communication with Complainant:

The Complainant will receive acknowledgement on receipt of the concern within seven working days from the date of complaint. 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 and further information may be sought from him/her. Subject to legal constraints, she/he will receive information about the outcome of any investigations and actions taken.

9. Accountabilities/Expectations from Complainant:

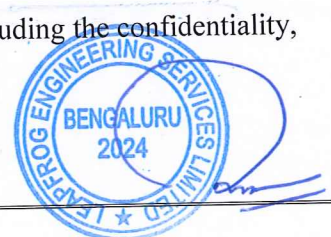
- i. Bring to early attention of the Company, any person's improper practice *vis-a-vis* the Company that they become aware of. Although, Complainant is not required to provide proof, they must have sufficient cause for concern.
- ii. Co-operate with investigating authorities and maintain full confidentiality.
- iii. The intent of the Policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations may attract disciplinary action. Complainants should be mindful of the same.
- iv. A Complainant has the right to protection from retaliation. However, this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.
- v. In exceptional cases, where the complainant is not satisfied with the outcome of the investigation carried out by the Whistle Blower, he / she can make a direct appeal to the Chairperson of the Audit Committee of the Company.

10. Whistle Blower's Role:

Role of the Whistle Blower:

- i. Ensure that the Policy is implemented;
- ii. Acknowledge receipt of concern to the Complainant, thanking him/her for the initiative taken in upholding the Company's business conduct standards;
- iii. Ascertain *prima facie*, the credibility of the charge. Close the issue if initial enquiry indicates further investigation is not required;
- iv. Document the initial enquiry;
- v. Where further investigation is indicated, carry this through by appointing a Committee, if necessary;
- vi. Provide quarterly reports to the Chairperson of the Audit Committee.
- vii. Ensure that necessary safeguards are provided to the Complainant, including the confidentiality, anonymity of the complainant and non-persecution.

Further, the Whistle Blower or Committee, shall, as the case may be:



- i. Conduct the enquiry in a fair, unbiased manner;
- ii. Ensure complete fact-finding;
- iii. Maintain strict confidentiality;
- iv. Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom;
- v. Minute Committee deliberations and document the final report;
- vi. Recommend disciplinary action to the Managing Director, depending on the severity of the improper conduct, where proved.

11. Managing Directors Role :

Role of the Managing Director is to:

- i. Review the investigation findings submitted by the Whistle Blower ;
- ii. Decide actions and instruct relevant stakeholders to implement actions.

12. Duties of Investigation Subject:

The investigation Subject shall:

- i. Provide full co-operation to the Investigation team;
- ii. Be informed of the outcome of the investigation;
- iii. Accept the decision of the Whistle Blower;
- iv. Maintain strict confidentiality of the complaint and investigation process.

13. Review and amendment:

The Board may at any time, amend this Policy either pursuant to any change in law or otherwise. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy.

14. Control sheet:

This section is the control sheet of all the changes that have been carried out in the Policy and shall list the changes done since inception.



Change in version no.	Page no.	Section no.	Erstwhile section	New/Modified section	Reason for change

For Leapfrog Engineering Services Limited

Managing Director

