

Whistle Blower Policy

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1. Introduction

Cactus Communications Private Limited including all its global affiliates and group companies (“CACTUS / Cactus Group / Company / we / our / us”) expects that all its businesses will be conducted as responsible corporate citizens as per the applicable legal framework and encourages its employees and directors to provide feedback and speak up with any suggestions or concerns about the conduct of business.

As an organization of global repute, CACTUS has always been committed to ensuring the highest corporate governance standards being implemented across the entire CACTUS Group. Hence, this Policy shall be extended to cover all its subsidiaries and / or group entities / affiliates from time to time.

Basis the above, CACTUS has implemented this Whistle Blower Policy to provide a mechanism for its directors, officers, managers, affiliates, employees (whether full-time, temporary, or part-time), contractors, freelancers, trainees, interns or any other person working for or on behalf of CACTUS (collectively referred to as “Associates” or “you” or “your” in this Policy) to report genuine concerns about the wrong doings in the Company, if any which is also in line with underlying principles of the Code of Ethics and Conduct of the Company.

2. Policy Objectives

The Company is committed to adhering to the highest standards of ethical, moral and legal conduct in its business operations. To maintain these standards, the Company encourages its Associates who have concerns about suspected misconduct to come forward and express these concerns without fear of any nature whatsoever, or fear of any unfair treatment. A whistle blower mechanism provides a channel for the Associates to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct and Ethics or any policies of the Company.

3. Scope of the Policy

All Associates of the Company can raise concerns regarding malpractices

and events which may negatively impact the Company including but not limited to:

- Inaccuracy in maintaining the Company's books of account and financial records.
- Intentional financial irregularities, including misappropriation and fraud, i.e., any unauthorized, improper, or unlawful use of funds for purposes other than that for which intended or following any misleading, deceptive, or illegal practices.
- Misuse of Company assets & resources.
- Inappropriate sharing of Company sensitive information.
- Anti-trust violations.
- Unfair trade practices & anti-competitive behavior.
- Non-adherence to the guidance on any national, regional, tribal, state, or municipal legal requirements that apply to the Company or to our job.
- Any other matters or activities on account of which the interest of the Company is adversely affected or prejudiced in any manner whatsoever.

4. Exclusion in the Scope of this Policy

The following shall not be considered under scope of this Policy:

- Complaints pertaining to salary and performance evaluation or any other HR related issue.
- Complaints pertaining to violation of the Code of Conduct and Ethics.
- Customer complaints can be dealt with under the alternate redressal mechanism established for that purpose.
- Complaints made without the following mandatory information.
 - Name, designation, and location of the Subject(s)
 - Detailed description of the incident

- Location and time/duration of the incident
- Specific evidence or source of evidence
- Frivolous complaints

5. Key Definitions

- a. **“Board”** means the Board of Directors of Cactus Communications Private Limited.
- b. **“Designated Director”** means the director nominated by the Board, from time to time, for the purpose of overseeing the whistle blower mechanism.
- c. **“Policy”** means the “Whistle Blower Policy.”
- d. **“Protected Disclosure”** means a concern raised by any of the Associates of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity as per clause 3 of this policy. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- e. **“Whistle Blower”** is an Associate who makes a Protected Disclosure under this Policy.
- f. **“Subject”** means a person or group of persons against whom or in relation to whom a Protected Disclosure is made or evidence has been gathered during the course of an investigation.
- g. **“Vigilance Officer”** means an officer of the Company authorized to receive Protected Disclosures from Whistle Blowers, maintaining records thereof, placing the same before the Designated Director for its disposal and informing the Whistle Blower the result thereof.

6. Eligibility

All Associates of the Company are eligible to make Protected Disclosures under the Policy in relation to matters relating to alleged wrongful conduct.

7. Interpretation

Terms that have not been defined in this Policy shall have the same meaning assigned to them in general parlance.

8. Topics that can be reported under this procedure

This is a non-exhaustive list of potential situations/ behavior/ actions that may be reported and investigated under this procedure-

- i. Inaccuracy in maintaining the Company's books of account and financial records.
- ii. Intentional financial irregularities, including misappropriation and fraud, i.e., any unauthorized, improper, or unlawful use of funds for purposes other than that for which intended or following any misleading, deceptive, or illegal practices.
- iii. Misuse of Company assets & resources.
- iv. Inappropriate sharing of Company sensitive information.
- v. Anti-trust violations.
- vi. Unfair trade practices & anti-competitive behavior.
- vii. Any financial matters or activities on account of which the interest of the Company is adversely affected or prejudiced in any manner whatsoever.
- viii. Forgery or alteration of documents;
- ix. Any unlawful financial act whether Criminal/ Civil;
- x. Concealing the origins of illegally obtained money, typically through complex financial transactions;
- xi. Deliberate avoidance of paying taxes owed through fraudulent means or misreporting
- xii. Pursuit of a financial benefit or advantage in violation of the Company's interest;
- xiii. Theft of Cash / Goods;
- xiv. Any other fraudulent or illegal financial activities not explicitly listed.

To ensure that this Procedure is adhered to, and to assure that the Protected Disclosure will be acted upon seriously, the Company will:

- a) Ensure that the Whistle blower and/or the person processing the Protected Disclosure is not victimized for doing so;

- b) Treat victimization as a serious matter, including initiating disciplinary action on person/(s) indulging in victimization;
- c) Ensure complete confidentiality;
- d) Not attempt to conceal evidence of the Protected Disclosure;
- e) Take disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made/to be made
- f) Provide an opportunity of being heard to the persons involved especially to the Subject
- g) The complainant is not expected to prove the truth of allegation but should be able to demonstrate that there are sufficient grounds for concern. All concerns must be raised immediately. This will support the investigation process and enable faster implementation of corrective actions, if any.

9. Detailed Procedure

- a. Protected Disclosures shall be reported to the Vigilance Officer (except in case where the complaint is against the Vigilance Officer, wherein Protected Disclosure needs to be reported directly to the Designated Director) as soon as the Whistle Blower becomes aware of the same either through a letter or via email in the below mentioned manner:

Through Letter	Through Email
<p>1. The Protected Disclosure either typed or written in legible handwriting should be submitted in a closed and secured envelope and should be superscribed as “Protected Disclosure under the Whistle Blower Policy”.</p> <p>2. In order to protect the identity of the Whistle Blower, they are advised to</p>	<p>Protected Disclosure shall be sent with the subject line “Protected Disclosure under the Whistle Blower Policy” to the: Vigilance Officer at – dinesh.modi@cactus.global.com.</p> <p>Designated Director when the complaint is against the Vigilance Officer - abhishekg@cactusglobal.com.</p>

<p>not write their name/address on the envelope.</p> <p>3. 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.</p>	
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- b. On receipt of the Protected Disclosure, the Vigilance Officer/Designated Director, as the case may be, shall investigate and take on record (usually within seven (07) days from the receipt of the Protected Disclosure) the Protected Disclosure and also ascertain from the Whistle Blower whether they were the person(s) who made the Protected Disclosure or not. The record and investigation report shall include the following facts: (i) Details of actions taken by Vigilance Officer/ Designated Officer for processing the current Protected Disclosure; (ii) Findings and recommendations of the Vigilance Officer/ Designated Officer; (iii) Basis their investigation they shall take needful action; (iv) Dates of actions taken by responsible person/ committee to be recorded; (v) continual communication of action to complainant.
- c. Appropriate care will be ensured to keep the identity of Whistleblower confidential. It will be determined whether the investigation should be done by Vigilance Officer/ Designated Director/ Committee constructed by Vigilance Officer
- d. Based on the investigation, scrutiny of documents, evidence, etc., findings and comments will be recorded in the form of a note and forward the same to the senior management of Cactus and complainant
- e. The investigation shall be completed normally within 90 days of receipt of the Protected Disclosure. An extension of this period will be granted by the responsible person/ committee depending on the case.

- f. A summary of the cases reported under this Procedure and the status of the investigation/action taken report will be placed by responsible person/ committee before the senior management on a quarterly basis

The template for reporting “Protected Disclosure” has been enclosed with this Policy as **Annexure I**.

Note:

1. Anonymous disclosure shall not be entertained by the Vigilance Officer.
2. It shall be the duty and responsibility of the Vigilance Officer to protect the identity of the Whistle Blower.
3. All Protected Disclosures should be addressed to the Vigilance Officer of the Company. The contact details of Vigilance Officer are as under:

Name: MR. DINESH MODI

Address: A-703, Satellite Gazebo, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093, Maharashtra, India

Email ID: dinesh.modi@cactusglobal.com

4. Protected Disclosures against Vigilance Officer should be addressed to the Designated Director of the Company. The contact details of the Designated Director are as under:

Name: MR. ABHISHEK GOEL

Address: A-703, Satellite Gazebo, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093, Maharashtra, India

Email ID: abhishekg@cactusglobal.com

10. Investigation And Decision

- a. The Designated Director shall have the right to outline detailed procedure for an investigation.
- b. The investigation of all Protected Disclosures would be carried out thoroughly to determine the authenticity of the allegations. The decision to investigate is by itself not an accusation and is to be treated as a neutral fact-finding process.

- c. The Vigilance Officer may investigate and may at their discretion consider involving any other officer of the Company and/ or at the advice of the Designated Director, consider involving an outside agency for the purpose of investigation, before presenting the report of the matter to the Designated Director.
- d. The Designated Director, if deems fit, may call for further information/ document from the Whistle Blower at their discretion, consider involving any other additional officers of the Company or outside agency for the purpose of investigation.
- e. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation. The Subject will be informed of the allegations at the outset of a formal investigation and shall be given an opportunity to explain their side.
- f. Subjects shall have a duty to co-operate with the Vigilance Officer 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.
- g. 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.
- h. Any officer having any conflict of interest with the matter shall disclose their concern forthwith and shall not deal with the matter.
- i. In case the concern does not fall within the ambit of the Whistle Blower Policy, the Whistle Blower shall be informed that the concern is being forwarded to the appropriate department/authority for further action, as deemed necessary.
- j. The investigation shall be completed normally within ninety (90) days of the receipt of the Protected Disclosure and is extendable by such period as the Designated Director deems fit. The decision of the Designated Director shall be final and binding.
- k. If an investigation leads to the conclusion that an improper or unethical act has been committed, the Designated Director shall recommend to

the Board to take such disciplinary or corrective action as it may deem fit.

11. Maintaining Secrecy and Confidentiality

The Whistle Blower, Vigilance Officer, Designated Director, Subject, and any other individuals involved in the review or investigation, or the process shall:

- a. Maintain complete confidentiality and secrecy of the matter.
- b. Ensure confidentiality of documents reviewed during the investigation.
- c. Ensure secrecy of the Whistle Blower, Subject, Protected Disclosure, investigation team and witnesses assisting in the investigation.
- d. Ensure that the identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law and shall be disclosed only to persons/agencies who have a need to know such information under this Policy for completing the investigation and will not be disclosed otherwise unless the Whistle Blower themselves have made either their details public or disclosed their identity to any other office or authority.

The persons/agencies with whom the identity of Whistle Blower has been shared shall maintain strict confidentiality and the Designated Director is authorized to initiate appropriate action in case of breach of such confidentiality as per extant regulations against the person or agency making such disclosure.

12. Protection

- a. No unfair treatment will be meted out to a Whistle Blower by virtue of their having reported a Protected Disclosure under this Policy. The Company condemns, any kind of discrimination, harassment, victimization, or any other unfair employment practice being adopted against the Whistle Blower.
- b. 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 their duties / functions including making further Protected Disclosure.

- c. The Company will take steps to minimize difficulties which the Whistle Blower may experience as a result of making the Protected 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.
- d. Any other Associate assisting in the said investigation shall also be protected to the same extent as the Whistle Blower, provided however that the Whistle Blower before making a Protected Disclosure has reasonable belief that an issue exists, and they have acted in good faith. Any complaint not made in good faith as assessed by the Vigilance Officer / Designated Director shall be viewed seriously, and the Whistle Blower shall be subject to disciplinary action as per the Rules / certified standing orders of the Company.
- e. A Whistle Blower may report any violations of the above clause to the Designated Director who shall investigate into the same and recommend suitable action to the management.

13. 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 period of 8 (Eight) years or such other period as specified by any other law in force, whichever is more.

14. Zero Retaliation

1. Company is committed towards no retaliation provisions towards employees who file reports or complain about harmful, discriminatory, or unethical behaviors or any misconduct. The Company aims to prevent victimization and other retaliatory behavior towards the employee, so the employees aren't afraid to speak up about any issues. To ensure that this Policy is adhered to and to assure that the concerns or grievances will be acted upon seriously, the Company will ensure that:

- a. the Whistle Blower is not victimized and adequate safeguards against victimization of the Whistle Blower are provided;
 - b. complete confidentiality of the Whistle Blower is maintained;
 - c. evidence related to genuine concern or grievance so raised, is not concealed and appropriate action including disciplinary action is taken in case of attempts to conceal or destroy evidence;
 - d. the principles of natural justice are being observed;
 - e. suitable action including reprimand is taken against any Associate who files frivolous/malafide complaints.
2. Good faith shall be deemed lacking when the Associate does not have personal knowledge of a factual basis for the communication or where the Associate knew or reasonably should have known that the communication about the unethical and improper activities or alleged wrongful conduct is malicious, false, or frivolous.

15. Communication and Training

It is our commitment to ensure that this Policy is available and understood throughout our organization through proper communication and that there are adequate procedures to report breaches of the policy.

To meet this objective,

- a) Dissemination of this Policy for new Associates shall be carried out at the time of induction.
- b) This Policy will be shared with all existing Associates via Company Intranet and with Business Partners at the outset of CACTUS' business relationship with them or as appropriate thereafter.

Appropriate and periodical training on this Policy will be provided to Associates and other relevant members to educate them about the principles and requirements of this Policy.

16. Monitoring and Review

CACTUS will establish and put in place appropriate measures wherever required, to ensure compliance with the relevant policies, procedures, and controls.

CACTUS will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy, and effectiveness. Any improvements identified will be made as soon as possible. CACTUS reserves the right to amend, suspend or terminate this Policy at any time, at its sole discretion, with or without notice.

ANNEXURE I – Template for reporting “Protected Disclosures”

To:

Vigilance Officer / Designated Director: _____

Please mention the incident that describes the issue(s) you are reporting. Please note that multiple issues may be mentioned.

Sr. No.	Particulars

Please provide name, designation and department of the person(s) involved?

	Name	Department	Designation
Individual 1			
Individual 2			
Individual 3			
Individual 4			

When did the incident occur? (Please provide tentative date if you do not know the exact date)

Please confirm the location of the incident

How did you find out about this incident?

How long has this been occurring for?

- **Less than a month**
- **1-6 months**
- **6-12 months**
- **Greater than 12 months**

Please provide a detailed description of the incident. To enable your company to act on your Protected Disclosure, you are requested to provide specific information. Where possible, please include names, location, date, time etc. Please note that this field is limited to 5,000 words.

Do you have any evidence in support of your allegations?

- **Yes**
- **No**

Is anyone else aware of this incident?

➤ **Yes -**

➤ **No**

Is there any additional information that would facilitate the investigation of this matter?

➤ **Yes -**

➤ **No**

Have you reported this incident to anyone in the company?

➤ **Yes -**

➤ **No**

Please attach all the relevant evidence along with the application.

Date: _____

Location: _____

Name of the Person reporting: _____

Contact Information (incl email): _____

