

# NCC Limited

## Whistleblower Policy

### 1. Philosophy and objective

NCC believes that every employee is a trustee of its stakeholders and must adhere to the Company's Code of Conduct (hereinafter referred to as 'NCC Code') and conduct himself or herself at all times in a professional and ethical manner. The objective of this policy is to provide Employees(permanent or on contract), Directors, Investors, customers, vendors and other stakeholders(hereinafter collectively referred to as stakeholders) an avenue to raise concerns, in line with the commitment of NCC Ltd to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication.

### 2. Purpose

The "Whistleblower Policy" encourages stakeholders to bring to the Company's attention, instances of unethical behaviour, actual or suspected incidents of fraud or violation of the NCC Code, that could adversely impact the Company's operations, business performance and / or reputation. The Company will investigate such reported incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld.

### 3. Policy

It is NCC's Policy:

- To create an environment where every stakeholder feels free and secure to report specific incidents of unethical behaviour, actual or suspected incidents of fraud or violation of the NCC Code or NCC Code of Conduct for Prevention of Insider Trading;
- To investigate such reported incidents in a fair manner;
- To take appropriate disciplinary action against the delinquent employee(s);
- To ensure that no employee is victimised or harassed for bringing such incidents to the attention of the Company.

The practice of this Policy will be overseen by the Audit Committee.

### 4. Reporting Mechanism

- a. Stakeholders are encouraged to bring to the attention of the Company incidents pertaining, inter alia, to:
  - Illegal or unethical conduct including that which adversely affects the business performance or image or reputation of the Company;
  - Violation of any law or regulation including actual or suspected fraud;
  - Conflict of interest with the Company;
  - Leakage of confidential or proprietary information of the Company;
  - Leakage / Suspected leakage of Unpublished Price Sensitive Information as provided in the NCC Code of Conduct for Prevention of Insider Trading ,
  - Any other violation of the NCC Code.

- b. A Whistleblower complaint may be made by any stakeholder (hereinafter referred to as the 'complainant'). Such complaint should be sent to the Head of Human Resources Department at Head Office and a copy of the same should be emailed to [whistleblower@nccltd.in](mailto:whistleblower@nccltd.in) a dedicated mail id. Anonymous complaint will not be entertained. If the complainant has reasons to believe that the concerned Head of the Department is involved in the suspected violation, the complaint may be addressed directly to the Chairman of the Audit Committee with a copy to the Managing Director.
- c. Complaint by or against Senior Management (as defined in the NCC Code) should be made to the Chairman of the Audit Committee with a copy to the Company Chairman.
- d. Complaint shall be made in writing and must include as much information about the suspected violation as the complainant can provide. It should describe:
  - o the nature, period of commission and details of the alleged violation;
  - o the identities of the persons suspected to have committed the alleged violation; and
  - o a description of the documents that would prove or relate to the suspected violation.
- e. Employees are encouraged to report such incidents as early as possible, in any case within 30 days of the suspected violation / breach noticed by him / her, so that timely action can be taken.

## 5. Investigation

- Upon receipt of a complaint (other than by or against senior management), the Head of Human Resources Department, who should keep the Director of the Division / Executive Director informed, will make an assessment thereof and on being satisfied as to the seriousness and credibility of the complaint, direct the complaint for investigation, in consultation with the Chief Financial Officer, to the Internal Audit Department of the Company.
- All employees have a duty to cooperate in an investigation.
- All information disclosed during the course of an investigation, including the identity of the complainant, will be kept confidential, except as necessary or appropriate to disclose for the purposes of the investigation or where required to be statutorily disclosed. During the course of investigation or enquiry and any relevant communication, the identity of the complainant shall be kept confidential except where it is inevitable to be revealed.
- The report of the investigation shall be submitted by the Internal Audit Department to the Executive Committee of the Board along with reasoning and supporting material. Depending on the materiality, the investigation findings will be reported to the Audit Committee.
- Complaint by or against senior management will be investigated as directed by the Audit Committee.
- The enquiry shall be conducted and a report be submitted within 30 to 45 working days from the date of the initial complaint.
- If the Executive Committee of the Board / the Audit Committee determines that a violation has occurred, the Company will take appropriate action which may include disciplinary proceedings against the violator, including termination of employment.

## 6. No Retaliation

- This Policy is intended to encourage and enable employees to raise bonafide concerns. No employee who reports a violation shall suffer any harassment, retaliation or adverse employment condition as a consequence of such reporting.
- Any employee who retaliates against a person reporting a violation will be subject to disciplinary proceedings, which may extend to termination of employment.

## 7. Complaint to be made in good faith

- A complainant must act in good faith and have reasonable grounds for forming a belief that his or her complaint constitutes a violation as described under Clause 4(a).
- This Policy must not be used as a tool for victimisation, making false allegation or acting malafide. All complaints received shall be documented along with the results of the investigation/enquiry relating thereto and shall be retained for a period of 7 years.
- Any person who is found to be making baseless, reckless, malicious or deliberately false allegation, shall be subject to disciplinary proceedings, which may extend to termination of employment.

## 8. Amendments in Law

Any subsequent amendment / modification in the listing agreement and / or other applicable laws in this regard shall automatically apply to this Policy.

## 9. Notification

The new employees shall be informed about the policy by HR through the policy, as updated from time to time, shall be posted in the website of the company.

10. A report by the Head of the Human Resources Department shall be submitted to the Audit Committee on a quarterly basis.

## 11. Contact Details

### **Human Resources Department Head:**

Address: NCC House, Madhapur, Hyderabad – 500 081.

Mail id: whistleblower@nccltd.in

### **Chairman of the Audit Committee:**

Address: NCC House, Madhapur, Hyderabad – 500 081.

### **Managing Director:**

Address: NCC House, Madhapur, Hyderabad – 500 081.

### **Chairman of the Company:**

Address: NCC House, Madhapur, Hyderabad – 500 081.