
THE POLICY DISPLAYED WAS APPROVED BY THE ERSTWHILE BOARD OF DIRECTORS OF THE COMPANY IN ITS MEETING HELD ON 5TH DECEMBER 2024, THIS POLICY HAS BEEN PUBLISHED ON THE WEBSITE OF THE COMPANY TO COMPLY WITH REGULATION 46 OF THE SEBI (LODR) REGULATIONS, 2015. THE BOARD OF THE COMPANY MAY MODIFY, ADD, DELETE OR AMEND ANY OF THE PROVISIONS OF THIS POLICY TIME TO TIME.

ICODEX PUBLISHING SOLUTIONS LIMITED
Whistle Blower Policy

1. Preamble

This whistle-blower policy ("Policy") has been formulated as part of good corporate governance and to provide an opportunity to employees and directors of ICODEX PUBLISHING SOLUTIONS LIMITED ("Company") to report in good faith, any unethical practices or any wrongful conduct.

2. Applicability of the Policy

This policy applies to all permanent employees and directors of the Company.

3. Key terms used in the Policy

- i. Audit Committee: A committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder, read with Regulation 22 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- ii. Employee: Employee means every permanent employee or whether working in India or abroad, including Directors of the Company.
- iii. Protected Disclosure: Protected Disclosure means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behaviour, actual or suspected fraud or violation of the Company's Code of Business Conduct & Ethics or any improper activity.
- iv. Investigators: Investigators means those persons authorized, appointed, consulted or approached by the Audit Committee to investigate the Protected Disclosure.
- v. Subject: Subject means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of investigation.
- vi. Whistle-blower: An Employee or Director of the Company who makes a Protected Disclosure.

4. Scope of the Policy

A Whistle-blower can make a Protected Disclosure related to the below mentioned issues under this Policy. Scope of the Policy shall be as following but is not limited to the below mentioned events:

- i. Unauthorized use of corporate opportunities
- i. Conflict of Interest
- ii. Misappropriation of Company assets
- iii. Unauthorized use of Company confidential / proprietary information
- iv. Violation of any laws or regulations
- v. Insider trading
- vi. Misrepresentation of Company's books and records
- vii. Financial fraud of any nature
- viii. Acceptance of kickbacks, bribery and corruption
- ix. Harassment of any nature other than Sexual Harassment
- x. Discrimination, victimization or bullying

- xi. Inappropriate use of social media
- xii. Misuse of authority
- xiii. Violation of environment, health and safety guidelines
- xiv. Concurrent employment

5. Procedure to make a Protected Disclosure

Any employee who observes any unethical & improper practices or alleged wrongful conduct shall make a disclosure as soon as possible but preferably not later than 60 consecutive calendar days after becoming aware of the same.

A Protected Disclosure can be made through 5 reporting channels viz. phone, email. A Protected Disclosure can be reported anonymously but it is mandatory to disclose the identity with the Chairperson of Audit Committee. The identity of the Whistle-blower shall be kept confidential, unless Protected Disclosure is categorised as frivolous after preliminary review or investigation conducted by the Audit Committee.

The contact details of the Chairman of the Audit Committee are as under: -

Mrs. Shilpa Kiran Gududur
(Chairperson of Audit Committee)

K 304, Purva Panorama Apartments, Kalena Agrahara, Near Meenakshi Temple, Bannerghatta Main Road Bengaluru - 560076, Karnataka, India.

Mob.: +91 8147238639

E Mail: kiran.silpa@gmail.com

6. Expectations from Whistle-blowers

Protected Disclosures should be factual and not speculative or in the nature 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.

The role of Whistle-blower is that of a reporting party with reliable information and are not expected to act as investigators or finders of facts nor can they determine the appropriate corrective or remedial action that may be warranted in a given case.

7. Investigation Process

A preliminary review shall be performed for all Protected Disclosures reported under this Policy. Based on the findings of the preliminary review, the decision for detailed investigation shall be taken by the Audit Committee or Chairman of Audit Committee. The decision to conduct an investigation is by itself not an accusation and should be treated as a neutral fact-finding process.

The Audit Committee or the Chairman of Audit Committee may at their discretion, consider involving any internal or external investigators for the purpose of investigation, depending upon circumstances or severity of the Protected Disclosure.

The identity of Subject and Whistle-blower would be kept confidential to facilitate effective conduct of the investigation. Subjects shall have a duty to co-operate during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

Subjects would be given the opportunity to respond to material findings of an investigation report. No representative of the Whistle-blower, whether legal or otherwise would be permitted to attend the investigation.

The investigation shall be completed normally within 90 calendar days of receipt of the Protected Disclosure.

8. Disqualifications of Protected Disclosure

The Company reserves the right not to investigate following Protected Disclosures:

- i. Protected Disclosures pertaining to personal grievances
- ii. Protected Disclosures pertaining to sexual harassment
- iii. Protected Disclosure pertaining to HR related issues viz. salary, performance development etc.
- iv. Protected Disclosure without following mandatory information:
 - a. Name, designation and location of the incident
 - b. Detailed description of the incident
 - c. Location and time/ duration of the incident
 - d. Specific evidences or source of evidences

9. Protection for Whistle-blowers

The Company assures full protection to Whistle-blowers from any kind of harassment, victimization or unfair treatment. Whistle-blowers may reach out directly to the Chairman of the Audit Committee in case of any victimization or violation of this protection clause.

No adverse personal action shall be taken or recommended against any Whistle blower in retaliation, for making Protected Disclosure of any unethical and improper practice or alleged wrongful conduct. This policy protects Whistle blowers from unfair termination or unfair prejudicial employment practices.

Any Whistle blower who makes false allegations shall not be granted protection under this policy. Further, this policy may not be used as a defence by a Whistle blower against whom an adverse personal action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under Company rules and policies.

10. Retention of documents

All Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of 3 years.

11. Amendments to the Policy

The Company, through its Audit Committee, reserves its 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 unless the same is notified to the employees in writing. This policy as amended from time to time shall be made available on Company's intranet and the PPP HR manual.