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Whistleblower Policy V1

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1. Statement of Purpose

1.1 Objective

At Taggd, we are committed to the highest levels of ethics and integrity in the way we do business. We understand that this is crucial to our continued success and reputation.

Our **Shared Values, Principles of Business Conduct**, and policies guide our everyday conduct. We have a professional responsibility to speak up and report unethical behavior.

Taggd's Whistleblower Policy (Policy) is an important tool to encourage employees to speak up against any matters of concern such as activities that are corrupt, illegal, or other undesirable/questionable conduct. Taggd will take all reports made under this Policy seriously.

This Policy describes the protections available to whistleblowers, matters that can be reported, how employee can report their concerns without fear of Detriment, and how Taggd will support and protect the employees while they report.

1.2 Scope

This policy is an extension of Taggd Code of Conduct. This policy aims to provide avenues for Whistle Blower to raise concerns on serious matters regarding ethical values, probity and integrity or any violation of Taggd's Code of Conduct.

The Whistle Blower's role is that of a reporting party with reliable information about illegal acts, violations of the Code, unethical acts committed by company officials. Whistle blowers are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective remedial action that may be warranted in each case.

Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have the right to participate in the investigations as requested by the Chief Ethics Officer or the Audit Committee or the Investigators.

The Policy covers malpractices and events which have taken place/suspected to take place including (but not limited to):

- Abuse of authority
- Breach of contract
- Manipulation of company data/records
- Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- Any unlawful act whether Criminal/ Civil
- Pilferage of confidential/propriety information
- Deliberate violation of law/regulation
- Wastage / misappropriation of company funds/assets
- Bribery or corruption

- Sexual Harassment
- Retaliation
- Breach of IT Security and data privacy
- Social Media Misuse
- Breach of Company Policy or failure to implement or comply with any approved Company Policy

All the employees are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company. The provisions of the policy must be used only in exceptional cases, concerning financial/accounting matters that involve senior executives of the company at the level of Grade G8 and above, that warrant reporting directly to the highest authority in the board of the company.

1.3 Purpose

This policy sets out how Taggd will support Taggers so that they can safely express their concerns, know whom to contact, how to make a report and the protections available to them.

1.4 Benefits

a. Provides confidentiality

Whistleblowing support provides a confidential service that allows employees to draw attention to any issues that they feel are inappropriate for the workplace. Many employees are concerned that by reporting something they feel is inappropriate, this could lead to a negative impact on the workforce atmosphere or even cause them to lose their job. This policy aims to instill confidence in the employees by guaranteeing complete anonymity in case they report any inappropriate activities in the organization. The employees of Taggd should feel confident that with a whistleblowing policy in place, those who do come forward will remain anonymous, so they need not be worried about sharing the information. The service also provides independent, impartial advice on the situation which helps staff feel comfortable enough to speak up.

b. Everyone can access support

Making a whistleblowing policy explicit to all employees means all the Taggers have access to support when they need it. This gives staff the confidence to come forward should they witness any inappropriate behavior.

Having a clearly defined whistleblowing policy that is communicated well to the employees helps prevent any confusion about how it should be used and what are the benefits. This will help to prevent the service from being used for personal grievances rather than the wrongdoings within the company and increase the number of valid reports for investigating.

c. Transparent expectations

By implementing a policy of this kind and outlining its benefits, all team members will have realistic expectations of the timelines and the processes involved. When any Tagger feels pressured in a workplace, it can affect their mental well-being, so having a whistleblowing support policy in

place, gives them the opportunity to clear their mind of worries of work in mind.

2. Definitions

| |
|--|
| <p>1. Disciplinary Action: Action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension/termination from official duties, or any such action as is deemed to be fit basis the findings of the disciplinary committee considering the gravity of the matter.</p> |
| <p>2. Employee: Every employee of the Company (whether working in India or outside India)</p> |
| <p>3. Protected Disclosure: A concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.</p> |
| <p>4. Whistle Blower: A Whistleblower can be a current or former partner, director, officer, company secretary, Employee, supplier of goods or services to Taggd (such as a secondee, contractor, and consultant), or a volunteer. It also applies to relatives, dependents, or spouses of any of these people.</p> |
| <p>5. Subject: Someone who has been accused of being involved in unethical practice/s</p> |
| <p>6. Ethics Committee: Committee of persons who are nominated/appointed to conduct a detailed investigation of the disclosure received from the whistleblower and recommend disciplinary action.</p> |
| <p>7. Chief Ethics Officer: Head of the Ethics Committee dedicated to maintaining ethical practices and standards within the organization.</p> |
| <p>8. Company/Organization: Taggd</p> |
| <p>9. Good Faith: An employee is deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.</p> |

3. Reportable Conduct

Reportable Conduct is anything that you have reasonable grounds to suspect, in relation to Taggd including (but not limited to):

- a. misconduct, or an improper state of affairs or circumstances.
- b. conduct that represents a danger to the public or the financial system.
- c. Abuse of authority
- d. Breach of contract
- e. Manipulation of company data/records
- f. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- g. Any unlawful act whether Criminal/ Civil
- h. Pilferage of confidential/propriety information
- i. Deliberate violation of law/regulation
- j. Wastage/misappropriation of company funds/assets
- k. Bribery or corruption
- l. Sexual Harassment
- m. Retaliation
- n. Breach of IT Security and data privacy
- o. Social Media Misuse

Reportable Conduct excludes personal work-related grievances as described below. A personal work-related grievance is a report of behavior that has implications for the discloser personally and does not have significant implications for Taggd (that do not relate to you). Examples include:

- An interpersonal conflict between you and another Employee, or
- A decision relating to your employment or engagement, such as a transfer, promotion, or disciplinary action and or,

Personal work-related grievances do not qualify for protection under the Whistleblower Laws or this Policy.

4. Whistleblower Guidelines

Taggd believes in the conduct of affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, Taggd has adopted the Code of Conduct, which lays down the principles and standards that govern the actions of Taggd and its employees. Any actual or potential violation of the Code, or violation of the law would be a matter of serious concern for Taggd. The role of our employees in pointing out such violations is very important.

Before making the Whistleblower Report the person should satisfy themselves that they have reasonable grounds to suspect Reportable Conduct. 'Reasonable grounds to suspect' is based on objective reasonableness of the reasons for the suspicion. In practice,

a mere allegation with no supporting information is unlikely to reach that standard. However, a Whistleblower does not need to prove their allegations. In addition, the disclosure can still qualify for protection even if the disclosure turns out to be incorrect.

5. Responsibility

Whistle Blower

- Bring to the early attention of Taggd any improper practice they become aware of within 15 days of the occurrence of such action or realization of the same, whichever happens, earlier.
- Avoid anonymity when raising a concern.
- Follow the procedures prescribed in this policy for making a Disclosure.
- Co-operate with investigating authorities, maintaining full confidentiality.
- bring genuine and serious issues to the fore, and it is not intended for petty Disclosures.
- Employees are expected to avoid invoking their rights under this policy to settle personal scores or to give vent to their malicious intentions. Malicious allegations by employees may attract disciplinary action against the Whistle Blower.
- Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged Malpractice.

Ethics Committee

- Conduct the inquiry in a fair, unbiased manner
- Ensure complete fact-finding
- Maintain strict confidentiality, especially regarding the whistle-blower's identity
- Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom
- Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures
- Record Committee deliberations and document the final report
- Make sure that the whistleblower is protected and is not subject to any Detrimental conduct.

6. Disqualifications

While it is ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection warrants disciplinary action.

Protection under this policy does not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a bad intention.

7. Procedure for whistleblower reporting

If the person feels that there is substantial evidence of reportable behavior, then they can choose to create a protected disclosure and address it to the chairman of the Ethics Committee.

- Protected Disclosures should be reported in writing/email to ensure a clear understanding of the issues raised and should either be typed in English. (Please refer Annexure 1 for the forms)
- The disclosure by the Whistle Blower should be done within 15 days of the occurrence of the unethical action or such realization, whichever is sooner.
- 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.
- To provide protection for the Whistle Blower, the Whistle Blower should disclose his/her identity in the Protected Disclosure. Anonymous disclosures are discouraged.
- The employee can choose to make their disclosure anonymously and if so, they will still be protected under the Whistleblower Laws. However, requiring complete anonymity may practically make it more difficult for Taggd to investigate the issue or take the action. By letting Taggd know the employee, contacting them directly to discuss their concerns will help to investigate the complaint more quickly and efficiently.
- The useful details that can be shared in the protected disclosure are following:
 - date, time and location;
 - names of person(s) involved, roles and their business group;
 - employee's relationship with the person(s) involved;
 - the general nature of your concern;
 - how the employee became aware of the issue;
 - possible witnesses; and
 - other information that the employee have to support the report submitted.

8. Investigation

All Protected Disclosures reported under this Policy are to be thoroughly investigated by the Ethics Committee of Taggd or a suitable nominated competent person of their choosing who is to investigate or oversee the investigations under the authorization of the Ethics Committee.

If any member of the Ethics Committee has a conflict of interest in any given case, then they should rescue themselves and the other members of the Ethics Committee should deal with the matter on hand.

The Ethics Committee or the suitable nominated competent person may, at their discretion consider involving external investigators for the purpose of the investigation.

The decision to investigate taken by the Ethics Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may or may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

- The identity of the Subject(s) and the Whistle Blower is kept confidential to the extent possible given the legitimate needs of law and the investigation.
- The Subject(s) is normally informed of the allegations at the outset of a formal investigation and has opportunities for providing their inputs during the investigation.
- The Subject(s) has a duty to fully co-operate with the Ethics Committee/Investigator/the suitable nominated competent person during investigation to the extent that such co-operation does not compromise self-incrimination protections available under the applicable laws.
- Subject(s) has a right to consult with a person or persons of their choice, other than the Investigator and/or members of the Ethics Committee and/or the Whistle Blower.
- Subject(s) is free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- Subject(s) has a responsibility not to interfere with the investigation; evidence is not withheld, destroyed, or tampered with, and witnesses not influenced, coached, threatened, intimidated, or coerced by the Subject(s).
- Unless there are compelling reasons not to do so, Subject(s) is given the opportunity to respond to material findings contained in an investigation report.
- No allegation of wrongdoing against a Subject is considered as maintainable unless there is sufficient and good evidence in support of the allegation.
- Subject(s) has a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject(s) and Taggd.
- The investigation is completed normally within 45 to 90 days of the receipt of the Protected Disclosure.

The investigation process outlined in this Policy is also designed to allow fair treatment of any individuals mentioned in the disclosure, including –

- Disclosures will be handled confidentially;
- Matters reported will be assessed and may be subject to an investigation;
- There will be a presumption of innocence until the outcome of the investigation is determined; and
- To determine whether there is enough evidence to substantiate the matters reported.

9. Protection

A Whistleblower must make a Whistleblower Report directly to an Eligible Recipient to qualify for protections under the Whistleblower Laws and this Policy.

These protections include:

- Identity protection
- Protection from Detriment
- Compensation and remedies; and
- Civil, criminal, and administrative liability protection.

We are committed to taking all reasonable steps to protect you from Detriment because of making a report under this Policy and the Whistleblower Laws.

No unfair treatment is meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. Taggd, as a policy, condemns any kind of discrimination, harassment, victimization, or any other unfair employment practice being adopted against Whistle Blowers.

Complete protection is given to Whistle Blowers against any unfair practice such as 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 Disclosures.

Taggd takes 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 the criminal or disciplinary proceedings, Taggd arranges for the Whistle Blower to receive advice about the procedure, etc.

Where the whistleblower makes a disclosure, their identity (or any information which could identify them) will only be shared where:

They provide consent; or Taggd is permitted, or otherwise required, by law. Any other employee assisting in the said investigation is also protected to the same extent as the Whistle Blower.

10. Investigators

Investigators are required to conduct a process towards fact-finding and analysis. Investigators derive their authority and access rights from the Ethics Committee when acting within the course and scope of their investigation.

Technical and other resources may be drawn on as necessary to augment the investigation. All investigators are to be independent and unbiased, both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

Investigations may be launched only after a preliminary review by the Ethics Committee which establishes that:

- The alleged act constitutes an improper or unethical activity or conduct
- The allegation is supported by information specific enough to be investigated.
- In cases where the alleged act is not assessed to call for an investigation as an unethical act or misconduct or where the allegation is not supported by specific information, the Audit Committee may still decide to launch an investigation if he/she feels that the concerned matter is worthy of management review.

11. Decision

If an investigation leads the Ethics Committee or the normal nominated competent person to conclude that an improper or unethical act has been committed. The Ethics Committee or the suitable nominated competent person is to recommend to the management of Taggd to take such disciplinary or corrective action as the Committee or nominated competent person may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this policy is to adhere to the applicable personnel or staff conduct and disciplinary procedures.

12. Reporting

The Ethics Committee/ Investigator(s) is required to submit a report, including a preliminary report if any, to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

13. Retention of Documents

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

14. Support for employees

Taggd will support the employees where they have concerns about Detrimental Conduct or the investigation process.

Although Taggd will endeavor to support all Whistleblowers, Taggd will do their best to

protect employees who are on contract or third party payroll to their best capability. Consequently, the processes in this Policy will be adapted and applied to the extent reasonably possible.

If Ethics Committee has been appointed, Tagger should immediately inform them if they are concerned that:

- They may be subjected to Detrimental Conduct;
- There has been a disclosure of your identity contrary to this Policy; or
- Your disclosure has not been dealt with in line with this Policy.

The report of their concerns will be submitted to the Ethics Committee for consideration.

15.Amendment

Taggd reserves its right to amend or modify this Policy, in whole or in part, at any time without assigning any reason whatsoever, with the approval of the Board of Directors. However, no such amendment or modification is binding on the employees unless the same is notified to the employees in writing.

16.Reporting an incident

| Name | Designation | Email ID | Contact Number |
|------------------|--|--|----------------|
| Mr Amit Jain | Chief Ethics Officer (Vice President – People and Culture) | Amit.jain@taggd.in | 9717164424 |
| Ms Pallavi Bedi | Member(AVP – People and Culture) | Pallavi.bedi@taggd.in | 7042402003 |
| Ms Kamakshi Pant | Member(Vice President - Strategy & Marketing) | Kamakshi.pant@taggd.in | 9910007938 |

Annexure

Annexure 1 (Sample Complaint)**Subject:** Complaint Against Unethical Practice/s

Hi,

(to be addressed to the Chief Ethics Officer or a member of the Ethics Committee)

I would like to bring to your notice the occurrence/suspected occurrence of an unethical practice on the organization which requires your immediate attention.

I would like to file a complaint against..... *(name of the employee against who been found to be performing unethical action/s)* as per the below details:

Nature of Unethical Practice Observed *(Check on the relevant box)*

| | |
|---|---|
| Date of Occurrence <i>(of such action)</i> : | |
| Date of Observation <i>(of such action)</i> : | |
| Date of Complaint | |
| Name of the Complainant: | Name of the Subject (1): <i>(Person against whom the complaint is being made)</i> Function: |

| | |
|---|---|
| <i>(Person making the complaint)</i> Function: BU: SBU: L1 Manager: | BU: SBU: L1 Manager: <hr/> Name of the Subject (2) <i>(if any)</i> : <i>(Person against whom the complaint is being made)</i> |
|---|---|

| | | |
|--|---|---|
| Abuse of Authority <input type="checkbox"/> | Unlawful Act <input type="checkbox"/> | Retaliation <input type="checkbox"/> |
| Breach of Contract <input type="checkbox"/> | Pilferage of Information <input type="checkbox"/> | Breach of IT Security <input type="checkbox"/> |
| Manipulation of Data <input type="checkbox"/> | Corruption <input type="checkbox"/> | Social Media Misuse <input type="checkbox"/> |
| Financial Irregularities <input type="checkbox"/> | Sexual Harassment <input type="checkbox"/> | Breach of Company Policy <input type="checkbox"/> |
| Description of the Observation: | | |
| Details of Evidence Attached <i>(if any)</i> : | | |

I understand that by filing this complaint, I am acting as a Whistle Blower and am required to comply by the Whistle Blower Policy of Taggd. I understand my right to protected disclosure and responsibility towards supporting any further enquiry.

Thanks/Regards,
(Signature)