



IST Limited

Corporate Office:
A – 23, New Office Complex,
2nd Floor, Defence Colony,
New Delhi - 110024

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WHISTLE BLOWER POLICY

I. PREAMBLE

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

The Companies Act, 2013 and SEBI Listing Regulation, inter alia, provide to establish an effective vigil mechanism enabling directors, employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

Accordingly, this Whistle blower Policy (“the Policy”) has been adopted by the Company.

II. DEFINITIONS

1. **“Adverse Personnel Action”** means an employment related act or decision or a failure to take appropriate action by Managerial Personnel which may affect the Employee’s employment.
2. **“Alleged Wrongful Conduct”** shall mean violation of law, infringement of the Company’s Code of Conduct, mismanagement, misappropriation of the Company’s funds, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
3. **“Audit Committee”** shall mean the Audit Committee of Directors of the Company.
4. **“Executive Director”** shall mean Executive Director of the Company.
5. **“Employee”** shall mean every permanent employee of the Company.
6. **“Good Faith”** shall mean an Employee shall be 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.
7. **“Head of Department”** shall mean the officer heading a department of the Company.
8. **“Managerial Personnel”** shall include all Executives who have authority to make significant personnel decisions.
9. **“Protected Disclosure”** means any communication made in Good Faith that discloses or demonstrates information that may evidence unethical or improper activity.
10. **“Subject”** shall mean a person against whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.



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11. “Unethical and Improper practices” shall mean an act:

- (i) which does not conform to approved standard of social and professional behavior;
- (ii) which leads to unethical business practices;
- (iii) Improper or unethical conduct; and
- (iv) Breach of etiquette or morality.

12. “Whistle Blower” shall mean an Employee or Director of the Company who makes Protected Disclosure under this policy.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or SEBI Act, 1992 and/or any other regulation(s) as amended from time to time.

III. SCOPE

The Policy is an extension of the Company’s Code Conduct for Directors and Senior Management Executives.

IV. DISQUALIFICATION

1. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment and any abuse of this protection will warrant disciplinary action.
2. Protection under this Policy would not mean protection from disciplinary action arising out of false or frivolous allegations and allegation made in retaliation by a Whistle Blower knowing it to be false or frivolous or with a mala fide intention

V. GUIDELINES

1. INTERNAL POLICY & PROTECTION UNDER POLICY

This Policy is an internal policy on Protected Disclosure by a Whistle Blower of any Unethical and Improper Practices or wrongful conduct. This Policy prohibits the Company to take any Adverse Personnel Action against the Whistle Blower for disclosing in Good Faith any Unethical and Improper Practices or Alleged Wrongful Conduct to the Audit Committee.

2. FALSE ALLEGATION & LEGITIMATE EMPLOYMENT ACTION

An Employee who knowingly makes false allegations of Unethical and Improper Practices or Alleged Wrongful Conduct to the Audit Committee shall be subject to disciplinary action, up to and including termination of employment, in accordance with the Company rules, policies and procedures. Further, this policy may not be used as a defense by an Employee against whom an Adverse Personnel Action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under the Company rules and policies.

3. DISCLOSURE & MAINTENANCE OF CONFIDENTIALITY



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A Whistle Blower who observes or notices any Unethical and Improper Practices or Alleged Wrongful Conduct in the Company may make a Protected Disclosure in writing. Confidentiality of Whistle Blower shall be maintained to the greatest extent possible.

4. PROCEDURE

- (i) A Whistle Blower who observes any Unethical and Improper Practices or Wrongful Conduct shall make Protected Disclosure to the Head of Department or in case it involves Managerial Personnel to the Executive Director and in exceptional cases to the Audit Committee as soon as possible but not later than 60 (sixty) calendar days after becoming aware of the same.
- (ii) The Departmental Head shall immediately forward Whistle Blower Report to the Executive Director of the Company. The Executive Director may inquire in respect of the Whistle Blower Report and after preliminary inquiry, if required, shall report the same to the Audit Committee.
- (iii) Audit Committee shall appropriately and expeditiously investigate all Whistle Blower reports received.
- (iv) Audit Committee shall have right to outline detailed procedure for an investigation.
- (v) The Audit Committee shall have right to call for any information/document and examination (oral / written) of any Employee of the Company or other person(s), it may deem appropriate.
- (vi) A report shall be prepared after completion of investigation and the Audit Committee shall consider the same.
- (vii) After considering the report, the Audit Committee shall determine the cause of alleged Adverse Personnel Action and may order for remedies which may inter-alia include:
 - (a) Order for an injunction to restrain continuous violation of this policy;
 - (b) Reinstatement of the Employee to the same position or to an equivalent position; and
 - (c) Order for compensation for lost wages, remuneration or any other benefits, etc.
- (viii) Unless there are compelling reasons not to do so, Subject will be given the opportunity to respond to material findings contained in the investigation report.
- (ix) The decision of Audit Committee shall be final and binding.
- (x) If and when the Audit Committee is satisfied that the alleged Unethical and Improper Practice or wrongful conduct existed or is in existence, the Audit Committee may –
 - (a) recommend to Board to reprimand, take disciplinary action, impose penalty / punishment, order recovery when any alleged Unethical and Improper Practice or wrongful conduct of any Employee is proved.



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- (b) recommend termination or suspension of any contract or arrangement or transaction vitiated by such Unethical and Improper Practice or wrongful conduct.
- (xi) Subjects have a right to be informed of the outcome of the investigation.
- (xii) The investigation shall be completed normally within 90 (Ninety) days of the receipt of Protected Disclosure.

5. NOTIFICATION

This policy as amended from time to time shall be made available at the Web site of the Company.

VI. PROTECTION TO WHISTLE BLOWER

1. The Whistle Blower raising concern under this Policy shall not be subject to suffering of any form of reprisal or retaliation, including any discrimination, reprisal, harassment or vengeance in any manner.
2. The Whistle Blower shall not be at the risk of losing her/his job or suffer loss in any manner like transfer, demotion, refusal of promotion etc.

The Company shall however take strict actions against such Whistle Blower if any act of the Whistle Blower is effectuated due to any mala fide intention or for personal gain.

VII. ANNUAL AFFIRMATION

The Company shall in its annual Corporate Governance Report affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to Whistle Blower from Adverse Personnel Action.

VIII. AMENDMENT

The Company reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

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Note: This policy modified and approved by the meeting of Board of Directors held on 14th March 2023