

Intellius Recode Limited

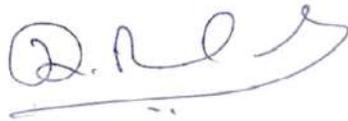
Policy on Whistleblowing or Vigil
Mechanism CG/POL-Vigil/Ver-1.0

DOCUMENT REVIEW HISTORY

Version	Modification	Prepared By	Reviewed By	Date
1.0	Policy Creation	Achuthan Raman	Prasanna Ramaswamy	27-11- 2025

Board Approval Date: 28-11-2025

For and on behalf of Board of Intellius Recode Private Limited



Name: Prasanna Ramaswamy
Designation: Director

We at Intellius Recode Private Limited (the “**Company**”) believe in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Board of Directors of the company at its meeting held on 25th November 2025 had accorded approval to the ‘Policy on Whistle Blower or Vigil Mechanism’ (“Whistle Blower Policy”)

The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

The Companies Act, 2013, Section 177 (9) read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates every listed company and certain companies to constitute a Vigil Mechanism/ Whistle Blower Mechanism. Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended also require formulation of a vigil mechanism/Whistle Blower policy for directors and employees to report genuine concerns of unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy. The policy shall also provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases. Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015 also requires a listed company to have Whistle Blower policy, which enables employees to report instances of leak of unpublished price sensitive information. Accordingly, the Company in compliance with the above stated Regulations, hereby establishes and adopts a revised Vigil Mechanism Policy for the Company as follows:

1. POLICY OBJECTIVES:

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment or to report instances of leak of unpublished price sensitive information. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or Policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee / Chairman of the Company in exceptional cases.

Whistle Blower will not be protected under this policy for any disciplinary action on account of his poor job performance or misconduct and which is independent of any disclosure made by Whistle Blower.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

For the sake of absolute clarity, it is specified that the Whistle Blower Policy does not tantamount in any manner to dilution of the Vigilance mechanism in the Company. Rather, over and above the existing Vigilance Mechanism, any 'Protected Disclosure' made by an employee under this policy, if perceived to have a vigilance angle, will be referred to the Vigilance & Ethics Officer.

2. SCOPE OF THE POLICY:

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees and also to report instances of leak of unpublished price sensitive information.

3. APPLICABILITY:

This policy applies to all employees, including the Board of Directors and all stakeholders, including vendors of the Company, with effect from the date on which the same is being approved by the Board of Directors of the Company.

4. DEFINITIONS:

“Adverse Personnel Action” shall mean an employment-related act or decision or a failure to take appropriate action by managerial personnel which may affect the employee’s employment, including but not limited to compensation, increment, promotion, job location, job profile, immunities, leave and training or other privileges.

“Alleged Wrongful Conduct” shall include violation of law, mismanagement of affairs, financial irregularity, actual or suspected fraud, any infringement of Company’s code of conduct and business ethics, or abuse of authority by any Employee and Director, unethical behaviour or other genuine concerns or grievances, leak of unpublished price sensitive information, save and except abuse of authority and/or wrongful conduct dealt with under Sexual Harassment.”

“Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Board” means the Board of Directors of the Company at any time consisting of the directors duly appointed and not ceased to be directors in terms of the Companies Act 2013, as amended (“Companies Act 2013”).

“Company” means the Intellius Recode Private Limited and all its offices.

“Competent Authority” Competent Authority means the CMD (Chairman and Managing Director) of the Company and will include any person(s) to whom he/she may delegate any of his/her powers as the Competent Authority under this policy from time to time. In case of conflict of interest (CMD being the subject person), Competent Authority

“Code” means Code of Conduct of Intellius Recode Private Limited.

“Employee” means every employee (whether working in India or abroad on full time or Part time or persons appointed on adhoc/temporary/contract basis, trainee, apprentices), including the Directors of the Company.

“Disclosure” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title **“SCOPE OF THE POLICY”** with respect to the Company. 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.

“Subject” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“Stakeholder” shall mean and include vendors, suppliers, lenders, customers, business associates, investors/ shareholders and others with whom the Company has any financial or commercial dealings.

“Unethical and improper practices/activities” shall mean and include –

- a) **Violating the service rules and code of conduct as made by the Company from time to time.**
- b) **An act which does not conform to an approved standard of social and professional behaviour;**
- c) **An act which leads to unethical business practices;**
- d) **Improper or unethical conduct;**
- e) **Breach of etiquette or morally offensive behaviour, etc.**
- f) **Leaking of unpublished price sensitive information.**
- g) **Activities which have no nexus to the working of the Company and are purely of personal nature are specially excluded from the definition of Improper Practices/ Activity.**

“Unpublished Price Sensitive Information” (‘UPSI’) shall have the same meaning as assigned to it under Regulation 2(n) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

“Vigilance and Ethics Officer” means the Compliance officer of the Company who shall receive disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

“Whistle Blower” shall mean a director or an employee or group of employees of the Company or any stakeholder who makes a Protected disclosure under this Policy and also referred in this policy as “Complainant”.

“Wrongful Conduct” shall mean violation of law, infringement of Company’s Code of Conduct or ethical policies, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

5. WHISTLE BLOWER – ROLE & PROTECTIONS ROLE:

ROLE

- a) The Whistle Blower's role is that of a reporting party with reliable information.
- b) The Whistle Blower is not required or expected to conduct any investigations on his own.
- c) The Whistle Blower may also be associated with the investigations, if the case so warrants. However, he /she will not have a right to participate.
- d) Protected Disclosures will be appropriately dealt with by the Competent Authority.
- e) The Whistle Blower will have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

PROTECTION ROLE:

- a) No adverse personnel action shall be taken or recommended against an employee in retaliation to his disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This policy protects such employees from unfair termination and unfair prejudicial employment practices.
- b) If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, arrangements will be made for Whistle Blower to receive advice about the procedure. Expenses incurred by the Whistle Blower in connection with the above, towards travel etc., will be reimbursed as per normal entitlements.
- c) Any other Employee assisting in the said investigation will also be protected to the same extent as the Whistle Blower.

6. VIGILANCE OFFICER DUTIES & RESPONSIBILITIES:

- a) Be familiar with this policy.
- b) Notify all employees of their protections and obligations under the “Policy” of the Company
- c) Receive Concerns from Whistle blower and properly record and act as per the policy.

- d) The Vigilance & Ethics Officer should demand significant evidence from Whistle blower, while registering the Concern.
- e) Forward Whistle-blower Concern / Report to the Competent Authority.
- f) All Concerns/Reports of fraud or suspected fraud shall be handled with utmost speed and shall be coordinated by the Vigilance & Ethics Officer.
- g) Vigilance & Ethics Officer is empowered and shall ensure that all relevant records/ documents and other evidence is being immediately taken into custody and being protected from being tampered with, destroyed or removed by suspected perpetrators of fraud or by any other official under his influence, on receiving input about any suspected fraud.
- h) The Vigilance & Ethics Officer shall maintain a register for registration of Whistle blower's Concerns. Each Concern shall bear unique number.

7. INVESTIGATION:

- a) All Protected Disclosure under this Policy will be recorded and thoroughly investigated. The Vigilance & Ethics Officer will carry out an investigation either by himself/herself or by involving any other officer/s of the Company as investigators at the advice of the Vigilance Committee or through an outside agency before presenting a report of the matter to the Vigilance Committee.
- b) The Vigilance Committee/ Investigators, if deems fit, may call for further information or particulars from the Complainant and at its discretion, consider involving any other additional officers of the Company or outside agency for the purpose of investigation.
- c) The investigation by itself would not be tantamount to an accusation and is to be treated as a neutral fact-finding process.
- d) 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 his side.
- e) Subjects shall have a duty to co-operate with the Vigilance Committee/ Investigators during the 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. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- f) 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.
- g) The investigation shall be completed normally within 90 days of receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit.

- h) Any member of the Vigilance/Audit Committee/Investigators or other officer having any conflict of interest with the matter shall disclose his/her 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 sender shall be informed that the concern is being forwarded to the appropriate department/authority for further action, as deemed necessary.

8. DECISION AND REPORTING:

- a) If an investigation leads to a conclusion that an improper or unethical act has been committed, the chairperson of the Audit Committee shall recommend to the Board to take such disciplinary or corrective action as it may deem fit. Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures. The company may also opt to reward the Whistle Blower, based on the merits of the case.
- b) The investigation shall be deemed as closed upon conclusion of the inquiry and disciplinary action, recovery proceedings, initiation of extant legal proceedings, or reporting as required by the policies, after which the investigation shall be reported as closed to the Audit Committee. A quarterly report with the number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

9. INTERNAL POLICY & PROTECTION UNDER POLICY:

- a) This Policy is an internal policy on disclosure by employees of any unethical and improper practices/activities or wrongful conduct and access to the Competent Authority and in exceptional cases, access to the Chairman of the Audit Committee. Information should normally be given within 30 days of being aware of the information.
- b) This Policy prohibits the Company to take any adverse personnel action against its employees for disclosing in good faith any unethical & improper practices or alleged wrongful conduct to the Chairman and Managing Director or to the Chairman of Audit Committee. Any employee against whom any adverse personnel action has been taken due to his disclosure of information under this policy may approach the CMD/Audit Committee.

10. FALSE ALLEGATION & LEGITIMATE EMPLOYMENT ACTION:

An employee who knowingly makes false allegations of unethical & improper practices/activities or alleged wrongful conduct shall be subject to disciplinary action by the Audit Committee, up to and including termination of employment, in accordance with Company rules, policies, procedures and as per statutory legislations, if any.

11.NOTIFICATION:

All departmental heads are required to notify and communicate the existence & contents of this policy to the employees of their department and ensure that policy is prominently displayed on all the noticeboards. The new employees shall be informed about the policy by the Personnel department.

12.RETENTION OF DOCUMENTS:

All Protected Disclosures in writing or documented along with the reports of Investigation relating thereto, shall be retained by the Competent Authority for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

13. CONFIDENTIALITY:

The Whistle Blower/ subject, Investigator (s), Vigilance & Ethics Officer and Competent Authority and others connected with a Protected Disclosure shall maintain of all matters under this Policy, and they shall disclose/ discuss only to the extent or with those person(s) as required under this policy for completing the process of investigation and keep the papers and other materials in safe custody.

14.ANNUAL AFFIRMATION:

The CMD shall annually affirm that the Company has not denied any personnel access to the Audit Committee and that it has provided protection to whistle blowers from adverse personnel action. The affirmation shall form part of the Corporate Governance report as attached to the Annual Report of the Company.

15.AMENDMENT:

Amendment(s), if any required, shall be made as under:

Amendment required due to changes/ modifications on account of change in law as amended from time to time, shall be appropriately factored in the Policy with the approval of the Chairman and Managing Director and be ratified by the Board of Directors of the Company at the next ensuing meeting; and

An amendment proposal not covered as per clause (i) above shall be subject to approval of the Board of Directors of the Company.

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

REPORTING MECHANISM:

1. All disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.
2. The disclosure should be submitted in a closed and secured envelope and should be superscribed as “**Disclosure under the Vigil Mechanism Policy**”. Alternatively, the same can also be sent through email with the subject “**Disclosure under the Vigil Mechanism Policy**”. If the complaint is not superscribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.
3. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer. Anonymous complaints will be investigated only if the Company considers that adequate data, facts and evidence is provided to progress the complaint.
4. The disclosure should be forwarded under a covering letter signed by the complainant or may be sent through email with the subject “Protected Disclosure under Vigil Mechanism Policy”. The failure to superscribe the complaint as “Protected Disclosure under Vigil Mechanism” shall not relieve the Vigilance & Ethics Officer from his/her duty to treat such a complaint as Protected Disclosure.. The Vigilance and Ethics Officer / Chairman of the Audit Committee/ Chairman of the Company as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the disclosure.
5. All the members of the Core Management Team of the Company including Functional Heads, Heads of Business Units and Products and Branch Heads / Managers are expected to bring any such instances of unethical behaviour, actual or suspected, fraud or violation of the Company’s Code of Conduct to the attention of Vigilance and Ethics Officer as soon as they become aware of it so that onward reporting to the Audit Committee can happen on time for corrective actions.
6. All disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee/ Chairman of the Company in exceptional cases.

The contact details of the Vigilance and Ethics Officer is as under:

Name and Address: Mr.Achuthan Raman,

Company Secretary & Compliance Office

Intellius Recode Private Limited

Email:- achuthan.raman@recodesolutions.com

7. Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Company and the disclosure against the Chairman/ should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman and the Chairman of the Audit Committee are as under:

**Name and Address of the
Chairman of the Company:** Mr. Ramaswamy Prasanna Srinivasan
2335 Wyndam Heights Ln Houston, TX 77077 -1493

**Name and Address of the
Chairman of the Audit
Committee:** Mr. Ravichandran Srinivasan