



**“Vigil Mechanism Policy/ Whistle-Blower Policy
of
Droom Technology Limited”**

1. Purpose and objective

The Company is committed to comply with the highest standards of professionalism, honesty, integrity, and ethical behaviour, in line with the Company's Code of Conduct and Ethics. Any actual or potential violation of the Company's rules, regulations and policy governing the conduct of business is a matter of serious concern for the Company. This policy aims to provide a secure environment and to encourage directors or employees of the Company to report unethical, unlawful or improper practices, acts or activities in the Company and to prohibit managerial personnel from taking any adverse action against those employees who report such practices in good faith.

The objective of this policy is to build and strengthen a culture of transparency and trust in the organization and to provide employees, directors and officers with a framework / procedure for responsible and secure reporting of improper activities (whistle blowing) vide protected disclosure and to provide for adequate safeguards against victimization of directors and employees wishing to raise a concern about improper activity / serious irregularities within the Company.

2. Regulatory Framework

Section 177(9) of the Companies Act, 2013, as amended from time to time, mandates the following classes of companies to constitute a vigil mechanism-

- i) Every listed company
- ii) Every other company which accepts deposits from the public
- iii) Every company which has borrowed money from banks and public financial institutions in excess of Rupees Fifty Crore.

Further, Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") makes it a mandatory requirement for all listed companies to establish a mechanism 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.

Also, Regulation 4 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") require all listed companies to devise an effective vigil mechanism/whistle blower policy enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices

Further, pursuant to Regulation 9(A)(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, Company is required to have a Whistle Blower Policy and make employees aware of such policy to enable them to report instances of leak of Unpublished Price Sensitive Information (UPSI).

This policy is applicable to all Employees, Directors and Stakeholders of the Company to make Protected Disclosures under this policy.

3. Definitions

- a. **"Company"** means Droom Technology Limited.
- b. **"This Policy"** refers to the **"Whistle-Blower Policy."**
- c. **"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 Listing Regulations.
- d. **"Whistle-Blower Committee"** shall mean an internal Committee of senior management constituted by the Chief Executive Officer (CEO) of the Company from time to time, which shall consist of Chief Financial Officer, Chief Compliance Officer, Head of Legal and any other officer of the Company in whatsoever name and designation they hold or be called.
- e. **"Investigators" or "Investigators Team"** mean those persons authorized, appointed, consulted or approached by the Whistle -Blower Committee or the Audit Committee from time to time in connection with conducting investigation into a protected disclosure.
- f. **"Protected Disclosure"** means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical, unlawful or improper practice, acts or activities or instances of leak of UPSI under the title **"Protected Disclosure"** with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- g. **"Subject"** means an employee - officer / workmen against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- h. **"Employee"** means every employee of the Company (whether working in India or abroad), including contractual employees and the directors in the employment of the Company.
- i. **"Director"** means every Director of the Company, past or present.
- j. **"Stakeholders"** means and includes vendors, suppliers, lenders, customers, business associates, trainee and others with whom the Company has any financial or commercial dealings.
- k. **"Motivated Complaint"** means a complaint shall be deemed to be motivated if it is found to be deliberately false or motivated by revenge/enmity/mischief or extraneous considerations.
- l. **"Bonafide Complaint"** means a complaint shall be deemed to be bonafide unless it is found to be motivated.
- m. **"Unpublished Price Sensitive Information (UPSI)"** includes, without limitation, information relating to the following:

- Financial results, financial condition, projections, forecasts of the Company;
- Dividends (both interim and final);
- Change in capital structure;
- Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- Changes in Board of Directors or Key Managerial Personnel; and

4. Policy

The unlawful or unethical or improper practice or act or activity may include, but is not limited to, any of the following:

1. Breach of Business Integrity and Ethics
2. Intentional Financial irregularities, including fraud, or suspected fraud
3. Deliberate violation of laws/regulations
4. Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment
5. Manipulation of company data/records
6. Pilferation of confidential/propriety information
7. Gross Wastage/misappropriation of Company funds/assets
8. Instances of leak of UPSI

5. Guiding principles

1. Protected disclosures are acted upon in a time bound manner.
2. Complete confidentiality of the Whistle Blower is maintained.
3. The Whistle Blower and / or the person(s) processing the Protected Disclosure are not subjected to victimization.
4. Evidence of the Protected Disclosure is not concealed and appropriate action including disciplinary action is taken in case of attempts to conceal or destroy evidence.
5. Subject of the Protected Disclosure i.e., person against or in relation to whom a protected disclosure has been made, is provided an opportunity of being heard.
6. The Whistle Blower should bring to attention of the Whistle-Blower Committee at the earliest any unlawful or unethical or improper practice or act or activity. Although they are not required to provide proof, they must have sufficient cause for concern.
7. The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality

6. Access to the Chairperson of the Audit Committee

The Whistle Blower shall have the right to access the Chairperson of the Audit Committee directly in exceptional cases or if the “Protected Disclosure” is being made against any members of Whistle-Blower Committee and the Chairperson of the Audit Committee is authorized to prescribe suitable directions in this regard.

7. Who is a Whistle Blower?

Any Employee or Director or any stakeholder who discloses or demonstrates evidence of unethical, unlawful or improper practices, acts or activities that may constitute breach of the Company’s Code of Conduct or Ethics.

8. Whistle Blower – Role & Disqualifications

A. Role

- a. The Whistle Blower role is that of a reporting party with reliable information.
- b. The Whistle Blower is not required or expected to conduct any Whistle Blower Policy investigations on his own.
- c. The Whistle Blower does not have any right to participate in investigations.
- d. Protected Disclosure will be appropriately dealt with by the Whistle-Blower Committee.
- e. The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

B. Disqualifications

- a. While it will be ensured that genuine Whistle blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be motivated or malafide or malicious or frivolous, baseless or reported otherwise than in good faith, will be liable for disciplinary action as per the applicable Service Rules.
- c. Whistle Blowers, who make three Protected Disclosures, which have been subsequently found to be malafied, frivolous, baseless, malicious or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosure under this policy.

9. Procedures - essentials and handling of protected disclosure

- a. The Protected Disclosure / Complaint should be attached to a letter bearing the identity of the whistle blower / complainant i.e., his/her Name, Employee Number and Location, and should be submitted in a closed / secured / sealed envelope addressed to the Whistle-Blower Committee which should be super scribed "Protected Disclosure".
- b. (If the envelope is not super scribed and closed / sealed / secured, it will not be possible to provide protection to the whistle blower as specified under this policy).
- c. If the Whistle Blower believes that there is a conflict of interest between the Whistle-Blower Committee's members and the whistle blower, he may send his protected disclosure directly to the Chairperson, Audit Committee of the Company.
- d. Anonymous or pseudonymous protected disclosure shall not be entertained.
- e. Protected Disclosure should either be typed or written in legible handwriting in English or Hindi and should provide a clear understanding of the unethical, unlawful or improper practices, acts or activities involved or issue / concern raised.
- f. 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 and should keep in investigation.

- g. The contact details of the Whistle-Blower Committee for addressing and sending the Protected Disclosure is as follows:

Whistle-Blower Committee Members	E-Mail Id
Whole-time Director & CFO	companysecretary@droom.in
Company Secretary & Chief Compliance Officer	
Head-Legal	

Vide Letter:

Company Secretary & Chief Compliance Officer
c/o Whistle-Blower Committee
Droom Technology Limited,
77A, Building No.1,
Iffco Road, Sector-18, Gurugram – 122 015

- h. The contact details for addressing a protected disclosure to the Chairperson Audit Committee are as follows:

Chairperson, Audit Committee
Droom Technology Limited,
77A, Building No.1,
Iffco Road, Sector-18, Gurugram – 122 015
Email: acmchairman@droom.in

10. Disclosure Investigation

The Whistle-Blower Committee, upon receipt of Disclosure, shall investigate the complaint/s through Investigators Team to ascertain its genuineness and veracity. Based on the outcome of such investigation, within 30 days of the receipt of Disclosure, the Whistle-Blower Committee shall recommend a corrective action to the Board/Audit Committee, including but not limited to:

1. Closing the complaint if Wrongful Conduct remains largely unsubstantiated; or
2. Initiating action against concerned person if complaint found correct on investigation; or
3. Recommending installation of a proactive system to overcome system weakness.

If Disclosure is made to the Chairman of the Audit Committee, the Chairman shall decide the mode and manner of investigation and the Company shall provide such resources as the Chairman may require in this regard.

Mr. Sandeep Aggarwal, the CEO of the Company (or any other person as may be authorized by the Board in this regard) on the basis of the recommendation of the Whistle-Blower Committee, shall take appropriate action immediately.

11. Investigations and role of investigators

On receipt of Protected Disclosure, the Whistle-Blower Committee shall detach the covering letter and verify/confirm the authenticity of the Whistle Blower. On receipt of confirmation, the protected disclosure may be forwarded to the investigators for investigation.

A. Investigation:

- i. Investigations will be launched only after a preliminary review by the Whistle-Blower Committee which establishes that:
 - a. The alleged act constitutes an unethical, unlawful or improper practice, acts or activities and
 - b. The allegation is supported by information and specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter deserves investigation.
- ii. The decision to conduct an investigation taken by the Whistle-Blower Committee is by itself not to be construed as an accusation and is to be treated as a neutral fact- finding process.
- iii. The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- iv. Subjects will normally be informed of the allegations at the outset of a formal investigation and will be given opportunities for providing their inputs during the investigation.
- v. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- vi. Subjects shall have a duty to co-operate with the Whistle-Blower Committee or any of the investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- vii. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- viii. Subjects have a right to be informed of the outcome of the investigation.
- ix. The investigation shall be completed normally within 90 days of the date of receipt of the protected disclosure or such extended period as the Whistle-Blower Committee may permit for reasons to be recorded.

B. Role of investigator(s):

- i. Investigator(s) are required to conduct a investigation process towards fact finding and analysis. Investigator(s) shall have derived their authority from Whistle-Blower Committee when acting within the course and scope of their investigation. The Investigator(s) shall submit its report to the Whistle-Blower Committee.

All Investigators shall perform their role in an independent and unbiased manner. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour and observance of professional standards.

- ii. Investigators having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

12. Protection

- i. The process is designed to offer protection to the Whistle blower (employees and directors) provided that the disclosure made/concern raised/allegations made (“complaint”) by a Whistle blower is in good faith and the alleged action or non-action constitutes a genuine and serious breach of Company’s Code of Conduct and Ethics.
- ii. The identity of the Whistle Blower shall be kept confidential.
- iii. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company affirms that it will not allow any whistle blower to be victimized for making any complaint.
- iv. Complete protection will be given to Whistle Blowers against any unfair practice like 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 Disclosure.
- v. A Whistle Blower may report any violation of the above clause to the Whistle-Blower Committee who shall investigate into the same and take corrective action as may be required.
- vi. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

13. Retention of Documents

All Protected Disclosures, the results of Investigation relating thereto as well as any documents relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law for the time being in force, whichever is more.

14. Amendment

The Company may amend / modify this policy in whole or part from time to time, with the approval of the Audit Committee.