

D S KULKARNI DEVELOPERS LIMITED

WHISTLE BLOWER POLICY

1. PREFACE:

D S Kulkarni Developers Limited believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, transparency, honesty, integrity and ethics. The vigil mechanism as envisaged in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through this Whistle Blower Policy ("Policy"). The Policy provides a secure and formal mechanism for the Directors and Employees of the Company to report to the relevant authorities within the Company any unethical behaviour, actual or suspected fraud, violation of the Codes / Policies of the Company or leak or suspected leak of confidential / proprietary information etc. and to ensure that Directors/employees are protected against any adverse action and/or discrimination as a result of such reporting, provided it is justified and made in good faith.

2. APPLICABILITY:

This policy is applicable to all Employees and Directors of the Company.

3. DEFINITIONS:

- a) **"Audit Committee"** means a Committee of Board of Directors of the Company, constituted in accordance with provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **"Board"** means Board of Directors of the Company.
- c) **"Company"** means D S Kulkarni Developers Limited.
- d) **"Director"** means a Director appointed to the Board of the Company.
- e) **"Employee"** means any employee or officer of the Company.
- f) **"Investigator"** means any person(s) duly appointed/consulted by the Audit Committee to conduct an investigation under this Policy.
- g) **"Protected Disclosure"** means any communication in writing made in good faith that discloses or demonstrates information that may evidence unethical

behaviour, actual or suspected fraud, violation of the codes / policies of the Company and leak or suspected leak of confidential / proprietary information etc. in relation to the matters referred at para 4 of this Policy”

- h) **“Subject”** means an Employee against or in relation to whom a Protected Disclosure is made under this Policy.
- i) **“Whistle Blower”** means a Director or an Employee of the Company making a 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 Securities and Exchange Board of India (SEBI) Act, 1992 and/or SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and/or any other SEBI Regulation(s) as amended from time to time.

4. POLICY COVERAGE:

The Policy covers reporting of events which have taken place / suspected to have taken place involving:

- a. Abuse of authority;
- b. Manipulation of the Company data / records;
- c. Financial irregularities, including fraud or suspected fraud;
- d. Corruption, bribery or kickbacks;
- e. Disclosure of confidential / proprietary information to unauthorised personnel;
- f. Deliberate violation of the applicable laws / regulations to the Company;
- g. Theft or misuse Company assets;
- h. Violation of the codes/ policies of the Company; and
- i. Conflicts of interest;
- j. Any other activities whether unethical or improper in nature and injurious to the interests of the Company.

5. REPORTING PROCEDURE & INVESTIGATION:

Whistle Blower shall report all Protected Disclosures either through email or in a closed and sealed envelope and forward it to the Director of the Company and in exceptional cases, to the Chairman of the Audit Committee at the following addresses:

Audit Committee Chairman
D S Kulkarni Developers Limited
Unit No. 301,3rd Floor, Swojas One,
Kothrud, Pune 411038
Email: cs.dskdl@ashdanproperties.in

Protected Disclosures should be factual and not speculative or in the nature of a conclusion. In Protected Disclosure, the Whistle Blower must provide the background, detailed facts and other relevant information together with supporting evidences about the event which have taken place / suspected to take place. Anonymous disclosures will not be considered for inquiry / investigation under this Policy.

Chief Financial Officer of the Company upon receipt of Protected Disclosure shall forward it to the Director for further appropriate action. The Director may, if required, order for preliminary inquiry in respect of the Protected Disclosure. After preliminary inquiry, if the complaint is found to have merit, the Director shall communicate the findings of inquiry to the Audit Committee for further investigation.

All Protected Disclosures reported under this Policy will be thoroughly investigated by the Audit Committee. The Audit Committee shall have the right to outline detailed procedure for an investigation. The Audit Committee may constitute a committee / appoint investigators to investigate or assist in the investigation. The Audit Committee or committee constituted, or investigators appointed shall have the right to call for any information / document and inquire / examination / see information of any Director(s) or Employee(s) of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this Policy.

The investigation is to be treated as a neutral fact-finding process. Only the allegations supported by sufficient evidence would be investigated.

A report shall be prepared after completion of investigation and the Audit Committee shall consider the same. If the Chairman of the Audit Committee concludes that a violation has occurred or the allegations are substantiated, he

shall recommend to the Audit Committee / the Board to take effective remedial measures commensurate with the severity of the offence. This may include disciplinary action against the Subject.

The Company may also take reasonable and necessary measures to prevent any further violations which may have resulted in a complaint being made. The Company reserves the right to refer any concerns or complaints regarding reported matter to appropriate external regulatory authorities.

6. SUBJECT EMPLOYEE:

Subject shall be informed of the allegations at the outset of a formal investigation and have opportunities for providing his inputs during the investigation.

The identity of Subject shall be kept confidential at all times, except during the course of any legal proceedings, where a disclosures / statements are required to be filed.

Subject shall have a duty to co-operate during the investigation to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.

Subject shall have a right to consult with a person or persons of their choice, other than Investigators and to engage any counsel at their own cost to represent him in the investigation proceeding.

Subject shall 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 Subject.

Unless there are compelling reasons not to do so, Subject 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.

Subject shall have a right to be informed of the outcome of the investigation in writing by the Company after completion. 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 and the Company.

7. PROTECTION TO WHISTLE BLOWER:

Whistle Blower, who in good faith, makes a disclosure in accordance with this Policy shall not suffer adverse or unfair treatment such as retaliation, threat,

discrimination or adverse employment consequences. The Company shall ensure that full protection is granted to the Whistle Blower against any such unfair treatment.

A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

However, this Policy does not protect Whistle Blower from an adverse action which occurs independent of his/her Protected Disclosure, for instance, poor job performance or any other disciplinary action unrelated to the Protected Disclosure made pursuant to this Policy.

The identity of the Whistle Blower shall be kept confidential at all times, except during the course of any legal proceedings, where a disclosures / statements are required to be filed.

Any other employee / business associate assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

8. CONFIDENTIALITY:

The Whistle Blower, the Subject, Chief Financial Officer, Director, Chairman of the Audit Committee and each individual involved in the process of inquiry/ investigation shall:

- a. maintain complete confidentiality / secrecy of the matter and not discuss the same in any informal / social gatherings / meetings; and
- b. discuss the matter only to the extent or with the persons required for the purpose of completing the process of inquiry / investigations.

If anyone is found not complying with the above, he / she shall be held liable for such disciplinary action, as may be considered fit.

9. ACTION ON FALSE DISCLOSURES:

If an Employee knowingly makes false disclosures under this Policy, such Employee shall be subject to disciplinary action on the terms deemed fit by the Audit Committee.

10. RETENTION OF DOCUMENTS:

All Protected Disclosures along with the results of investigation relating thereto shall be retained by the Company in accordance with the Company's record retention policy and applicable law.

11. AMENDMENT:

The Board of the Company may amend and/or modify this Policy in whole or in part, at any time, subject to the same being in compliance with the applicable laws.
