



CAVITAK MARKETING PRIVATE LIMITED

CIN : U52399GJ2011PTC064538-2010-11



Cavitak Marketing Private Limited

Whistle Blower Policy



Registered Corporate Office Address:

Cavitak, 9, Vitthalbhai Patel Colony, Opp. Lakhudi Talavadi, Naranpura, Ahmedabad - 380014



7285 - 015 - 015



info@cavitak.com



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WHISTLE BLOWER POLICY

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WHISTLE BLOWER POLICY

1. INTRODUCTION

Cavitak Marketing Private Limited (“The Company”) is committed to developing a culture where it is safe for any Whistle Blower to raise concerns about any improvements, unacceptable practice and any event of misconduct / unethical / improper practices or any other wrongful conduct in the Company.

The Company believes 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 behavior.

2. PURPOSE

The purpose of this Policy is to provide a framework to promote responsibility and secure whistle blowing. This Policy will enable all employees, directors and other stakeholders to raise their genuine concerns and report to the management in a responsible and effective manner if and when they discover information which they reasonably believe shows instances of unethical behavior, actual or suspected, fraud or violation of Company’s ethics. The policy shall be disclosed by the company on its website and in the Board’s Report.

3. DEFINITIONS

A. Adverse Personnel Action

Means an employment-related act or decision or a failure to take appropriate action by Managerial Personnel which may affect the director(s) /stakeholder(s) employment, including, but not limited to compensation, increment, promotion, job location, job profile, immunities, leaves and training or other privileges.

B. Alleged wrongful conduct

Shall mean violation of law, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

Alleged Wrongful Conduct as illustrated below may include but is not limited to:

- Forgery, falsification or alteration of documents;
- Unauthorized alteration or manipulation of computer files internet data;
- Fraudulent reporting, willful material misrepresentation;
- Pursuit of a benefit or advantage in violation of the Company’s interest;
- Misappropriation/misuse of Company’s resources, like funds, supplies, vehicles or other assets;
- Improper use of authority;
- Unauthorized release of proprietary information;
- Theft of cash;
- Theft of goods/ services;
- Falsification, destruction of Company records;



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- Solicitation accepting/ giving, Kickbacks, bribes, expensive gifts, directly or indirectly through business connections including vendors and contractors (for this purpose, gifts / complimentary, etc.);
- Authorizing/receiving compensation for goods not received/ services not performed;
- Authorizing/receiving or receiving compensation for hours not worked;
- Fraudulent insurance claims; or
- Providing (unauthorized) confidential information to external agencies.
- Leak of Unpublished Price Sensitive Information

Matters pertaining to the following may be excluded as there are separate forum available for the same:

- Personal grievances;
- Dissatisfaction with appraisals and rewards;
- Complaints relating to service conditions;
- Sexual harassment;
- Suggestions for improving operational efficiencies

C. Policy

Means the Whistle-blower Policy (WBP)

D. Stakeholder(s)

This includes internal stakeholder(s) like Company's employee(s), officer(s), project trainee(s), temporary/ contractual staff, member(s) of Executive Board.

E. Unethical and Improper Practices

Shall mean —

- a) An act which does not conform to approved standards of social and professional behavior; or
- b) An act which leads to unethical business practices; or
- c) Improper or unethical conduct; or
- d) Breach of etiquette or morally offensive behavior, etc.

F. “Unpublished Price Sensitive Information” or “UPSI” means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;



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(iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;

(v) Changes in key managerial personnel

G. Whistleblower

Shall mean-

Director(s)/ stakeholder(s) of the company who discloses in Good Faith any Unethical and Improper Practices or Alleged Wrongful Conduct.

H. Reporting Authority

The Complaint shall be made to the supervisor, manager or point of contact who shall then be required to report the same to the Managing Director of the Company i.e., Mr. Ravi Shah.

I. Good Faith

Director(s)/ stakeholder(s) 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. Good faith shall be deemed lacking when the director(s) /stakeholder(s) do not have personal knowledge or a factual basis for the communication or where the director(s) /stakeholder(s) knew or reasonably should have known that the communication about the Unethical and Improper Practices or Alleged Wrongful Conduct is malicious, false or frivolous.

Words and expressions used and defined and/or used but not defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 (“Act”) and the rules made thereunder, to the extent relevant in connection with this Policy, as the case may be or in any amendment thereto. Where any stipulation is common between the applicable Laws, more stringent of them shall be complied with.

4. APPLICABILITY

This policy is applicable to all the stakeholder(s) as defined above. No individual or body associated with it can waive compliance with this policy. All the director(s) /stakeholder(s) in each of the jurisdictions in which the Company operates are expected to follow this policy in addition to the applicable laws of the respective jurisdiction.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 as amended from time to time.

This policy is an internal policy on disclosure by Directors, stakeholder(s) of any Unethical and Improper Practices or wrongful conduct. This also provides a mechanism for reporting to the supervisor / manager or in case it involves Managerial Personnel, access to the Managing Director/ Board.

This Policy prohibits the Company from taking any adverse action against its director(s) /stakeholder(s) for disclosing in Good Faith any Unethical and Improper Practices or Alleged Wrongful Conduct to the Managing Director/ Board. Any Directors, stakeholder(s) against whom any Adverse Personnel Action



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has been taken due to his disclosure of information under this Policy may approach the Managing Director/ Board.

5. FALSE COMPLAINTS

A Director(s)/ stakeholder(s) who knowingly make false allegations of Unethical and Improper Practices or Alleged Wrongful Conduct to the Managing Director shall be subject to disciplinary action, up to and including termination of employment in accordance with Company rules, policies and procedures. Further, this Policy may not be used as a defense by a director(s) /stakeholder(s) against whom an Adverse Personnel Action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under Company rules and policies.

A person making complaint(s) with malafide intentions which have been subsequently found to be frivolous, may be disqualified from making any further protected disclosures under this policy and subjected to strict and disciplinary actions.

6. REPORTING MECHANISMS

It is the duty of all directors and employees to notify the Company if they observe, or learn of, any Unethical and Improper Practices. Failure to promptly raise a known or suspected violation is considered an unethical behavior.

All Company's directors/ stakeholder(s) must report in good faith or on the basis of a reasonable belief attempted, suspected and actual bribery, or any violation of or weakness to Managing Director as soon as possible.

It shall be directly reported through any of the below channel:

- by writing a letter to the Managing Director, at Cavitak, 9, Vitthalbhai Patel Colony, Opp. Lakhudi Talavdi, Naranpura, Ahmedabad, Gujarat-380014; or



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By sending an email to nbaravi@gmail.com; or

- by sending a complaint letter in a sealed envelope marked “Private and Confidential” to the Board, Cavitak Marketing Private Limited, Cavitak, 9, Vitthalbhai Patel Colony, Opp. Lakhudi Talavdi, Naranpura, Ahmedabad, Gujarat-380014.

Managing Director may appoint external personnel/ consultant(s) to manage the reporting system related to raising concern, if required.

Disclosures expressed anonymously will be investigated by the Managing Director. (However, it is to be noted that in certain jurisdictions, the same is prohibited by law and in such cases, Company shall be unable to comply with this requirement)

Although a whistle-blower is not required to furnish any more information than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint which does not contain all the critical information such as the specific charge. The complaint or disclosure must therefore provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation.

1. The director(s)/ stakeholder(s), and /or outside party or parties involved;
2. The sector of the Company where it happened (division, office);
3. When did it happen: a date or a period of time;
4. Type of concern (what happened);
5. Submit proof or identify where proof can be found, if possible;
6. Who to contact for more information, if possible; and /or
7. Prior efforts to address the problem, if any.

In the event a director wishes to raise a complaint or disclosure under this Policy, he/ she shall consult the Managing Director of the Company. All such complaint or disclosure by director(s) shall be taken forward as per the directions of the Managing Director.



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In the event the complaint or disclosure is in conflict of interest with Managing Director, the Whistleblower may send a complaint letter in a sealed envelope marked "Private and Confidential" to the Board, Cavitak Marketing Private Limited, Cavitak, 9, Vitthalbhai Patel Colony, Opp. Lakhudi Talavdi, Naranpura, Ahmedabad, Gujarat-380014. In exceptional or appropriate cases including when the Whistleblower believe that his/her concern is not being properly addressed or investigated, the Board is authorized to prescribe suitable directions in this regard.

7. INVESTIGATIONS

- Allegation tracker should be maintained for each of the complaints received from any whistle-blower;
- All the concern(s) reported through channels shall be received by the Managing Director;
- Based on the facts provided by the whistle-blower, the Managing Director shall initiate preliminary enquiry;
- If, based on preliminary enquiry, it may appear that the complaint reported may have no basis, or may not be a matter to be pursued under this Policy, it may be dismissed at that stage and the decision be documented in the allegation tracker;
- If the preliminary enquiry indicates that further investigation shall be necessary, the Managing Director shall initiate an investigation;
- Based on the result of the investigation, further action may be identified and implemented by the Managing Director. It may include, but not limited to, termination of contract or employment of/ with director(s) /stakeholder(s), initiating legal action, etc. Such conclusion(s)/ action(s) shall be updated in the allegation tracker immediately;
- As an oversight function, an update of all the complaints received and action taken will be provided to Board on periodic basis by the supervisor, manager or point of contact who shall then be required to report the same to the Managing Director.

Any Director(s) / stakeholder(s) who observe any Unethical and Improper Practices or Alleged Wrongful Conduct shall make a disclosure as soon as possible but preferably not later than sixty (60) consecutive calendar days after becoming aware of the same. The Managing Director shall acknowledge receipt of the complaint/disclosure to the Whistleblower within seven (7) days of the receipt of the complaint/disclosure.

Managing Director shall appropriately and expeditiously investigate the complaint/disclosure received.

In this regard Managing Director may authorize a Personnel to investigate into the matter and prescribe the scope and time limit thereof:

- Managing Director shall provide a detailed outline for the investigation;
- Board shall have right to outline detailed procedure for an investigation;



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- Where the Managing Director/ Board had designated a senior executive or a Personnel for investigation, they shall mandatorily adhere to scope and procedure outlined by Managing Director / Board for investigation;
- The Managing Director, shall have right to call for any information/document and examination of any director(s) /stakeholder(s) of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this Policy.

The Managing Director shall inquire in respect of the whistle-blower's complaint/disclosure and after inquiry/investigation the Managing Director shall report the findings to the Board of the Company, who shall consider the same. The final report shall be placed before the Board by the Managing Director, so that the Board can keep an oversight of the investigations as per the provision of the Companies Act, 2013.

The decision of Managing Director shall be final and binding. If and when the Managing Director is satisfied that the alleged unethical and improper practice or wrongful conduct existed or is in existence, then Managing Director may —

- a) Recommend to the Board to reprimand, take disciplinary action, and impose penalty / punishment, order recovery when any alleged unethical and improper practice or wrong-fill conduct of any director / employee is proved.
- b) Recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical & improper practice or wrongful conduct.

Board shall pass necessary orders in consultation with HR / business head concerned. The final report(s), if any, shall be placed before the Board for overview of the same.

8. NON RETALIATION/ RESPONSIBILITY

The directors/ stakeholder(s) under investigation:

- May or may not be informed of the allegations or investigation being carried out, depending on the sensitivity and seriousness of the complaint;
- Holds a duty to co-operate with the Managing Director during the course of investigation;
- Shall not withhold, destroy, delete or tamper evidence, in any form;
- Shall be given an opportunity to respond to material findings contained in the investigation report unless there are compelling reasons not to do so;
- System access to the director(s) /stakeholder(s) under suspicion of committing irregularity/ illegality/ impropriety may be discontinued until the investigation/ review of charges against him/ her is completed.

9. PROTECTION TO WHISTLE BLOWER

The Company shall not tolerate any kind of retaliation, discrimination or disciplinary action (e.g. by threats, isolation, demotion, preventing advancement, transfer, dismissal, bullying, victimization, or



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other forms of harassment) by any directors/ stakeholder(s) against anyone who refuses to participate in bribery based activities and/ or who, in good faith, reports any non-compliance/ violation(s). The Company endeavors to provide a framework to promote secured and result oriented whistle-blowing.

The Company shall provide complete protection to director(s) /stakeholder(s) who have raised concern(s) against any form of victimization. Anyone who reports a complaint under this Policy will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance.

If any personnel who makes a disclosure or complaint in Good faith, believes that he/she is being, subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to the Managing Director. It is imperative that such personnel bring the matter to the Company's attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

10. MODIFICATION

The Company may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with local, state and central regulations and/or accommodate organizational changes within the Company.

11. CONTACT ADDRESS

For the purpose of registering any complaint or for any questions/ query on this or obtaining any Guidance related to this Policy or for providing any feedback related to the working of the Policy or suggesting any improvements, please contact the Company at the following address:

Managing Director
Cavitak Marketing Private Limited
Cavitak, 9, Vitthalbhai Patel Colony,
Opp. Lakhudi Talavdi, Naranpura,
Ahmedabad, Gujarat- 380014.
Email: ravi@cavitak.com

12. SECRECY/ CONFIDENTIALITY

a. All concern(s) reported shall be kept confidential and may be shared strictly on a 'need to know' basis. (However, it is to be noted that in certain jurisdictions, the same is prohibited by law and in such cases, The Company shall be unable to comply with this requirement)

b. The whistle-blower, the subject, the Managing Director/ Board and everyone involved in the process shall:

- Maintain complete confidentiality of the matter;
- not keep the document(s)/ evidence(s) pertaining to the investigation unattended anywhere at any time;
- not keep the documents/papers unattended anywhere at any time;
- keep the electronic mails /tiles under proper custody; and



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- not to reveal or disclose to media, press agency and/or any other persons.
- c. Whistle-blower's identity shall be disclosed only in following circumstances:
- The person agrees to be identified;
 - Identification shall be necessary to allow the Company or law enforcement officials to investigate or respond effectively;
 - Identification shall be required by law.

For, CAVITAK MARKETING PVT. LTD.



Authorised Signatory



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