



Whistleblower Policy

Version 1.3

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CONFIDENTIAL

Disclaimer

The following document is a guideline for **Adex International Pvt. Ltd.** and its stakeholders. It is intended to promote fairness, transparency, and mutual respect. Please note that this document is subject to change without prior notice. We encourage you to review it periodically to stay informed about any updates. By engaging with **Adex International Pvt. Ltd.**, you acknowledge your understanding and acceptance of this governing document.

Document Control

Information

Title	Classification	Version	Status
Whistleblower Policy	CONFIDENTIAL	Version 1.3	Published

Revision History

Version	Author(s)	Unit	Written Date	Changes
1.0	Nimisha Shakya	People and Culture Associate	25-Jan-23	First draft of the Whistleblower Policy.
1.1	Nimisha Shakya	People and Culture Associate	08-Feb-23	Published version of the Whistleblower Policy.
1.2	Nimisha Shakya	People and Culture Associate	12-Jan-24	The Whistleblower Policy has been updated as per the requirements of ISO/IEC 27001:2013.

1.3	Nimisha Shakya	People and Culture Associate	29-Jan-25	The Whistleblower Policy has been reviewed and updated as part of the yearly policy and procedure review.
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Review and Verification

Review, Verification		Unit	Review Date	Signature
Kusum Gurung, People and Culture Lead		People and Culture	06-Feb-25	

Approval

Approval	Unit	Approval Date	Signature
Saurav Subedi, Co-Founder	Executive Management	17-Feb-25	

Distribution List

Copy#	Recipients
Digital	All Employees of Adex International Pvt. Ltd.
Hardcopy	Available on approved request by Third-party Auditors.

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1. Introduction, Purpose, and Scope

A Whistleblower Policy is a formal framework that encourages and protects individuals who report unethical, illegal, or improper activities within an organization. It ensures confidentiality, safeguards against retaliation, and promotes accountability and transparency in organizational practices.

The purpose of this Whistleblower Policy is to establish a framework that encourages the reporting of concerns related to unethical, illegal, or improper activities within **Adex International Pvt. Ltd.** This Whistleblower Policy aims to create a safe and confidential avenue for Employees, Contractors, and Stakeholders to disclose information without fear of retaliation. By promoting transparency and accountability, this policy seeks to protect the interests of both the Whistleblower and **Adex International Pvt. Ltd.**

All **Employees, Contractors, and Third-party Staff** that fall under the scope of the management system shall comply with this Whistleblower Policy.

2. Roles and Responsibilities

- The **People and Culture Lead** is responsible for ensuring compliance maintaing, updating, communicating, and yearly review with this Whistleblower Policy.
- The **Executive Management** is responsible for approving this Whistleblower Policy.

3. Change, Review, and Update

This Whistleblower Policy shall be reviewed once every year unless the owner considers an earlier review necessary to ensure that the document remains current. Changes to this document shall be reviewed by the

People and Culture Lead and approved by the **Executive Management**.

The change log shall be kept current and be updated as soon as any change has been made.

4.Enforcement and Compliance

Compliance with this Whistleblower Policy is mandatory and any violation is subject to disciplinary action.

5.Exceptions

People and Culture shall consider exceptions on an individual basis. For an exception to be approved, a business case outlining the logic behind the request shall accompany the request. Exceptions to the Whistleblower Policy compliance requirement shall be authorized by the **Requestee's Line Manager** and approved by the **Executive Management**. Each waiver request shall include justification and benefits attributed to the waiver.

The policy waiver period has a maximum period of 12 (twelve) months, and shall be reassessed and re-approved, if necessary for a maximum of three consecutive terms. No policy shall be provided waiver for more than 3 (three) consecutive terms.

6.Ownership

This document is owned and maintained by the **People and Culture**.

7. Whistleblower Policy Statements

7.1. Importance of Whistleblowing

Whistleblowing is a vital mechanism for uncovering and addressing activities that may be detrimental to **Adex International Pvt. Ltd.**, its Employees, or the broader community. It serves as an early warning system, allowing us to identify and rectify issues before they escalate. Whistleblowing reinforces our commitment to integrity, ethical behavior, and responsible corporate governance. By fostering a culture that values and protects whistleblowers, we enhance our ability to maintain a trusted and ethical working environment.

7.2. Commitment to a Culture of Ethics and Compliance

We are dedicated to maintaining a culture of ethics and compliance that extends across all levels of our organization. This commitment is integral to our mission, values, and long-term success. This policy reinforces our dedication to promoting ethical conduct, adherence to applicable laws and regulations, and the highest standards of corporate governance. Through an open and accountable environment, we aim to cultivate a workplace where everyone feels empowered to contribute to the integrity and well-being of **Adex International Pvt. Ltd.**

7.3. Types of Concerns Covered

The scope of this policy encompasses a wide range of concerns related to unethical, illegal, or improper activities that may adversely impact **Adex International Pvt. Ltd.** These concerns include but are not limited to:

1. Financial misconduct, fraud, or embezzlement.
2. Violations of laws and regulations.
3. Breaches of ethical standards.

4. Harassment
5. Discrimination.
6. Health and safety violations.
7. Environmental violations.
8. Misuse of company resources.
9. Any other activities that pose a threat to **Adex International Pvt. Ltd.'s** reputation, integrity, or well-being.

This policy aims to provide a reporting mechanism for a broad spectrum of concerns, recognizing the importance of addressing issues that may compromise **Adex International Pvt. Ltd.'s** ethical standards and legal obligations.

7.4. Exclusions and Limitations

While the policy is designed to be comprehensive, there may be certain limitations and exclusions, including:

1. Personal grievances or disputes that do not involve unethical, illegal, or improper activities.
2. Matters already addressed through established grievance or disciplinary procedures.
3. Concerns not related to **Adex International Pvt. Ltd.'s** operations or activities.
4. Anonymous reports lack sufficient details to conduct a meaningful investigation.

7.5. Definitions

1. Whistleblower

A Whistleblower is an Individual who, in good faith, reports concerns related to unethical, illegal, or improper activities within **Adex International Pvt. Ltd.** Whistleblowers play a critical role in promoting transparency, accountability, and the overall integrity of **Adex International Pvt. Ltd.**

2. Protected Disclosure

A protected disclosure refers to the information provided by a **Whistleblower** that is made in good faith and involves a genuine concern regarding unethical, illegal, or improper activities. Disclosures made through the established reporting mechanisms outlined in this policy are considered protected, and individuals making such disclosures are entitled to the protections outlined in this policy.

3. Retaliation

Retaliation refers to any adverse action or treatment directed towards a Whistleblower in response to their protected disclosure. Such actions may include but are not limited to harassment, demotion, termination, or any other negative repercussions. Retaliation is strictly prohibited, and **Adex International Pvt. Ltd.** is committed to providing safeguards against any form of reprisal.

7.6. Reporting Mechanisms

Employees can report their concerns directly to the People and Culture Department or anonymously via this link. Here is the Google link for the Whistleblower Concern Registration Form:

<https://forms.gle/dsTVFwvaef82Z39AA>

7.7. Protection for Whistleblowers

1. Non-Retaliation Commitment

Adex International Pvt. Ltd. is committed to a strict non-retaliation policy, ensuring that Individuals who make protected disclosures will not face any adverse actions or treatment because of their reporting.

2. Confidentiality of Whistleblower's Identity

Adex International Pvt. Ltd. will take all reasonable steps to protect the confidentiality of the Whistleblower's identity. Only Individuals directly involved in the investigation process will be informed of the Whistleblower's identity on a need-to-know basis.

3. Safeguards Against Retaliation

Measures will be in place to monitor and prevent any potential retaliation against Whistleblowers. Whistleblowers are encouraged to report any perceived retaliation promptly, and such reports will be thoroughly investigated.

4. Legal Protections

Whistleblowers are afforded legal protections in accordance with applicable laws and regulations. Any attempt to interfere with these protections will be treated as a serious violation of policy.

7.8. Investigation Process

1. Receipt of Complaint

Upon receiving a Whistleblower's complaint, **Adex International Pvt. Ltd.** will promptly acknowledge the report and initiate the investigation process.

2. Preliminary Assessment

A preliminary assessment will be conducted to determine the validity and seriousness of the reported concerns. This assessment helps in deciding the appropriate course of action for the investigation.

3. Investigation Team Formation

An Investigation Team will be formed, comprising Individuals with expertise in areas relevant to the reported concerns. The Team may include Security and Compliance Lead, and representative from People and Culture, and other pertinent departments. The selection of Team Members will prioritize objectivity and independence.

4. Investigation Procedures

The investigation will follow established procedures designed to ensure a thorough and impartial examination of the reported concerns. This may include:

- a. Conducting interviews with Relevant Individuals, including the Whistleblower and those accused.
- b. Reviewing pertinent documents, records, and electronic data.
- c. Engaging External Experts or Consultants if necessary.
- d. Collaborating with Security and Compliance Lead to ensure adherence to legal requirements.

- e. Preserving the confidentiality of the investigation while sharing information on a need-to-know basis.

5. Reporting and Escalation Protocols

Regular progress reports will be communicated to designated Individuals or Departments throughout investigation. These reports will provide updates on the status of the investigation, key findings, and any actions taken or recommended. If necessary, the matter may be escalated to higher levels of Management or Relevant Authorities, including Regulatory Bodies, based on the severity and nature of the concerns.

6. Timelines for Investigation

Adex International Pvt. Ltd. is committed to conducting investigations promptly and efficiently. While recognizing the need for thoroughness, efforts will be made to complete investigations within reasonable timeframes. Timelines for each phase of the investigation will be communicated to the Whistleblower, and any delays will be explained along with an estimated resolution timeframe. Regular updates will be provided to keep the Whistleblower informed of the progress and expected duration of the investigation.

7.9. Communication

7.9.1. Communication Plan for Whistleblower Policy

To ensure widespread awareness and understanding of this Whistleblower Policy, **Adex International Pvt. Ltd.** will implement a comprehensive communication plan. This plan will include:

1. Distribution of the relevant policies to all Employees, Contractors, and Stakeholders upon onboarding.

2. Regular training sessions and awareness campaigns highlighting the importance of whistleblowing and the protections afforded under the policy.
3. Inclusion of relevant information in employee handbooks.
4. Employees are encouraged to proactively seek updates and remain informed about the Whistleblower Policy.

7.9.2. Feedback Mechanisms for Whistleblowers

Adex International Pvt. Ltd. is committed to maintaining open lines of communication with Whistleblowers to address concerns, provide updates, and offer support. Feedback mechanisms include:

1. **Acknowledgment of Receipt:** Whistleblowers will receive acknowledgment of their reports to confirm that their concerns have been received and are being addressed.
2. **Anonymous Feedback:** Whistleblowers' reports will remain anonymous, and all feedback will be kept confidential and communicated privately.
3. **Designated Contact Persons:** Whistleblowers will have access to Designated Individuals or Departments to seek clarification or provide additional information throughout the investigation process.
4. **Regular Communication Updates:** Whistleblowers will be informed of the progress of investigations and any significant developments, ensuring they are kept informed about the status of their reports.

7.9.3. Regular Updates on Investigations

Adex International Pvt. Ltd. recognizes the importance of keeping Whistleblowers informed about the status of their reported concerns. To achieve this, regular updates on investigations will be provided.

1. Whistleblowers will receive periodic updates on the progress of the investigation, including key milestones, completed actions, and any challenges faced.
2. Regular updates will be provided to ensure the Whistleblower remains informed, with a focus on maintaining confidentiality throughout the process.

7.9.4. Communication of Findings and Actions Taken

Upon the conclusion of an investigation, **Adex International Pvt. Ltd.** will communicate the findings and actions taken to the Whistleblower and other Relevant Parties:

1. A comprehensive report outlining the investigation's findings, conclusions, and any remedial actions taken will be provided to the Whistleblower.
2. **Adex International Pvt. Ltd.** will communicate the outcomes to appropriate Stakeholders, including Senior Management and, if necessary, Regulatory Bodies, in accordance with legal requirements.
3. Feedback mechanisms will be established to allow Whistleblowers to provide input on the resolution process and the adequacy of actions taken.

7.10. Record-Keeping and Documentation

7.10.1. Documentation of Whistleblower Reports

1. Record Creation

Upon receipt of a whistleblower report, **Adex International Pvt. Ltd.** will create a comprehensive record that includes details such as the nature of the concern, date of receipt, and any initial actions taken during the preliminary assessment.

2. Investigation Records

The Investigation Team will maintain detailed records of their activities, including interviews conducted, documents reviewed, and any expert opinions sought. These records will provide a thorough account of the investigation process.

3. Communication Logs

A communication log will be maintained, documenting all interactions with the Whistleblower, including acknowledgments, updates, and any feedback provided during the investigation.

4. Findings and Actions Taken

A final report summarizing the investigation's findings, conclusions, and any actions taken will be documented. This report will serve as a comprehensive record of the resolution of the whistleblower report.

7.10.2. Maintenance of Confidentiality

1. Limited Access

Access to whistleblower records will be restricted **to Individuals directly** involved in the investigation process on a need-to-know basis. This includes members of the Investigation Team, Legal and Compliance Team, and Designated Individuals responsible for communication with the Whistleblower.

2. Secure Storage

Whistleblower records will be stored securely, either in physical or digital format, with access controls in place to prevent unauthorized viewing or disclosure.

3. Confidentiality Agreements

Individuals involved in the investigation process will be required to sign confidentiality agreements, reinforcing their obligation to maintain the confidentiality of whistleblower information.

4. Anonymous Reporting

For Whistleblowers who choose to remain anonymous, special care will be taken to ensure the confidentiality of their identity throughout the investigation process.

7.10.3. Retention Period for Records

1. Legal Compliance

The retention of whistleblower records will comply with applicable legal and regulatory requirements. **Adex International Pvt. Ltd.** will stay informed of any changes in retention obligations and adjust its practices accordingly.

2. Retention Duration

Whistleblower records will be retained for a 3-year period. This aligns with legal requirements and **Adex International Pvt. Ltd.'s** internal policies. This duration is determined based on the nature of the concern and any potential legal implications.

3. Disposal Protocols

After the retention period expires, whistleblower records will be disposed of securely to ensure that sensitive information is permanently and irreversibly deleted or destroyed.

4. Audit Trails

Adex International Pvt. Ltd. will maintain an audit trail documenting the handling, retention, and disposal of whistleblower records to demonstrate compliance with record-keeping policies and legal requirements.

Appendix

Appendix A – Disclaimers

Disclaimer

The following disclaimer pertains to the shared confidential document of **Adex International Pvt. Ltd.** Please carefully read and understand the contents of this disclaimer before accessing or utilizing any confidential information shared **Adex International Pvt. Ltd.** By accessing or using any such information, you acknowledge and accept the terms outlined in this disclaimer.

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The shared confidential document does not replace or modify any existing non-disclosure agreement (NDA) between **Adex International Pvt. Ltd.** and any recipient of confidential information. If an NDA is in place, the terms and conditions of the NDA shall prevail over the shared confidential document to the extent of any conflict.

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Severability

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