



WHISTLE BLOWER POLICY

Approval by the Board of Directors at their meeting held on April 1, 2025

1. THE PURPOSE OF THE POLICY

Bluspring Enterprises Limited and its subsidiaries (the “Company” or “Bluspring”) are committed to complying with the law of the land and ensuring highest standards of Corporate governance, conduct and business ethics, including the integrity of its financial information which is relied upon by its shareholders, the financial markets and other stakeholders.

The Audit Committee of the Company is committed to implement procedures to receive and address any concern or complaint regarding questionable accounting or auditing matters, internal accounting controls, disclosure matters, reporting of fraudulent financial information to our shareholders, any government entity or the financial markets, or any other Company matters involving fraud, illegality, unethical and improper practices or health and safety and environmental issues which cannot be resolved through normal management channels.

Employees of the Company, customers, associates and/or third-party intermediaries such as vendors, agents and consultants may use the procedures set out in this Whistleblower Policy (the “Policy”) to submit confidential and/or anonymous complaints.

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees, customers and/or third-party intermediaries wishing to raise a concern about serious irregularities within the Company. The Policy neither releases employees, customers and/or third-party intermediaries from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2. DEFINITIONS

“**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company.

“**Ethics Committee**” means a committee comprising of the Company’s Group Head-Legal, Company Secretary, Chief Financial officer, Head-Internal Audit and Chief People Officer.

“**Company**” means Bluspring Enterprises Ltd including its subsidiaries.

“**Protected Disclosure**” means any communication made in good faith that discloses information that may provide evidence of unethical or improper practices in the organization / workplace.

“**Whistleblower / Complainant**” - An individual, who discloses in good faith any unethical and improper practices or alleged wrongful conduct. Such an individual could be an employee or director of the Company.

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

“**Investigators**” means those persons authorized, appointed or consulted by the Ethics Committee or Chairman of the Audit Committee in relation to an investigation of the Protected Disclosure and who submit their findings to the Ethics Committee/ Chairman of the Audit Committee. This can be any employee of the Company or an external agency as may be identified by the Ethics Committee/ Chairman of the Audit Committee.

“**Compliance Officer**” means the Company Secretary of the Company who shall be the convener of the Ethics Committee.

“Personnel” means any employee, director, officer, customer, contractor and/or third-party intermediary engaged to conduct business on behalf of the Company, such as agents and consultants.

“Unethical and improper practices” include: -

1. Criminal offence (e.g. fraud, corruption or theft) committed/ likely to be committed.
2. Failure to comply with legal/ regulatory obligations.
3. Breach of client promise by the Company.
4. Miscarriage of justice occurred / likely to occur.
5. Company funds used in an unauthorized manner.
6. Actions which endanger the health or safety of employees or the public.
7. Information relating to any of the above deliberately concealed or attempts being made to conceal.
8. An act which leads to unethical business practices.
9. Breach of etiquette or morally offensive behaviour.
10. Misrepresentation of financial information that may lead to incorrect financial reporting.
11. Leak of unpublished price sensitive information.
12. Insider trading.
13. Any other form of improper action or conduct.

3. REPORTING RESPONSIBILITY

All personnel have an obligation to report any of the reportable matters, of which they are or become aware of, to the Company. This Policy is intended to encourage and enable Personnel to raise serious concerns within the Company prior to seeking resolution outside the Company.

4. REPORTING PROCEDURE

a) All Protected Disclosures made under this policy must be submitted through:

i) Email to alert@bluspring.com ; or

ii) Send a representation in writing in a sealed envelope marked “Private and Confidential” to “Compliance Officer” at below mentioned address.

Compliance Officer,
Corporate Secretarial Department,
Bluspring Enterprises Ltd,
3/3/2 Bellandur Gate, Sarjapur Road
Bengaluru - 560103, Karnataka, India

b) If the Whistle Blower has to submit a Protected Disclosure against any member of Ethics Committee or any other appropriate and exceptional cases which any employee believes cannot be resolved in accordance with the aforesaid procedure she or he may address directly to the Chairman of the Audit Committee. The details of the Chairman of the Audit Committee are as under:

i) Email to ac@bluspring.com ; or

ii) Send a representation in writing in a sealed envelope marked “Private and Confidential” to “Chairman of the Audit Committee” at below mentioned address.

Chairman of the Audit Committee,
Bluspring Enterprises Ltd,
3/3/2 Bellandur Gate, Sarjapur Road,
Bengaluru - 560103, Karnataka, India.

c) Protected Disclosures pertaining to the Chairman of the Audit Committee should be made to the Chairman of the Board of Directors of the Company.

d) Protected Disclosure should preferably be reported in writing to ensure a clear understanding of the issues raised and should either be typed or written in legible handwriting in English or in the regional language of the place of employment of the Whistle Blower.

e) If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Compliance Officer, the same should be forwarded to the Company's Compliance Officer or the Chairman of the Audit Committee.

f) The Whistle Blower should provide factual data and specific information as possible.

g) This Policy encourages individuals to put their name to any Protected Disclosures they make. Ethics Committee will consider Protected Disclosures expressed anonymously under the directions of the Audit Committee. In exercising this discretion, the factors to be considered will include:

- i. The seriousness of the issues raised;
- ii. The quality/accuracy of the data in support of the complaint;
- iii. The possibility of confirming the data & complaint from sources with veracity;

5. INVESTIGATION

a. All Protected Disclosures reported under this policy will be thoroughly investigated and appropriate corrective action will be taken if warranted by the investigation under the supervision of the Ethics Committee/ Audit Committee Chairman.

b. The Ethics Committee or the Audit Committee Chairman may at their discretion consider involving any other suitable competent person or an external investigation for the purpose of investigation. In all such cases, only the matter of investigation will be forwarded to the Investigator(s). The Investigator(s) shall be under an obligation to maintain confidentiality with respect to all information accessed by them, as well as with respect to their findings.

c. If any investigating authority has a conflict of interest in a given case, she/he will relieve herself/himself at the earliest possible opportunity, and the other investigators will deal with the matter.

d. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee Chairman when acting within the course and scope of their investigation.

e. Technical and other resources may be drawn upon as necessary to augment the investigation. All investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

f. Investigations will be launched only after a preliminary review by the Ethics Committee and which establishes that:

- i) The alleged act constitutes an improper or unethical activity or conduct, and
- ii) The allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review, provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

g. The investigation will be closed if the investigation preliminary review indicates that the reported concern has no basis either in fact or in law or the reported concern falls outside the scope of this Policy.

h. Protected Disclosures will be investigated only if it is prima facie appears to be genuine. In case it is found to be frivolous or made with mala fide intent, the review/ investigation will be closed and the same will be recorded in the Investigation Report.

i. The Whistle Blowers, should not act on their own in conducting any investigation activities, nor do they have right to participate in the investigation beyond the directions of the Ethics Committee or

Chairman of the Audit Committee.

- j. The Subject will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- k. Subjects shall have a duty to co-operate with the investigation authorities during the investigation process to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- l. The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure

6. NON-RETALIATION

No Whistle blower who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences.

Accordingly, the Company strictly prohibits discrimination, retaliation or harassment of any kind against a Whistle blower who, based on his/her reasonable belief that one or more unethical and improper practices has occurred or are occurring, reports that information. Any personnel who retaliates against a Whistleblower who has raised an unethical and improper practices in good faith, will be subject to strict disciplinary action up to and including immediate termination of employment or termination of his/her relationship with the Company.

If any Whistle blower 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 Ethics Committee.

7. DECISION

If an investigation leads the Ethics Committee/Chairman of Audit Committee or the suitable nominated competent person to conclude that an improper or unethical act has been committed, then they shall recommend to the management to take disciplinary or corrective action. Any disciplinary or corrective action initiated against the subject as a result of findings of an investigation shall adhere to the disciplinary procedures framed by the Company.

8. DOCUMENT RETENTION

The Company shall maintain documentation of all complaints or reports subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a period as required by the Laws of the land from the date of receipt of the complaint. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above.

9. REPORTING

A quarterly report on the whistle blower complaints with number of complaints received, nature of the complaints received under the Policy and their outcomes shall be placed before the Audit Committee.

The details of the establishment of vigil mechanism, Whistleblower policy and affirmation that no personnel have been denied access to the Audit Committee shall be disclosed in the Corporate Governance section of the Annual Report of the Company.

10. MODIFICATIONS

The Audit Committee, the Board of Directors/ any committee authorized in this regard of Bluspring can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local regulations and / or accommodate organizational changes within the Company.

11. IMMUNITY/LEGAL PROTECTION

The Whistle Blower shall be protected from confidentiality of any disclosure of his/her details except as required for the investigation purpose and/or in compliance of law and/or legal process including protection to the Whistle Blower from any adverse action i.e. termination, reduction of compensation, demotion, any potential threat. This protection from adverse action does not include any immunity from any baseless allegations, any frivolous complaint or any complaint with mala fide intention.
