

Document Name	Whistle Blower Policy	Document Number	DION/QMS/POL/HRP/23
Document Classification	Policy Document	Document Status	Effective March 31, 2019
Date of Release	1 st April 2019	Version Number	3.1

Whistle Blower Policy

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1. OBJECTIVE

- 1.1 As a Company of repute, Dion Global Solutions Limited ("**Dion**" / the "**Company**") is committed to conducting its business by adopting the highest standards of professional integrity and ethical behavior;
- 1.2 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner and is committed to ensure that Directors and Employees act at all times in compliance with all laws and in adherence with Company's Internal Policies and respective Code of Conduct;
- 1.3 At Dion, "Integrity" being the core of Dion Values, is not negotiable. The Company strongly supports and strives to provide a structured platform via this Whistle Blower Policy to provide a safe and conducive culture where it is safe for Directors and Employees, to report, in good faith, suspected violations of Code of Conduct or any unethical, improper and unacceptable practice or any other event of misconduct including instances of alleged wrongful conduct or gross waste or misappropriation of funds including instances of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct including but not limited to leak of price sensitive information of the Company;
- 1.4 The Whistle Blower Policy is a channel to reinforce a robust implementation of the Company's values and Code of Conduct. Through this Policy, the Company lays down a procedure for all the Directors and Employees to disclose any unethical and improper practice taking place in the Company for appropriate action and reporting;
- 1.5 This Policy is to provide a framework to promote responsible and secure whistle blowing. It protects Employees, officers and Directors who in, good faith, raise a concern about irregularities within the Company; and
- 1.6 The Policy neither releases Directors and Employees from their duty of maintaining confidentiality in the course of their work, nor is a route for taking up a personal grievance.

2. LEGAL FRAMEWORK

- 2.1 Section 177(9) of the Companies Act, 2013 (**Act**) read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014.
- 2.2 Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**SEBI LODR Regulations**)
- 2.3 Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (**SEBI PIT Regulations**)

3. APPLICABILITY

- 3.1 This Policy is for the Employees and Directors of the Company as defined hereinafter.
- 3.2 This Policy has been drawn up so that Employees and Directors can be confident and feel secure in raising a concern about any misdoings occurring within the Company. The areas of concern covered by this Policy are summarized in Clause 5.

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4. DEFINITIONS:

- 4.1 "Abuse of Authority" shall mean any act, conduct or decision which is outside the scope of the alleged violator's position, scope of duties or level of authority as authorized by the designee. The actions or failure to take actions which are within the alleged violator's authority may constitute abuse of authority if the violator's motive or purpose is to harass, intimidate or treat the employee unreasonably under the applicable facts and circumstances or leak the price sensitive information of the Company.
- 4.2 "Adverse Personnel Action" shall mean any act, conduct or decision relating to Directors and Employees or any failure to take appropriate action by a higher level authority, which affects a Director or an Employee negatively and includes the following acts relating to Company's personnel system:
- Termination of employment or removal
 - Demotion
 - Suspension
 - Written reprimand
 - Retaliatory investigation
 - Disciplinary Action including imposing penalty / punishment
 - Decision not to promote
 - Receipt of an unwarranted performance rating
 - Withholding of appropriate salary adjustments, incentives or fees
 - Imposition of involuntary transfer or reassignment;
 - Elimination of the employee's position, reorganization or a decrease in or lack of sufficient funding, monies, or work load;
 - Denial of awards, grants, leaves, benefits, or training for which the employee would normally be eligible; and
 - Other significant change in job responsibilities or working conditions which are inconsistent with the position, salary or grade.
- 4.3 "Audit Committee" shall mean a committee of Board of Directors of the Company, by whatever name called, constituted in accordance with provisions of Section 177 of the Act read with Regulation 18 of SEBI LODR Regulations. In case of entities which are not required to constitute an Audit Committee, the duties & responsibilities as assigned to Audit Committee under this Policy shall be discharged by any Director of that Company, who shall for the purpose of this Policy, should report to the Audit Committee of Dion.
- 4.4 "Alleged Wrongful Conduct" shall mean violation of law including SEBI PIT Regulations, infringement of Company's Code of Conduct or ethics policies, mismanagement, misappropriation of money, gross waste, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- 4.5 "Code of Conduct" means the Code of Conduct for Prevention of Insider Trading adopted by the Company.
- 4.6 "Company" means "Dion Global Solutions Limited" and includes all its subsidiaries.
- 4.7 "Compliance Officer" means "Company Secretary" of the Company.
- 4.8 "Director" means Director appointed to the Board of Directors of the Company.
- 4.9 "Disciplinary Action" means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 4.10 "Employee" means every employee of the Company (whether working in India or abroad) including full time retainer employees of the Company.

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- 4.11 "Gross Waste or Misappropriation of Funds" shall mean any act, conduct or decision which is outside the scope of the alleged violator's spending or budgetary authority, or even when the action or decision is within budgetary authority, the action would be considered by a reasonable person to be grossly excessive, wasteful, or an improper use of the Company's funds.
- 4.12 "Investigator" means those persons appointed by Compliance Officer and / or Audit Committee, required for assistance in the investigation of the Protected Disclosure and who submit their findings to the Compliance Officer and / or the Audit Committee, as the case may be.
- 4.13 "Managerial Personnel" shall include a Director, Chief Executive Officer (CEO), Chief Financial Officer, Company Secretary and all members of management one level below the CEO.
- 4.14 "Mismanagement" shall mean action or decision, which exceeds the scope of the alleged violator's authorities, or even if the action is within authorities, the action would be considered, by a reasonable person, to be grossly excessive or unfair.
- 4.15 "Protected Disclosure" shall mean any written communication made in good faith by a Director or an employee directly or indirectly to bring to the notice of the Audit Committee or Compliance Officer, of any unethical and improper practice or behavior or any other Alleged Wrongful Conduct conducted by a Subject with respect to the Company. It should be factual and not speculative and must contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 4.16 "Subject" means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 4.17 "Unethical and Improper Practices" shall mean:
- an act which does not conform to approved standard of social and professional behavior;
 - an act which leads to unethical business practices including manipulation of company data / records, pilferage of confidential / proprietary information etc.;
 - an act which is a breach of etiquette or is a morally offensive behavior etc.
- 4.18 "Unpublished Price Sensitive Information" / "UPSII" means any information, relating to a 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;
 - iv. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
 - v. Changes in key managerial personnel.
- 4.19 "Whistle Blower" means the stakeholders including individual Employees and Directors who make Protected Disclosure under this Policy.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Act, SEBI PIT Regulations and/ or SEBI LODR Regulations as amended from time to time and / or any other applicable rules and regulations for the time being in force.

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5. SCOPE OF THE POLICY:

- 5.1 The Policy covers unethical and improper practices or Alleged Wrongful Conduct and malpractices which have taken place / suspected to take place on the part of any person in, or, who holds office in or is otherwise connected with the Company or its subsidiary companies, who has in view of the Whistle Blower acting in good faith done an activity involving:
- a. Abuse of authority;
 - b. Corruption;
 - c. Negligence or unsafe work practice causing substantial and specific danger to public health and safety;
 - d. Manipulation of company data/records;
 - e. Financial irregularities, including fraud, or suspected fraud;
 - f. Illegal actions (including theft, criminal offence etc.);
 - g. Pilferage of confidential/propriety information;
 - h. Wastage / misappropriation of Company funds / assets;
 - i. Breach of Company's Code of Conduct;
 - j. Actions that adversely impacts the goodwill of Company or is in any manner against the interests of Company and its Employees;
 - k. Any violation of Company's policy;
 - l. Any leak of UPSI of the Company;
 - m. Any other unethical, biased, favored, imprudent event.
- 5.2 Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against Employees or Directors of the Company.

6. DISQUALIFICATIONS

- 6.1 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.
- 6.2 Protection under this Policy would not mean protection from Disciplinary Action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- 6.3 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under Company's Code of Conduct.

7. PROCEDURE

- 7.1 In respect of Protected Disclosures concerning the Compliance Officer, Managerial Personnel and Directors, the Protected Disclosure should be addressed to the Chairperson of the Audit Committee of the Company.
- 7.2 All other Protected Disclosures should be addressed to the Compliance Officer of the Company.

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- 7.3 The contact details of the Chairperson of the Audit Committee and the Compliance Officer are given at **Appendix A**.
- 7.4 If a Protected Disclosure is received by any executive of the Company other than Chairperson of Audit Committee or the Compliance Officer of the Company, the same should be forwarded to the Company's Compliance Officer or the Chairperson of the Audit Committee as the case may be, for further appropriate action. Absolute care must be taken to keep the identity of the Whistle Blower confidential.
- 7.5 Protected Disclosures should be reported in writing as soon as possible by the Whistle Blower so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower. Whistle Blower should preferably make the disclosure in the specified Format of "Protected Disclosure Form" as annexed to the Policy as **Exhibit-I**.
- 7.6 The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairperson of the Audit Committee / Compliance Officer, as the case may be shall, for facilitating the protection of identity of the Whistle Blower, detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- 7.7 Any Protected Disclosure received, in relation to the leak of UPSI, by the Compliance Officer or the Chairperson of the Audit Committee, as the case may be, shall be dealt with as per the process outlined in the Code of Conduct.
- 7.8 Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible including the circumstances that existed at the time of alleged wrongful conduct, to allow for proper assessment of the nature and extent of the concern.
- 7.9 The Compliance Officer in consultation with CEO shall report the matter, only in case they see merit in the case, to the Audit Committee in its next meeting. It shall be the endeavor of the Compliance Officer to handle the matter appropriately at his level, in consultation with the CEO. However, the Audit Committee shall subsequently be updated on the closure/disposal of the case.
- 7.10 In cases where the Managerial Personnel of the Company is involved, it will be mandatory for the Compliance Officer to report the matter, to the Chairperson of the Audit Committee and in case of Protected Disclosure concerning Chairperson of the Audit Committee, to the Audit Committee. The Chairperson of the Audit Committee / Audit Committee, as the case may be, may, upon receipt of the matter, call for an Audit Committee meeting or through circulation, discuss and deliberate on the merits of the case and decide on steps to be taken.
- 7.11 Audit Committee / Compliance Officer, as the case may be, shall appropriately and expeditiously appoint a senior officer or a team thereof to thoroughly investigate all Whistle Blower reports received with the objective of locating the evidence which either substantiates or refutes Alleged Wrongful Conduct reported by the Whistle Blower.
- 7.12 Audit Committee may outline detailed procedure for an investigation of a case directly marked to the Chairperson of Audit Committee or as reported by Compliance Officer.
- 7.13 Where the Audit Committee / Compliance Officer has designated a senior officer or a sub-committee for investigation as may be constituted, they shall mandatorily follow best practices and adhere to procedure outlined by Audit Committee for such investigation, unless particular method of investigation has been prescribed by the Audit Committee or the Compliance Officer.

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- 7.14 The Audit Committee or Compliance Officer or an Investigator appointed by Audit Committee or Compliance Officer shall have right to call for any information/document and examination of any Employee of the Company including the person against whom the complaint is made or other any other person(s), as they may deem appropriate for the purpose of conducting investigation under this Policy.
- 7.15 The senior officer or sub-committee, in consultation with Audit Committee / Compliance Officer, may engage external professionals to assist in the investigation process.
- 7.16 Once the investigation is over, such senior officer or a sub-committee or Investigator, as the case may be, authorised to deal with any particular case, shall prepare a report thereof and on the basis of this investigation report, the Audit Committee / Compliance Officer shall determine the course of action and may order for remedies which may inter-alia include:
- a) Immediate cessation of or implementation of actions to prevent continuous violation of this Policy;
 - b) Reinstatement of the Employee to the same position or to an equivalent position;
- 7.17 The decision of the Audit Committee / Compliance Officer shall be final and binding. If the Audit Committee / Compliance Officer is satisfied that the alleged unethical and improper practice or wrongful act existed or is in existence, then the Audit Committee may, in addition to any consequential criminal proceedings and without prejudice to the course of law of land:
- a) Reprimand, take Disciplinary Action, impose penalty /punishment or order for recovery, when any alleged unethical and improper practice or wrongful conduct of any Employee is proved;
 - b) Recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical and improper practice or wrongful act.

8. PROTECTION

- 8.1 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, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers.

Complete protection will, therefore, 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 by the Subject or any other person including any direct or indirect expressed or implicit use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties/functions including making further Protected Disclosure.

The Company will take steps to minimize difficulties or unpleasant situations, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive legal advice about the procedure, etc.

- 8.2 Whistle Blower may report any violation / non-compliance of the above clause to the Chairperson of the Audit Committee, who shall investigate the same and recommend suitable action to the management of the Company.
- 8.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

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- 8.4 Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. INVESTIGATORS

- 9.1 Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Compliance Officer / Audit Committee when acting within the course and scope of their investigation.
- 9.2 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.
- 9.3 Investigations will be launched only after a preliminary review by the Chairperson of the Audit Committee or Compliance Officer, as the case may be, which establishes that:
- (a) the alleged act constitutes an improper or unethical activity or conduct, and
 - (b) 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.

10. DECISION OF THE INVESTIGATION

- 10.1 If an investigation leads the Compliance Officer / Chairperson of the Audit Committee to conclude that an improper or unethical act has been committed, the Compliance Officer / Chairperson of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Compliance Officer/ Chairperson of the Audit Committee may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

11. REPORTING

- 11.1 The Compliance Officer shall submit a report to the Audit Committee about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any, on quarterly basis. The report on above shall be reviewed and recorded by the Audit Committee.
- 11.2 Details of mechanism of this Whistle Blower policy shall be disclosed on the website of the Company and its subsidiaries and also in its Directors' Report.

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12. NOTIFICATION

- 12.1 The Compliance Officer of the Company shall notify and communicate the existence and content of this Policy to all the departmental heads. All departmental heads are required to notify and communicate the existence and contents of this Policy to the Employees of their department. Every departmental head shall submit a certificate duly signed by him to the Compliance Officer that this Policy was notified to each Employees of his department.
- 12.2 The Compliance Officer shall notify and communicate the existence and content of this Policy to the Audit Committee of the Company and a statement in this context should be submitted to the Audit Committee. Newly appointed Directors in future shall be informed about this Policy by the Compliance Officer at the time of their appointment.
- 12.3 The new Employees shall be informed about this Policy by the human resource department and a statement in this regard should be periodically submitted to the Compliance Officer.
- 12.4 The statement in this regard should be submitted to the Compliance Officer in **Exhibit – II, III, IV & V.**

13. ANNUAL AFFIRMATION

- 13.1 The Company shall annually take affirmation from each department head, that no Employee of such department has been denied access to the Audit Committee and that he has been provided protection, as Whistle Blower, from adverse personnel action.
- The Company shall also take similar affirmation from the Directors of the Company.
- Such affirmation shall be taken within 30 days of close of every financial year in **Exhibit – VI & VII.**
- 13.2 An affirmation to this effect shall form part of corporate governance report attached to the annual report of the Company.

14. SECRECY / CONFIDENTIALITY

- 14.1 The Whistle Blower, the Subject and everyone involved in the process shall:
- Maintain complete confidentiality / secrecy of the matter.
 - Not discuss the matter in any informal / social gatherings / meetings.
 - Discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
 - Not keep the papers unattended anywhere at any time.
 - Keep the electronic mails / files under password.
- 14.2 If anyone is found not complying with the above, he/she shall be held liable for such Disciplinary Action as is considered fit.
- 14.3 All the Protected Disclosures, investigation reports, evidences, decisions taken by the Audit Committee or the Compliance Officer, as the case may be, along with every supporting document shall be kept in the safe custody of the Compliance Officer.

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15. REVIEW AND AMENDMENTS

- 15.1 The Audit Committee has the right to amend or modify this Policy in whole or in parts, at any time without assigning any reason, whatsoever. However, any change in this Policy shall be approved by the board of directors of the Company and subsequently notified to the Employees and Directors of the Company.

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(Exhibit – I)

PROTECTED DISCLOSURE FORM

Against Directors and Employees of Dion Global Solutions Limited and full-time retainer employees of the Company:

Name of the Whistle Blower:	Designation.....
Department / Division:	Job Class / Grade:
Location:	Date of joining:
Contact number:	E-mail:
Correspondence address:	

I hereby declare, that the accompanying statement and supporting documentation (if any) is true and correct, to the best of knowledge and has been made in complete good faith.

Date:

Signature of the Whistle Blower

NOTE: IN CASE OF ANONYMOUS DISCLOSURE, LEAVE THIS PAGE OF PROTECTED DISCLOSURE FORM BLANK.

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Name of the Investigation subject: Designation:

Department / Divisions: Job Class/Grade:

Location:

In case of multiple subjects:

Name of the 2nd Investigation subject: Designation:

Department / Divisions: Job Class/Grade:

Location:

Name of the 3rd Investigation subject: Designation:

Department / Divisions: Job Class/Grade:

Location:

(if the space provided is not sufficient, attach separate sheet)

Nature of Violation:

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Sequence of events (please provide Date/Time/Place etc.)

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Source of Information:
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Role of the Subject(s):
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Other Individuals involved:
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Perceived Outcome of the violation:

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Any other information that you may like to provide:
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List of attachments (if any):

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(Exhibit-II)

INITIAL ACKNOWLEDGEMENT FORM (Directors)

Whistle Blower Policy
Dion Global Solutions Limited

I, _____, have received and read the "Whistle Blower Policy" for Directors and Employees of the Company.

I, hereby further confirm that I have understood the provisions contained in the said Policy.

Signature:

Name:

Date:

Designation:

Place:

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(Exhibit – III)

INITIAL ACKNOWLEDGEMENT FORM (Employees)

Whistle Blower Policy
Dion Global Solutions Limited

I, _____, have received and read the "Whistle Blower Policy" for Directors and Employees of the Company.

I, hereby further confirm that I have understood the provisions contained in the said Policy.

Signature:

Name:

Designation: **Date:**

.....

Name of Department: **Place:**

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(Exhibit – IV)

DECLARATION FORM (Department Heads)

Whistle Blower Policy
Dion Global Solutions Limited

I, _____, have received and notified the “Whistle Blower Policy” for Directors and Employees of the Company, to each and every employees of my department.

Further, to the best of my knowledge, I confirm that they have understood the provisions contained in the said Policy.

Signature:

Name:

Designation:

Date:

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Name of Department:

Place:

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(Exhibit-V)

DECLARATION FORM (Compliance Officer)

Whistle Blower Policy
Dion Global Solutions Limited

I, _____, have notified the "Whistle Blower Policy" for Directors and Employees of the Company, to each and every Director of the Company and all the Departments Heads.

Further, to the best of my knowledge, I confirm that they have understood the provisions contained in the said Policy.

Signature:

Name: **Date:**

Designation: **Place:**

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(Exhibit-VI)

ANNUAL AFFIRMATION FORM (Department Heads)

Whistle Blower Policy
Dion Global Solutions Limited

I, _____, hereby confirm that:

1. During the Financial year ended _____, the Employees of my Department have not been denied access to the Audit Committee under the "Whistle Blower Policy" for Directors and Employees of the Company (the "Policy").
2. The Employees of my Department have been provided protection as a Whistle Blower under the Policy and have not been subjected to any adverse personnel action during the Financial Year ended _____.

Signature:

Name: **Date:**

Designation: **Place:**

Note:

1. This Form need to be submitted on or before April 30 after the closure of each financial year.
2. Employees who do not assert to both the affirmation shall give a separate declaration to the Audit Committee.

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(Exhibit-VII)

ANNUAL AFFIRMATION FORM (Directors)

Whistle Blower Policy
Dion Global Solutions Limited

I, _____, hereby confirm that:

1. During the Financial year ended _____, I have not been denied access to the Audit Committee under the “Whistle Blower Policy” for Directors and Employees of the Company (the “Policy”).
2. I have been provided protection as a Whistle Blower under the Policy and have not been subjected to any adverse personnel action during the Financial Year ended _____.

Signature:

Name: **Date:**

Designation: **Place:**

Note:

1. This Form need to be submitted on or before April 30 after the closure of each financial year.
2. The Directors who do not assert to both the affirmation shall give a separate declaration to the Audit Committee.

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Appendix A

Contact Details:

Chairperson of Audit Committee:

Mr. Sanjeev Chandna
Dion Global Solutions Limited
1st Floor, Tower B, Prius Universal,
Plot No. A – 3 to 5,
Sector – 125, Noida – 201301, UP
E-mail: sanjeevc@kbcca.com

Compliance Officer:

Mr. Tarun Rastogi
Dion Global Solutions Limited
1st Floor, Tower B, Prius Universal,
Plot No. A – 3 to 5,
Sector – 125, Noida – 201301, UP
E-mail: tarun.rastogi@dionglobal.com