

WHISTLE BLOWER POLICY

- 11.1 Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges provides for a non-mandatory requirement for all listed companies to establish a mechanism called 'Whistle Blower Policy' for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.
- 11.2 The Company shall be committed to the integrity and fairness of its own and its employees. This is relied upon by Company's Shareholders, the Financial Markets and other Stakeholders. The Company, therefore, has a duty to ensure that there is an adequate mechanism to address any complaint related to questionable practices, internal controls, auditing matters, or the reporting of all information to the shareholders, the government or the financial markets
- 11.3 Accordingly, this Whistle blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to approach the Conduct Committee members / Ombudsperson.

Definitions

- 11.4 The definitions of some of the key terms used in this Policy are given below.
- **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 292A of the Companies Act, 1956.
 - **"Employee"** means every employee of the Company, including the Directors in the employment of the Company.
 - **"Code"** means the Ambit Code of Conduct.

- **“Investigators”** mean those persons authorized, appointed, consulted or approached by the Conduct Committee members / Ombudsperson and include the auditors of the Company and the police.
- **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- **“Whistle blower”** means an Employee making a Protected Disclosure under this Policy.

Scope

11.5 This Policy is an extension of the Ambit Code of Conduct. Whistle blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Ombudsperson or the Conduct Committee members or the Investigators.

Eligibility

11.6 All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or any other Ambit Company.

Procedure

11.7 All Protected Disclosures concerning financial / accounting matters should be addressed to the Ombudsperson / Conduct Committee members for investigation, as soon as possible but not later than 30 days after becoming aware of the same.

11.8 In respect of all other Protected Disclosures, those concerning the Conduct Committee members and employees at the levels of Vice President and above should be addressed to the Ombudsperson and those concerning other employees should be addressed to the Conduct Committee members of the Company.

11.9 The contact detail of the Ombudsperson is as under:

Mr. Ameet Parikh, Chairman of Audit Committee of Ambit Private Limited

16 Navjivan

20 Nepeansea Raod

Mumbai - 400036

Email id – **ameet.parikh@morphis.co.in**

Contact No - 9820219000