

Policy Created by:	HR Department
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Approved and Signed By:	K Anil Kumar Chief Executive Officer 
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Whistle Blower Policy

1. Whistle Blowing Statement.

Menzies Aviation is committed to the highest standards of openness, probity and accountability. It seeks to conduct its affairs in a responsible manner taking into account the requirements of the law and the standards required from a socially responsible employer. Where an individual discovers information which shows malpractice within the organization, then this information should be disclosed without fear of reprisal.

Towards this end, the Company has adopted a policy which lays down the procedure for reporting any violations, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Reporting Concerns

Every employee of Menzies & its JV Company shall promptly report to the management any actual or possible violation of an event he becomes aware of that could affect the business or reputation of the said company.

The mechanism called 'Whistle Blower Policy' is for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's rules and regulations.

Accordingly, this Policy has been formulated with a view to provide a mechanism for employees of the Company to approach the CEO / Senior Management of the Company.

2. Principles

It is a fundamental term of every contract of employment that an employee will faithfully serve his or her employer and not disclose confidential information about the employer's affairs. However as Menzies Aviation aims to conduct its affairs in a socially responsible and lawful manner,

employees are openly encouraged to report any instances of malpractice, dishonesty, or unsafe or unhealthy working practices which are incompatible with that aim.

Individuals who report instances of malpractice in good faith will be protected against dismissal or any form of victimization. However, those who make disclosures in bad faith, i.e. maliciously or mischievously, will be subject to the company's disciplinary procedure.

It is in the interest of Menzies Aviation and its joint venture companies that employees raise internally rather than disclose them to the press or other external body. The purpose of this procedure is to promote greater openness between the company and its workers, and in particular to assist individuals who believe they have discovered malpractice or dishonesty in the conduct or management of the company.

This procedure is designed to allow any employee to raise concerns or disclose information, which the individual believes shows malpractice.

The definitions of some of the key terms used in this Policy are given below.

- a. **"Employee"** means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- b. **"Investigators"** mean those persons authorized, appointed, consulted or approached by the Chief Executive Officer and include the auditors of the Company and the police.
- c. **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- d. **"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.
- e. **"Whistle Blower"** means an Employee making a Protected Disclosure under this Policy.
- f. **Definition of disclosures:** This procedure covers serious concerns related to:
 - > Criminal activity
 - > Failure to comply with a legal obligation.
 - > Miscarriage of justice
 - > Danger to health and safety
 - > Damage to the environment
 - > Financial malpractice or impropriety or fraud
 - > Improper conduct or unethical behavior

- > Conduct likely to prejudice the standing of Menzies Aviation & its JV Company
- > Attempts to conceal any of the above.

4. Scope

- a. The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- b. 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 Chief Executive Officer concerned or the Senior Management or the Investigators.
- c. Protected Disclosure will be appropriately dealt with by the concerned Chief Executive Officer or a constituted committee as the case may be.

5. Eligibility

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.

6. Disqualifications

- a. 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.
- b. 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.
- c. Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be *mala fide*, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Company/ Committee would reserve its right to take/recommend appropriate disciplinary action.

7. Procedure

All Protected Disclosures concerning financial/ accounting matters should be addressed to the Chief Executive Officer of the Company for investigation.

If a protected disclosure is received by any executive of the Company other than the Chief Executive Officer, the same should be forwarded immediately

to them for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.

Protected Disclosures should preferably be reported in writing 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.

The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chief Executive Officer shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of investigation.

The Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible for it to interview the Whistle Blowers.

8. Investigation

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chief Executive Officer of the Company who will investigate / oversee the investigations under the authorization of the constituted Committee.
- b. The Chief Executive Officer of the company may at their discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Chief Executive Officer of the company is by itself not an accusation and is to be treated as a neutral fact- finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- d. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

- f. Subjects shall have a duty to co-operate with the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, the Chief Executive Officer and/or members of the Audit Committee and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.