



WHISTLEBLOWER POLICY

1. Purpose

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees and third parties wishing to raise a concern within the Company.

While this Policy is intended to protect genuine Whistle-blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. Personnel who makes a complaint with mala fide intention and which is subsequently found to be false will be subject to strict disciplinary action.

2. Relevant Indian Legislations

This Policy has been framed in accordance with provisions of the following:

1. The Companies Act, 2013;
2. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
3. The Securities and Exchange Board of India Act, 1992 and
4. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

3. Definitions

- i. "Whistle-blower" means any Personnel who makes a Protected Disclosure under this Policy.
- ii. "Personnel" means any employee of Lahoti Overseas Limited (including outsourced, temporary and on contract personnel), director and/or third-party engaged by or on-behalf of the Company.
- iii. "Protected Disclosure" means the disclosure of a Reportable Matter in accordance with this Policy.
- iv. "Reportable Matter" means a genuine concern concerning actual or suspected
 - a) fraudulent practices, such as improperly tampering with the Company's books and records, or theft of the Company's property; and/or
 - b) breach of Lahoti Overseas Limited's Code of Conduct.



Please note that the complaints concerning issues related to professional development of employees or compensation or other personal grievances are not covered under Reportable Matters for purposes of this Policy.

v. “Audit Committee” means the committee constituted by the Company in accordance with Section 177 of the Companies Act, 2013.

vi. “Lahoti” or the “Company ” means Lahoti Overseas Limited and its subsidiaries.

4. Why do we need to understand this Policy?

All Personnel have an obligation to report any Reportable Matters, of which they are or become aware of, to the Company.

This Policy is intended to encourage and enable Personnel to raise concerns within the Company prior to seeking resolution outside the Company. This Policy ensures that Personnel are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences. However this Policy neither releases Personnel 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. This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Reportable Matters nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company.

The Whistle-blower’s role is that of a reporting party. Whistle-blowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

5. Reporting Mechanisms

All Personnel are encouraged to share questions, concerns, suggestions, or complaints with someone who is in a position to address them properly.

In most cases, a Personnel’s supervisor, manager or point of contact is in the best position to address an area of concern. If, however, Personnel are not comfortable speaking with their supervisor or similarly situated person, or if not satisfied with such person’s response, then Personnel are encouraged to speak with or reach out to, the secretarial department at investor@lahotioverseas.com or the Chairman of the Audit Committee.

Notwithstanding the aforesaid, Personnel can lodge a Protected Disclosure in one of the following ways:



- by contacting the secretarial Department at investor@lahotioverseas.com, or
- by sending a complaint letter in a sealed envelope marked “Private and Confidential” to the Chairman of the Audit Committee at below address:

Chairman of the Audit Committee,
Lahoti Overseas Limited,
307, Arun Chambers, Tardeo Road,
Mumbai- 400034.

A Protected Disclosure may be made anonymously. If a Protected Disclosure is made anonymously or otherwise, the Protected Disclosure must provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation.

To the extent possible, the Protected Disclosure must include the following:

- a) The name of the employee, and/or third party or parties involved;
- b) Where it happened (division or office or location);
- c) When did it happen: a date or a period of time;
- d) Type of concern (what happened);
- e) Submit proof or identify where proof can be found, if possible;
- f) Who to contact for more information, if possible; and/or
- g) Prior efforts to address the problem, if any.

6. No Retaliation

No Whistle-blower, who in good faith makes a Protected Disclosure shall suffer harassment, retaliation, or adverse actions or any similar consequences. A supervisor or manager who retaliates against a Whistle-blower who has made a Protected Disclosure in good faith will be subject to disciplinary action including termination of employment, or a similar consequence if not employed by Lahoti. **This Policy is intended to encourage and enable Personnel to raise concerns within Lahoti prior to seeking resolution outside of Lahoti.**

7. Confidentiality

Personnel may make a Protected Disclosure on confidential basis or may make submissions anonymously. In addition, Personnel should be aware that there are significant rights and protections available to individuals who identify themselves when making a Protected Disclosure, and that these rights and protections may be lost if Personnel make a Protected Disclosure on an anonymous basis. Therefore, Lahoti encourages all Personnel to identify themselves when making a Protected Disclosure. In responding to anonymous Protected Disclosure, Lahoti will pay due regard to:



- The fairness to any individual named in the anonymous Protected Disclosure
- The seriousness of the issue raised
- The credibility of the information or allegation in the Protected Disclosure; and
- The ability to ascertain the validity of the Protected Disclosure and to appropriately resolve it without the assistance and cooperation of the Whistle- blower.

8. Handling of Protected Disclosure

The Audit Committee is responsible for investigating and resolving all Protected Disclosure.

Upon receipt of a Protected Disclosure, the Audit Committee will conduct an investigation as quickly as possible taking into account the nature and complexity of the Protected Disclosure and the issues raised therein. The Audit Committee may enlist employees of the Company and/or outside legal counsel or other advisors, as appropriate, to conduct an investigation of the Protected Disclosure. Appropriate corrective action will be taken if warranted by the investigation, in Lahoti's sole discretion. Any actions taken in response to a Protected Disclosure will be informed to the Whistle-blower to the extent allowed by law or warranted by the specific situation, unless the Protected Disclosure was submitted on an anonymous basis.

The Audit Committee will maintain all Protected Disclosure received, tracking their receipt, investigation and resolution. All Protected Disclosure will be properly investigated, and a proper follow-up will be conducted.

9. Modification

The Company may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organizational changes within the Company.