

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

1. Preface

- 1.1 The Board of Directors of Expression 360 Services India Limited (the “**Company**”) has approved this Vigil Mechanism and Whistle Blower policy (the “**Policy**”) at its meeting held on **September 23, 2025**. This Policy has been framed in accordance with the requirements of Section 177(9) and 177 (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 22(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) each as amended from time to time.

2. Objective

- 2.1 This Policy seeks to provide a secure and transparent mechanism for the Directors and Employees of the Company to report genuine concerns or grievances pertaining to actual or suspected unethical behaviour, misconduct, or violation of the Company’s Code of Conduct, policies, or applicable laws, without fear of reprisal or adverse consequences.
- 2.2 The Policy aims to foster an environment that promotes responsible and protected whistleblowing, reiterating the duty of every Director and Employee to report such violations in good faith. It endeavours to institutionalise the following key objectives:
- i. Establish a clear, non-intimidating channel for reporting Protected Disclosures to the appropriate authority, as defined in this Policy;
 - ii. Ensure timely, independent, and unbiased investigation into all such Disclosures followed by appropriate remedial or disciplinary action; and
 - iii. Guarantee protection to Whistleblowers from any form of victimisation, harassment, retaliation, or disciplinary action as a consequence of making a bona fide Disclosure.
- 2.3 Any modifications or amendments to applicable statutory provisions shall be deemed to be automatically incorporated into this Policy and this Policy shall be read in consonance with such amendments at all times.

3. Scope and Applicability

- 3.1 This Policy applies to the Directors and Employees of the Company as well as to their representative bodies, who are eligible to make a Protected Disclosure.
- 3.2 A Whistleblower may make a Protected Disclosure under this Policy in respect of any act involving actual or suspected Unethical and Improper Practices, illegality, or serious impropriety, including but not limited to the following:
- i. Fraudulent encashment of cheques, instruments or unauthorized manipulation of the Company's books of accounts, financial statements, or any accounting or auditing irregularities;
 - ii. Misappropriation of Company assets and criminal breach of trust;
 - iii. Asset misappropriation, including but not limited to:

- a) Theft;
 - b) Fraudulent disbursements or misapplication of funds;
 - c) Inclusion of fictitious employees in payroll;
 - d) Tampering with cheques or other negotiable instruments;
 - e) Inflated or fictitious claims or expenses;
 - f) Bribery, corruption, or illegal gratification;
 - g) Violation of any applicable laws, regulations, or the Company's Code of Conduct;
 - h) Antitrust violations or insider trading, including the leak of Unpublished Price Sensitive Information in contravention of the SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - i) Any other act of fraud or misconduct not specifically enumerated above but falling within the spirit and scope of this Policy.
- 3.3 This Policy shall not extend to personal grievances relating to career progression, employment terms, compensation, or interpersonal conflicts, which shall be addressed through the Company's internal grievance redressal mechanisms.
- 3.4 Complaints pertaining to issues other than those covered under this Policy shall not be dealt with under this Policy, even if they are initially raised through the Vigil and Whistleblower mechanism.
- 4. Definitions**
- 4.1 “**Act**” means the Companies Act, 2013 and the rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.
- 4.2 “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and Regulation 18 of Listing Regulations.
- 4.3 “**Board of Directors**” or “**Board**” means the Board of Directors of the Company, as constituted from time to time.
- 4.4 “**Code of Conduct**” means the Code of Conduct for Directors, Senior Management and Employees.
- 4.5 “**Compliance Officer**” means the Company Secretary of the Company who may be designated as the Compliance Officer under the Listing Regulations.
- 4.6 “**Director**” shall mean a member of the Board of Directors of the Company.
- 4.7 “**Disciplinary Action**” means any action that can be taken on the completion of/during the investigation proceedings including but not limited to, a warning, imposition of a fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 4.8 “**Employee**” means every Employee of the Company (whether working in India or abroad), including the directors in the whole-time employment of the Company.
- 4.9 “**F frivolous Complaint**” means any complaint which is registered or attempted to be registered under this Policy with no evidence or on a hearsay basis or with mala fide intentions against the

Subject, arising out of false or bogus allegations.

- 4.10 **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behavior, actual or suspected fraud or violation of the Company’s codes or policies.
- 4.11 **“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.
- 4.12 **“Unethical and Improper Practices”** means to include but is not limited to
- i. Breach of client promise by the Company
 - ii. Company funds used in an unauthorized manner;
 - iii. Criminal offence committed/likely to be committed;
 - iv. Discrimination against a member of staff, service recipient or service provider on the grounds of sex, colour, race, religion or disability;
 - v. Failure to comply with law/legal/regulatory obligations;
 - vi. Financial irregularities of any nature;
 - vii. Miscarriage of justice occurred/is likely to occur
 - viii. Misrepresentation of financial information that may lead to incorrect financial reporting;
 - ix. Practices not in line with the company’s policies or the code of conduct
 - x. Sexual or physical abuse/harassment of a member of staff or a service provider;
- 4.13 **“Unpublished Price Sensitive Information”** or **“UPSI”** shall have the same meaning as defined under Regulation 2(1)(n) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 4.14 **“Whistleblower”** means a Director, an Employee, an Employee’s representative bodies, a customer, a vendor, a supplier or any other stakeholder of the Company, who in good faith, makes a Protected Disclosure under this Policy.

Any other term not defined herein shall have the same meaning as defined in the Act, Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

5. Anonymous Disclosures

- 5.1 An anonymous complaint that is any complaint or concern raised without any of the following information such as name, address, and contact details of the Whistleblower, shall not be considered as a valid Protected Disclosure.
- 5.2 The Audit Committee could treat a complaint as a special case and take it up for investigation under this Policy. However, it shall record reasons for doing so.

6. Duties and Responsibilities

- 6.1 Whistleblower shall-
- i. Report to the Company any Unethical and Improper Practices the Whistleblower becomes aware of;
 - ii. Adhere to the procedures prescribed in this Policy for making a Protected Disclosure;
 - iii. Co-operate with the investigating authorities; and
 - iv. Maintain confidentiality of the subject matter of the disclosure and the identity of the

persons involved in the alleged Unethical and Improper Practice.

- 6.2 The Chairperson of the Audit Committee and Audit Committee shall -
- i. Conduct the enquiry in a fair, unbiased manner;
 - ii. Ensure complete fact-finding;
 - iii. Maintain confidentiality;
 - iv. Decide on the outcome of the investigation;
 - v. Impose Disciplinary Action on the Subject if necessary; and
 - vi. Document the final report of the investigation conducted;
- 6.3 Compliance Officer shall -
- i. Facilitate all assistance to the Audit Committee and its chairperson to investigate any complaint under this Policy;
 - ii. Assist the Chairperson of the Audit Committee in holding any enquiry;
 - iii. Report to the Board of Directors of the Company for reports under this Policy;
- 6.4 Subject shall -
- i. Cooperate fully with the Investigators during the investigation;
 - ii. Provide complete information or documentation as and when required to be produced;
 - iii. Refrain from interfering with the investigation in any manner, including but not limited to the destruction, tampering, or concealment of evidence, and from influencing, coercing or threatening the witnesses;
 - iv. Unless compelling reasons exist, the Subject shall be allowed to respond to the findings of the investigation prior to the finalisation of the report.
- 6.5 The Whistleblower shall not be represented by legal or other representatives during the investigation process. No finding against the Subject shall be considered conclusive unless substantiated by credible and corroborated evidence.

7. Procedure for Investigation and Dealing with Disclosures

- 7.1 Any Protected Disclosure shall be submitted in the form of a written complaint, either:
- i. In a sealed envelope, addressed to the Chairperson of the Audit Committee at the Registered Office of the Company; or
 - ii. By email, addressed simultaneously to the Chairperson of the Audit Committee and the Compliance Officer at the following designated email address compliance@expression360.co.in.
- 7.2 While no prescribed format is mandatory for submitting a Protected Disclosure, the following particulars must be clearly stated:
- i. Name, address, and contact details of the Whistleblower (except where anonymity is permitted in accordance with Clause 5).
 - ii. A concise and factual description of the alleged Unethical and Improper Practice, including, to the extent possible, the names of the individual(s) involved or suspected to be involved, and the specific details such as time, place, and manner of occurrence.
 - iii. For submissions in physical form, the envelope should be sealed and prominently marked as "Whistleblower" and addressed to the Chairperson of the Audit Committee.

iv. For email submissions, the subject line should include “Whistleblower” and be marked as “Confidential”.

- 7.3 Upon receipt of the Protected Disclosure, the Chairperson of the Audit Committee shall, where contact details are provided, acknowledge receipt within seven (7) days or as soon as practicable thereafter.
- 7.4 The Chairperson of the Audit Committee shall, either independently or jointly with the Compliance Officer, assess whether the allegations assuming them to be true for initial review constitute an Unethical and Improper Practice.
- 7.5 Upon receipt of a Protected Disclosure from a Whistleblower, a preliminary inquiry shall be conducted against the Subject, to establish the veracity of the allegations and gather any prima facie material in support thereof. The purpose is to determine whether there exists sufficient grounds to warrant a detailed investigation against the Subject. This preliminary inquiry shall be completed within a period of fifteen (15) days from the date of receipt of the Protected Disclosure, or within such extended time as may be approved by the Chairperson of the Audit Committee. A report of the findings shall be submitted to the Chairperson of the Audit Committee.
- 7.6 Upon review of the preliminary inquiry report or based on the other material evidence in possession, the Chairperson of the Audit Committee is of the view that further investigation is necessitated, they may-

Constitute an Inquiry Committee, which may comprise-

- a. Compliance Officer
 - b. Head of Human Resources
 - c. Such other person(s) as the Chairperson deems appropriate, subject to the principle of independence and absence of any conflict of interest.
- 7.7 If determined not to constitute an Unethical and Improper Practice, the Chairperson shall record such conclusion with reasons and communicate the same to the Whistleblower.
 - 7.8 If the alleged Unethical and Improper Practice constitutes a cognizable offence under applicable law, the Audit Committee shall bring the matter to the notice of the Executive Chairman and take appropriate legal or disciplinary action.
 - 7.9 A detailed written record of each Protected Disclosure shall be maintained by the Chairperson of the Audit Committee, including but not limited to:
 - i. Factual details of the Protected Disclosure;
 - ii. Record of any prior disclosures on the same issue and outcomes thereof;
 - iii. Assessment of actual or potential financial or other loss to the Company;
 - iv. Findings of the investigation by the Chairperson;
 - v. Recommendations made by the Chairperson of the Audit Committee.
 - 7.10 Prior to the initiation of the inquiry, each member of the Inquiry Committee shall confirm to the Chairperson that no direct or indirect conflict of interest exists. If any such conflict is discovered post-constitution of the committee, the concerned members shall recuse themselves, and the remaining members shall proceed with the matter.
 - 7.11 Based on the complexity and severity of the allegations involved, the internal or external

investigators may engage in a comprehensive examination of the Protected Disclosure, at their discretion.

- 7.12 The investigation shall ordinarily be completed within ninety (90) working days from the commencement, and a detailed report of the findings shall be submitted to the Chairperson of the Audit Committee.
- 7.13 Confidentiality of both the Whistleblower and the Subject shall be maintained throughout the investigation procedure, subject to legal requirements. The decision to initiate a formal investigation shall be construed as a neutral, fact-finding process and shall not be deemed to be an accusation made against the Subject.

8. Investigators

- 8.1 The Investigators shall conduct the inquiry as an objective, neutral and evidence-based process. They shall derive authority and access rights from the Chairperson of the Audit Committee and may employ such technical, professional, or logistical resources as required.
- 8.2 Investigators shall maintain the highest standard of independence and fairness and must adhere to the applicable laws in force.

9. Decision

- 9.1 If, upon conclusion of the investigation, the Chairperson of the Audit Committee determines that an act of fraud, illegality, unethical conduct or violation of Company's Policy has been committed, they shall recommend appropriate disciplinary or corrective action to the management of the Company.

10. Reporting

- 10.1 The Audit Committee shall be apprised, on a half-yearly basis or as may be necessary of the number of complaints received under this Policy, the status of investigation, and outcomes thereof.

11. Protection to Whistleblower

- 11.1 The Company shall ensure that no retaliatory or adverse action is taken against any Whistleblower who reports a Protected Disclosure in good faith. The Company expressly prohibits any form of discrimination, harassment, victimisation, suspension, demotion, denial of promotion, or undue influence arising out of such reporting.
- 11.2 Protection shall extend only to bona fide disclosures. Abuse of the protection, including frivolous, malicious, or knowingly false complaints, shall attract disciplinary consequences.
- 11.3 Any Director or Employee who assists in the investigation of a Protected Disclosure shall be afforded similar protection under this Policy.
- 11.4 The identity of the Whistleblower shall be maintained in strict confidence unless disclosure is mandated under law, in which case the Whistleblower shall be informed in advance.
- 11.5 Any violation of this protection clause may be reported to the Chairperson of the Audit Committee, who shall investigate such incidents and recommend appropriate action to management.

11.6 Protection under this Policy does not extend to Whistleblowers who make complaints with mala fide intent or with knowledge of the falsity of allegations.

11.7 In cases where the Whistleblower is found to have made repeated frivolous or unsubstantiated disclosures, the Company reserves the right to take disciplinary action, which may include suspension, reprimand, or restriction from future use of the whistleblower mechanism.

12. Disqualification

12.1 In the event, that a Whistleblower makes 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 and will be subjected to Disciplinary Action as deemed fit by the Audit Committee.

13. Conflict of Interest

13.1 Where a Protected Disclosure concerns any member of the Inquiry Committee or the Chairman of the Audit Committee, that member shall be prevented from acting in relation to that Protected Disclosure. In case of doubt, the Chairman of the Board/Compliance Officer shall be responsible for determining whether the member must recuse himself or herself from acting concerning a Protected Disclosure.

14. Retention of Documents

14.1 All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years provided that the personal data can be kept for two months maximum since the 'Protected Disclosure' has been archived.

15. Communication and dissemination

15.1 This Policy after duly approved by the Board of Directors shall be notified and communicated to all employees / functional heads of respective departments of the Company. The new employees shall be informed about the Policy by the Human Resources and administration departments. A copy of this Policy shall be displayed by all Offices of the Company at a conspicuous place inside the Company's premises. For all the employees and Directors, whether existing or new, a copy of this Policy shall also be posted on the website of the Company at www.expression360.in.

16. Amendments

16.1 The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. Any amendment to this Policy shall take effect from the date when the Board approves it. Whilst best efforts have been made to define detailed procedures for implementation of this Policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the Policy. Further, rules and procedures may also be established from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance. In case of any subsequent changes in the provisions of any applicable laws and regulations which make any of these clauses/ provisions in this Policy inconsistent with the applicable law, the provisions of the applicable law shall prevail.