

WHISTLE BLOWER POLICY

This policy has been created with the objective of providing employees, customers, vendors and all stakeholders an avenue to raise concerns which seem to go against the company's commitment to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. This policy seeks to provide necessary safeguards for protection of employees from reprisals or victimization, for whistle blowing in good faith.

Under Section 177(9) of the Companies Act, 2013, Rule 7 of the Companies (Meetings of Board and Powers) Rule, 2014 read with Provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Prohibition of Insider Trading) Regulations, 2015 requires every listed company to have a Whistle Blower Policy and to establish a vigil mechanism whereby the Directors and Employees of the Company can raise their genuine concerns and grievances. Apart from Directors/ Employees of the Company, any Stakeholders shall also report about illegal or unethical behaviours under this Policy.

The Whistle Blower policy is intended to cover serious concerns that could have a large impact on the company such as actions (actual or suspected) that:

- May lead to incorrect financial reporting
- Amounts to leak of Unpublished Price Sensitive Information
- Are not in line with applicable company policy
- May be detrimental to the image of the group
- Violate the accepted values of the group
- Are unlawful
- Amount to serious improper conduct (including any kind of harassment)

Any employee who has a genuine complaint or concern about any fraud or violation of any law, rule or regulation or unacceptable/improper practice and/or any unethical practice may complain about the same to his/her superior or to the designated person or to the Audit Committee.

The complainant or the whistleblower as he or she as called is not expected to prove the truth of an allegation; the complainant needs to demonstrate to the ombudsperson, that there are sufficient grounds for concern. Certain safeguards have been provided which will prevent harassment or victimisation of the complainant.

Every effort will be made to protect the complainant's identity, subject to legal constraints. Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness of the issue

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raised, the ombudsman can initiate an investigation independently. Malicious allegations by employees may result in disciplinary action.

All the employees shall be protected from any adverse action for reporting any unacceptable/ improper practice and/or any unethical practice or frauds or violation of any law, rule or regulation so long as the employee:

1. Reports in good faith his/her belief that there is a misappropriation of the company's funds;
2. Reports in good faith the violation or suspected violation of a law, rule or regulation;
3. Participates in or gives information in an investigation, hearing, court proceeding, legislative or other inquiry, or other administrative review;
4. Objects or refuses to carry out a directive that the employee believes in good faith may violate a law, rule or regulation.

The Company is forbidden from taking any adverse action against an employee for exercising the employee's rights as listed above. Examples of adverse action are given below:

1. Discharging the employee;
2. Threatening the employee;
3. Discriminating against the employee's employment.

The ombudsman for Semac Consultants Limited is Mr. V.V. Subramanian, Chairman of the Audit Committee and he is authorised by the Board for the purpose of receiving all complaints under this policy and ensuring appropriate action. His contact details are:

Email ID: vs0755@gmail.com, and Compliance.officer@semacconsultants.com,

Contact No.: 8447752916

Contact Address: Plot no 505, Udyog Vihar Phase-III Gurugram Haryana-122016

Audit Committee will receive and record any complaints under this policy, it shall ensure confidentiality of any "Whistle Blowing" complainant who requests that their complaint be treated in confidence and to prepare a report of any whistle blowing complaint and send the report promptly to the Audit Committee Members.

A copy of the report shall be simultaneously sent to the Managing Director for investigation. The Managing Director/ Executive Director after investigation shall place a report to the Audit Committee for discussion and decision. The Audit Committee Members shall then discuss the same and take necessary action. The Audit Committee shall communicate its decision to the complainant for his/ her information.