INDIQUBE SPACES LIMITED
WHISTLEBLOWER POLICY

Date	Version/ amendments
19-12-2024	Originally adopted and approved by the Board
10-02-2026	Modified by Board of Directors
19-10-2026	Updation consequent upon change in the Chairperson of the Audit Committee

1. OBJECTIVE

1.1 IndiQube Spaces Limited (hereafter referred to as **"the Company"**) is committed to comply with various applicable laws, satisfying the Company's code of conduct and ethics, and particularly to assure that the business is conducted with integrity and that the Company's financial information is accurate. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. If potential violation(s) of the Company's policies or applicable laws are not recognized and addressed promptly, both the Company and the persons working for or with the Company can face governmental investigation, prosecution, fines, and other penalties that can be a costly affair, and which may adversely impact the reputation of the Company.

1.2 Consequentially, and to promote the highest ethical standards, the Company is committed to maintain an ethical workplace that facilitates the reporting of potential violations of the Company's policies and the applicable laws. To maintain these standards, the Company encourages its employees who have concern(s) about any actual or potential violation of the legal & regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. any claim of theft or fraud, and any claim of retaliation for providing information to or otherwise assisting the Audit Committee, to come forward and express his/her concern(s) without fear of punishment or unfair treatment. The policy shall be effective from the date of listing of the securities of the Company on the stock exchange(s).

1.3 This Policy aims to provide an avenue for employee(s) to raise their concerns that could have grave impact on the operations, performance, value and the reputation of the Company and it also empowers the Audit Committee of the Board of Directors to investigate the concerns raised by the employees.

1.4 This Policy should not be used in place of the Company grievance procedure or be used as a route for raising malicious or unfounded allegations against colleagues.

1.5 Any subsequent amendment/ modification in the statutory provisions shall automatically apply to this Policy.

1.6 The Company Secretary & Compliance Officer of the Company shall be responsible for the ownership, oversight, periodic review, and updates of this Policy.

2. DEFINITIONS

2.1 **"Alleged Wrongful Conduct"** means violation of applicable laws or of Company's code of conduct or ethic policies, mismanagement of money, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority or any illegal act(s).

2.2 **"Audit Committee" or "Committee"** means, the committee of the Board of Directors of the Company constituted under Section 177 of the Companies Act, 2013 and the rules made thereunder which shall include any modification or amendment thereof.

2.3 **"Compliance Officer"** means the company secretary of the Company who may be designated as the Compliance Officer under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

2.4 **"Disciplinary Action"** means, any action that can be taken on the completion of/during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

2.5 **"Employee(s)"** means employee(s) of the Company and its subsidiary

2.6 **"Fact Finder"** shall mean, the person(s) or outside entity agency appointed by the chairperson of the Audit Committee to investigate a Protected Disclosure;

2.7 **"Good Faith"** means a director or an employee(s) shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good faith shall be deemed lacking when the employee(s) does/ do not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

2.8 **"Protected Disclosure"** means, a concern(s) raised by a written communication made in good faith that discloses or demonstrates information that may evidence improper practice. Protected Disclosures should be factual and not speculative in nature.

2.9 **"Subject"** means, a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this Policy.

2.10 **"Managerial Personnel / Managers"** shall include all employees at the level of manager and above, who have the authority to make or influence significant employment decisions.

2.11 **"Policy or "This Policy"** means, the **"Whistleblower Policy."**

2.12 **"Unethical and Improper Practices"** include –

(i) Criminal offence (e.g. fraud, corruption or theft) committed/ likely to be committed;

(ii) Failure to comply with law / legal/ regulatory obligations;
(iii) Breach of client promise by the Company;
(iv) Miscarriage of justice occurred/ likely to occur;
(v) Company funds used in an unauthorised manner;
(vi) Sexual or physical abuse / harassment of a member of staff, service recipient or service provider;
(vii) Discrimination against a member of staff, service recipient or service provider on grounds of sex, caste, religion or disability;
(viii) Actions which endanger the health or safety of employees or the public;
(ix) Any other form of improper action or misconduct;
(x) Information relating to any of the above deliberately concealed or attempts being made to conceal the same;
(xi) An act which does not conform to 'approve standard' of social and professional behaviour;
(xii) An act which leads to unethical business practices;
(xiii) Breach of etiquette or morally offensive behaviour;
(xiv) Misrepresentation of financial information, that may lead to incorrect financial reporting;
(xv) Practices not in line with the applicable Company's policy;
(xvi) Financial irregularities of any nature;
(xvii) Breach of Information Security Policy of the company r. Breach of any Staff Policies

2.13 **"Whistleblower/ Complainant"** means an individual who discloses in good faith any unethical & improper practices or alleged wrongful conduct.

3. SCOPE

3.1 The Policy is applicable to all the employees, consultants (part time, full time and temporary employees) of the Company, its subsidiary , whether in India or out of India and any such persons as mentioned above are required to report to the Company any suspected violation of any law that applies to the Company and its subsidiary and any suspected violation of the Company's code / rules of conduct.

4. SAFEGUARDS

4.1 The Company shall ensure that no adverse action being taken or recommended against the Whistleblower / Complainant in retaliation to his disclosure of any unethical and improper practices or alleged wrongful conduct. This Policy protects such director(s) and employee(s) from unfair termination, harassment and unfair prejudicial employment practices. Any abuse of this protection will warrant disciplinary action.

5. DISQUALIFICATION

5.1 While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, this Policy does not protect director(s)/ employee(s) from disciplinary action arising out of deliberate false or bogus allegations made with mala fide intentions.

5.2 In the event, a Whistleblower that 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 the Policy. In respect of such Whistleblower, the Company/ Audit Committee would reserve its right to take / recommend appropriate Disciplinary Action.

5.3 However, this Policy does not protect the Whistleblower from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this Policy.

6. GUIDING PRINCIPLES

6.1 To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company and the Audit Committee will:

A. Ensure that the Whistleblower and/or the person processing the Protected Disclosure are not victimized for doing so. But, this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation.
B. Treat victimization as a serious matter, including initiating disciplinary action on such person/(s).
C. Ensure confidentiality.
D. Not attempt to conceal evidence of the Protected Disclosure.
E. Take Disciplinary Action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made.
F. Provide an opportunity of being heard to the persons involved especially to the Subject.
G. This Policy may not be used as a defence by an employee against whom an adverse action has been taken independent of any disclosure of intimation by him and for legitimate reasons or cause under the Company's rules and policies.

7. ANONYMOUS DISCLOSURES

7.1 An anonymous complaint, that is, any complaint or concern raised without any of the following information, viz. name, address and contact details of the complainant / person raising the concern, shall not be considered a valid Protected Disclosure, except where the Audit Committee treats it as a special case and decides to take it up under this Whistleblower Policy.

7.2 The Audit Committee shall record the reasons why it is treating such a complaint or concern as a special case.

7.3 The Audit Committee may decide to treat a complaint or concern as a special case based on the following:

A. How serious and material the issue raised is;
B. How credible the concern appears;
C. How feasible it appears to corroborate the facts with attributable sources;

D. Does the concern appear to have been in good faith; or
E. Does the concern appear factual and not speculative in nature.

7.4 A record of the anonymous complaints received shall be maintained along with the details of how they were received and dealt with.

8. PROTECTION TO WHISTLEBLOWER:

8.1 If a Whistleblower / complainant raises any concern under this Policy, he / she will not be at a risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner, risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/ her duties/ functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

A. the communication/ disclosure is made in good faith;
B. the Whistleblower reasonably believes that information, and any allegations contained in it, are substantially true; and
C. the Whistleblower is not acting for any personal gain.

8.2 Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

8.3 However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

8.4 The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company may publicly inform employees of the penalty imposed and discipline of any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this Policy.

8.5 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

9. DUTIES & RESPONSIBILITIES

9.1 **WHISTLEBLOWER**

A. Bring to attention of the Company any Improper Practice the Whistleblower becomes aware of. Although the Whistleblower is/ are not required to provide proof, the Whistleblower must have sufficient cause for concern,

B. Follow the procedures prescribed in this Policy for making a Protected Disclosure,

C. Co-operate with the investigating authorities,

D. Maintain confidentiality of the subject matter of the disclosure and the identity of the persons involved in the alleged Improper Practice. It may forewarn the subject and important evidence is likely to be destroyed,

9.2 **CHAIRPERSON OF AUDIT COMMITTEE AND AUDIT COMMITTEE/ FACT FINDER**

A. Conduct the enquiry in a fair, unbiased manner;

B. Ensure complete fact-finding,

C. Maintain confidentiality,

D. Decide on the outcome of the investigation, whether an Improper Practice has been committed and if so by whom,

E. Recommend an appropriate course of action - suggest Disciplinary Action, including dismissal, and preventive measures,

F. Minute committee deliberations and document the final report.

9.3 **COMPLIANCE OFFICER**

A. The Compliance Officer shall facilitate all assistance to the Audit Committee and its chairperson to conduct the investigation against any complaint under this Policy, will assist the Chairperson of the Audit Committee in holding any enquiry and in finalisation of the Fact Finder and in reporting to the Board of Directors of the Company for the reports under this Policy.

10. PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES

10.1 **How should a Protected Disclosure be made and to whom?**

A. A Protected Disclosure and other communication should be made by sending a complaint letter in a sealed envelope marked "Private and Confidential" to the Chairman of the Audit Committee at below address: Mr. Ishwar Subramanian, Plot # 53, Careernet Campus, Kariyammanna Agrahara Road, Devarabisanahalli, Outer Ring Road, Bengaluru – 560 103, Karnataka, India or in writing by email addressed to the Chairperson of the Audit Committee and the Compliance Officer in the following email-ids:

- Chairperson of the Audit Committee – Ishwar.subramanian@indiqube.com
- Compliance Officer- cs.compliance@indiqube.com

Further, the Protected Disclosure can also be made in writing a text message in the below mentioned Phone no of the Company:

Phone no: - +91 7349089890

10.2 **Is there any specific format for submitting the Protected Disclosure?**

A. While there is no specific format for submitting a Protected Disclosure, the following details must be mentioned:

1. Name, address and contact details of the Whistleblower (except in special cases referred to in clause 7)
2. Brief description of the Improper Practice, giving the names of those alleged to have committed or about to commit an Improper Practice. Specific details such as time and place of occurrence are also important.
3. In case of letters, the Protected Disclosure should be sealed in an envelope marked "Whistleblower" and addressed to the Chairperson of Audit Committee.
4. In case of e-mail, the Protected Disclosure should be marked "Confidential" and the subject line should contain "Whistleblower" and addressed to the Chairperson of Audit Committee.

10.3 **What will happen after the Protected Disclosure is submitted?**

A. The Chairperson of Audit Committee shall acknowledge the receipt of the Protected Disclosure as soon as practically possible (preferably within 7 days of receipt of a Protected Disclosure), where the Whistleblower has provided his/her contact details.

B. The Chairperson of the Audit Committee either himself or along with the Compliance Officer or by appointing a Fact Finder with the assistance of the Compliance Officer will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Protected Disclosure constitute an Improper Practice by discussing with the other members of the Audit Committee. If the Chairperson of Audit Committee determines that the allegations do not constitute an Improper Practice, he/ she will record this finding with reasons and communicate the same to the Whistleblower.

C. An employee or a director who knowingly makes false allegations shall be subject to Disciplinary Action, up to and including termination of employment, removal from the office of directorship in accordance with Company rules, policies and procedures and other applicable laws.

D. In the event that any member of the Committee has a conflict of interest in a given case, they will recuse themselves and the others on the Committee would deal with the matter on hand.

E. If the Chairperson of Audit Committee determines that the allegations constitute an Improper Practice, he / she will proceed to investigate the Protected Disclosure with the assistance of the Audit Committee, which may take the help from the Compliance Officer, internal auditor and a representative of the relevant division / department where the breach has occurred, as he / she deems necessary. If the alleged Improper Practice is required by law to be dealt with under any other mechanism, the Chairperson of Audit Committee shall refer the Protected Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.

F. The Subject will be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation. The Subject may be informed of the outcome of the inquiry/ investigation process.

G. The investigation may involve the study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information by the chairperson of Audit Committee or Audit Committee for the purpose of such investigation shall do so. Individuals with whom the chairperson of Audit Committee or Audit Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary co-operation for such purpose.

H. If the Improper Practice constitutes a criminal offence, the Audit Committee will bring it to the notice of the Executive Chairman and take appropriate action.

I. The Audit Committee shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Board of Directors as soon as practically possible and in any case, not later than 30 days from the date of receipt of the Protected Disclosure or such other additional time as may be required based on the circumstances of the case.

10.4 **What should a Whistleblower do if he / she faces any retaliatory action or threats of retaliatory action as a result of making a Protected Disclosure?**

A. If a Whistleblower faces any retaliatory action or threats of retaliatory action as a result of making a Protected Disclosure, he / she should inform the chairperson of Audit Committee in writing immediately. The chairperson of the Audit Committee will treat reports of such actions or threats as a separate Protected Disclosure and investigate the same accordingly and may also recommend appropriate steps to protect the Whistleblower from exposure to such retaliatory action and ensure implementation of such steps for the Whistleblower's protection.

10.5 Anonymous emails shall not be entertained.

10.6 The Fact Finder must comprise of Managerial Personnel at least two grades higher than the employee(s) against whom the complaint has been raised and not have any reporting relationship, either primary or secondary, with the latter.

10.7 Under circumstances after or during investigation, if the Whistle-blower has reasons to believe that he/she has been subject to any form of discrimination, retaliation or harassment for having reported the alleged wrongful conduct, the whistle blower must immediately bring it to the notice of the Chairperson of the Audit Committee and/ or the Compliance Officer.

10.8 Harassment, victimization of the Whistleblower or the adoption of any other unfair employment practice towards the Whistleblower will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee.

11. INVESTIGATION

11.1 All protected disclosures received by the Chairperson of the Audit Committee will be promptly and thoroughly investigated. All information disclosed during the course the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable laws.

11.2 The decision of the Chairperson of the Audit Committee to conduct an investigation, by itself, is not an accusation and is to be treated as a neutral fact-finding process. Also, the outcome of such investigative action need not conclusively support the Whistleblower's complaint than a wrongful act was actually committed. The employee/s against whom the complaint has been made shall be informed of the allegations and provided opportunities to present facts and other information to defend his/ her/ their case, subject to legal constraints.

11.3 The Chairperson of the Audit Committee will make a detailed written record of the Protected Disclosure which will include the following –

A. Facts of the matter
B. Whether the same Protected Disclosure was raised previously by anyone and if so, the outcome thereof.
C. Whether the financial / otherwise loss which has been incurred / would have been incurred by the Company.
D. Findings of the investigation carried out by the Fact Finder/ Chairperson of the Audit Committee
E. Recommendations of the Chairperson of the Audit Committee.

11.4 All directors, employees and managers have a duty to cooperate in the proceedings of the investigation of a complaint. If the employees fail to cooperate or deliberately provide false information during an investigation, they will be subject to disciplinary action, including termination of services from the Company.

11.5 Everyone working for or with the Company has a responsibility to cooperate in the investigation of reports of violations. Company will have access to all property in the investigation i.e. Company Laptop, Mobile Phone (Company provided / Personal). Failure to cooperate in an investigation, or deliberately providing false information during an investigation, may result in taking disciplinary action, which can also include termination from the employment.

12. DOCUMENTATION & RETENTION

12.1 The Fact Finder / Chairperson of the Audit Committee shall have a right to call for any information/document and examination of any employee of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation.

12.2 A report shall be prepared after completion of investigation and the Chairperson of the Audit Committee shall document the same. All discussions of the proceedings would also be documented and the final report shall be prepared subsequently. The decision of Chairperson of the Audit Committee shall be final and binding. If and when the Chairperson of the Audit

Committee is satisfied that the alleged unethical & wrongful conduct existed or is in existence, then the Chairperson of the Audit Committee may-

A. Recommend to the concerned authority to reprimand, take disciplinary action, and impose penalty / punishment when any alleged unethical & improper practice or wrongful conduct of any employee is proved.

B. Recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical and improper practice or wrongful conduct.

C. All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

13. SECRECY/ CONFIDENTIALITY

13.1 All involved in the process of investigation i.e. the Whistleblower, Subject, the Compliance Officer, the Audit Committee, or Chairperson of the Audit Committee shall-

A. Maintain complete confidentiality / secrecy in the matter;
B. Not discuss the matter in any informal / social gatherings / meetings;
C. Discuss only to the extent or with the persons required for the purpose of completing the process and investigations;
D. Not keep the papers unattended anywhere at any time;
E. Keep the electronic mails/files under password.

13.2 In the event if Management realises that if anyone is not complying with the above he/ she shall be held liable for such Disciplinary Action as is deemed fit by the Management.

14. COMPANY'S POWERS

14.1 The Board of Directors of the Company may subject to applicable laws and at the recommendation of the Audit Committee is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Audit Committee in line with the broad intent of the Policy and in consultation with the Board of Directors. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

15. SCOPE

In case of any conflict between the provisions of this Policy and of the statutory provisions, the statutory provisions shall prevail over this Policy. Any subsequent amendment/ modification in the statutory provisions shall automatically apply to this Policy.

16. MANDATORY DISPLAY OF THE POLICY

A copy of the Policy shall be displayed at a prominent place inside the Company's registered office premises and on the Company's website i.e. www.indiqube.com.