WHISTLEBLOWER POLICY

The Company has adopted a Whistleblower Policy, which outlines the Company's commitment to ensure that all directors, permanent employees, customers and vendors/contractors of the Company are able to raise concerns regarding any serious irregularities or any unfair practice or any event of misconduct of any illegal activity occurring in the company. The Whistleblower Policy of the Company has been approved by the Audit Committee of the Board of Directors of the Company as per the terms of the provisions of Section 177(9) of the Companies Act, 2013, Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 4(2)(d)(iv) and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Any actual or potential violation of the Company's Code of Conduct, however insignificant or perceived as such, would be a matter of serious concern for the Company. The role of employees in pointing out such violations of the Code cannot be undermined. Accordingly, this Whistle blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

In addition, the Whistleblower Policy also provides for a mechanism for reporting and a transparent, free and fair examination of reported complaints on serious misconduct or breach of employee code of conduct (Employee Code) and corruption/bribery by any of the company's employees.

1. Preface

1.1 **Bondada Engineering Ltd** believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

1.2 The Company is committed to developing a culture where it is safe for all employees and Stakeholders to raise concerns about any poor or unacceptable practice or any serious irregularities or any unfair practice or any event of misconduct of any illegal activity.

1.3 The company's guiding principles provide for establishment of a mechanism for employees and customers/contractors/suppliers (collectively hereinafter referred as Stakeholders) to report to the management, concern about unethical behaviours, actual or suspected fraud, or violation of the company's General guidelines on conduct or ethics. This mechanism could also provide for adequate safeguards against victimization of employees and Stakeholders who avail of the mechanism and also provide for direct access to the Ombudsperson and Chairman of the Audit Committee in exceptional cases.

1.4 The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees and Stakeholders wishing to raise a concern about serious irregularities within the Company.

1.5 The policy neither releases employees and Stakeholders 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.

1.6 Accordingly, Company established a Whistleblower Policy/ Vigil Mechanism.

1.7 The Company has also adopted a Code of Conduct for the Board members and Senior Management Personnel (the "Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

1.8 Employee Code of Conduct is a set of rules to the company's employees (the "Employee Code"), which lays down the principles and standards of ethical conduct of work, integrity and transparency by all employees.

2. Applicability

2.1 The scope of the Policy covers all directors, permanent employees, customers and vendors/contractors of the Company

2.2 The Policy has been drawn up so that the Whistleblower can be confident about raising a concern. The areas of concern covered by this Policy are summarized hereinafter

3. Objective

3.1 This policy seeks the support of Company employees, channel partners and vendors to report Significant deviations from key management policies and report any non-compliance and wrong practices, e.g., unethical behaviour, fraud, violation of law, inappropriate behaviour /conduct etc.

4. Policy

4.1 This Policy is for the directors, permanent employees, customers and vendors/contractors of the Company of the company as defined hereinafter.

4.2 The Policy has been drawn up so that Employees, customers and vendors/contractors can be confident about raising a concern. The areas of concern covered by this Policy are summarized in Clause7.

5. Definitions

5.1 'Alleged Wrongful Conduct' shall mean violation of law, Infringement of Company's rules, misappropriation of moneys, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

5.2 'Audit Committee' means the committee constituted by the company in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement).

5.3 "Board" means the Board of Directors of the Company.

5.4 'Code' means Code of Conduct for Board members and Senior Management Personnel of the Company.

5.5 'Employee Code' means the Code of Conduct for all employees of the Company.

5.6 'Company' means Bondada Engineering Ltd.'

5.7 'Compliance Officer' means Company Secretary of the Company.

5.8 '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.

5.9 'Employee' means all permanent, temporary employees of the Company, including the contract employees.

5.10 'Good Faith' An employee 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 does not have personal knowledge on 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.

5.11 'CMD & CEO' means the Chairman & Managing Director and Chief Executive Officer of the Company respectively.

5.12 'Protected Disclosure' means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

5.13 'Senior Management Personnel' shall have the same meaning as mentioned under reg 16(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5.14 'Subject' means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

5.15 'Whistle Blower' is someone who makes a Protected Disclosure under this Policy.

5.16 'Ombudsperson/Vigilance Officer or Ethics Officer' is the person nominated for the purpose of receiving all complaints under this Policy and ensuring appropriate action. The management will have the authority to change the Ombudsperson after the expiry of the term of appointment, based on the company policy. The names of such persons are listed below in Clause 10.15 and on the company's website.

5.17 Stakeholders mean the Company's customers, contractors and suppliers.

5.18 'Whistle Committee' means, the Whistle Officer or Vigilance Officer or an officer or Committee of persons who is/are nominated/appointed to conduct detailed investigation.

6. The 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 will:

- Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- Ensure complete confidentiality.
- Not attempt to conceal evidence of the Protected Disclosure;
- Take disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made/ to be made;
- Provide an opportunity of being heard to the persons involved, especially to the Subject;

7. Coverage of Policy

7.1 This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, demanding and /or accepting gratification, obtaining a valuable thing without or inadequate consideration from a person with whom he have or may have official dealings, obtaining for self or any other person pecuniary benefits by corrupt or illegal means or abusing his position and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The employees of the Company are eligible to make Protected Disclosures under the Policy. An employee can avail of the channel provided by this Policy for raising an issue covered under this Policy

7.2 The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- Abuse or misuse of authority or undue influence or coercion
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of company data/ records
- Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- Criminal/Civil offence
- Pilferage of confidential/ propriety information
- Deliberate violation of law/ regulation
- Wastage/ misappropriation of company funds/ assets
- Breach of employee Code of Conduct or Rules or 'Employee Code'
- Any other unethical, biased, favoured, imprudent event

7.3 Policy should not be used in place of the Company's grievance procedures including but not limited to compensation, increment, promotion, job location, job profile, immunities, leaves and training or other privileges or be a route for raising malicious or unfounded allegations against colleagues/ seniors.

8. Anonymous Allegation

8.1 Whistle blowers must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Disclosures expressed anonymously will ordinarily NOT be investigated.

9. Disqualifications

9.1 While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

9.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.

9.3 Whistleblowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company's rules, policies and procedures.

9.4 Routine HR grievances are not covered by this policy and shall be dealt with relevant policies and procedures, unless the grievance includes severe misconduct and those listed at Clause 7.

9.5 Issues relating to regular payments to contractors and suppliers and those linked to contractual obligations whether fulfilled in full or in part and any such issues that are required to be resolved with the concerned section of the Company, unless otherwise the issue involves issues listed at Clause 7 above.

9.6 Sexual Harassment cases, to be examined by POSH committee are not covered by this policy and shall be dealt with relevant policies and procedures of the company in this regard.

9.7 Anonymous complaints without credible and adequate substantiation may not be considered.

10. Manner in which concern can be raised

10.1 Employees and Stakeholders can make Protected Disclosure to Ombudsperson through any of the means listed at 10.2 below, as soon as possible but not later than 15 consecutive days after becoming aware of the same.

10.2 Complaints will be received through an anonymous email id (ethics.integrity@bondada.net) or mobile 91-9100127940 to which only the Ombudsperson will have access OR by the Vigilance Officer (Bondada house, C 26, ECIL, Kushaiguda Industrial Area, Kushaiguda, Secunderabad, Telangana 500062) OR by the names and address of the personnel mentioned at Clause 10.14 as deemed appropriate by the Whistle Blower. If the above officers other than Ombudsperson receives the complaint that, in their opinion, feel that it should have been made to the Ombudsperson, they may refer it to the Ombudsperson.

10.3 Whistleblower must put his/ her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.

10.4 If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter of investigation under this Policy, it may be dismissed at this stage and the decision is documented. This activity is to be completed within 7 days after the disclosure/complaint is received.

10.5 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Vigilance Officer/Vigilance Committee/Vigil Committee/Whistle Committee. If the complaint is of nature that requires the Audit Committees perusal, the Ombudsperson will forward his/ its findings to the Audit committee. The Audit committee shall record the disclosure and proceed with the investigation. An external agency may also be engaged to investigate claims of a very grave nature. If it is a matter of a misconduct/fraud/corruption by one or more employee(s) that doesn't require the Audit Committee's immediate attention, such matters be investigated by a 'Whistle Officer', Vigilance Officer, or 'Whistle Committee' and the matter be accordingly referred to such person/committee in consultation with CMD/CEO or without such consultation as deemed appropriate by the Ombudsperson. This activity is to be completed within 14 days after the disclosure/complaint is received.

10.6 Ombudsperson/Whistle 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 under this policy.

10.7 The Ombudsperson/Whistle Committee shall make and maintain a detailed written record of the Protected Disclosure and the investigation conducted pursuant thereto. Such record shall, to the extent applicable, include:

i. The facts and circumstances of the matter;
ii. Whether the same or substantially similar Protected Disclosure was raised previously by any person and, if so, the outcome thereof;

iii. Whether any Protected Disclosure was raised previously against the same Subject and, if so, the outcome thereof;
iv. The financial or other loss incurred or likely to be incurred by the Company;
v. The findings of the Ombudsperson/Whistle Committee; and
vi. The recommendations of the Ombudsperson/Whistle Committee regarding disciplinary or other appropriate action.

10.8 The Ombudsperson/Whistle Committee shall finalize and submit its investigation report to the Chairman of Audit committee or Audit Committee within the timeline specified under Clause 10. Where, owing to exceptional circumstances, the investigation cannot be completed within the prescribed timeline, the Chairman of Audit committee may permit such additional time as may be reasonably necessary, provided that the reasons for such extension are recorded in writing.

10.9 On receipt of the report, the Chairman of Audit Committee shall discuss the matter with Ombudsperson / Whistle Committee and shall either:

i. In case the Protected Disclosure is proved, accept the findings of the Whistle Officer/ Vigilance officer /Whistle Committee and refer the matter to the management of the Company, the management shall take such Disciplinary Action as they may think fit and take preventive measures to avoid reoccurrence of the matter;
ii. In case the Protected Disclosure is not proved, extinguish the matter; Or
iii. Depending upon the seriousness of the matter, the Chairman Audit Committee may refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.
iv. If the management is to take suitable action, the matter is to be referred to the management through Compliance Officer.
v. On receipt of the report, the management would determine the course of action and order for remedies. This activity is to be completed within 7 days after the report is received from the Board/ Audit Committee.

10.10 Name of the Whistleblower shall not be disclosed to the Whistle Officer/Whistle Committee without prior consent of the whistleblower.

10.11 No attempts should be made to conceal evidence of the Protected Disclosure. Disciplinary action may be taken, if anyone destroys or conceals evidence of the Protected Disclosure made/ to be made.

10.12 A report on the action taken is to be submitted to the Ombudsperson by the Compliance Officer.

10.13 Ombudsperson is to communicate the outcome to the Whistleblower immediately on receipt of the action taken report and confirm the same to the Compliance Officer.

10.14 In exceptional cases, where the Whistleblower is not satisfied with the outcome of the investigation and the decision. He can make a direct appeal to the Chairman of the Audit committee.

10.15 All Protected Disclosures should be addressed to the Ombudsperson of the Company or to the Chairman of the Audit Committee/ CMD & CEO in exceptional cases. The contact details of the are as under:-

Name and Address of Ombudsperson/Vigilance/Ethics Officer of the Company:

Name	**Lieutenant General K R Rao PVSM AVSM VSM (Retd)**
Address	Bondada House, C-26, Kushaiguda Industrial Area, Kushaiguda, ECIL, Hyderabad-500062
Mail ID	ethics.integrity@bondada.net
Mobile No.	+91 9100127940

Protected Disclosure against Ombudsperson should be addressed to the Chairman of the Company and the Protected Disclosure against the CMD & CEO of the Company should be addressed to the Chairman

of the Audit Committee. The contact details of the Chairman, MD & CEO and the Chairman of the Audit Committee are as under:

Name and Address of Chairman and Managing Director of the Company:

Name	**Dr. Bondada Raghavendra Rao**
Address	Bondada House, C-26, Kushaiguda Industrial Area, Kushaiguda, ECIL, Hyderabad-500062
Mail ID	raghavendrarao.bondada@bondada.net

Name and Address of CEO of the Company:

Name	**Mr. Sreenivas Ratnam VSM (Retd)**
Address	Bondada House, C-26, Kushaiguda Industrial Area, Kushaiguda, ECIL, Hyderabad-500062
Mail ID	Sreenivas.ratnam@bondada.net

Name and Address of the Chairman of the Audit Committee:

Name	**Mr. Pasupuleti Venkata Subba Rao**
Address	Bondada House, C-26, Kushaiguda Industrial Area, Kushaiguda, ECIL, Hyderabad-500062
Mail ID	Chairman.auditcommittee@bondada.net

11. Protection

11.1 Directors or Employees should feel free to report matters of wrongdoing to the Ombudsperson /Whistle officer/ Vigilance officer, Whistle Committee without fear of any repercussion on themselves. The management assures maintaining anonymity of the Whistle blower at all times. The management also affirms that the whistle blower shall be protected from unfair termination and any other unfair prejudicial employment practices, which the Whistleblower may face from any quarters within the Company due to the act of whistleblowing.

11.2 No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle blower.

11.3 The identity of the Whistleblower shall be kept confidential.

11.4 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

12. Secrecy/Confidentiality

12.1 The Whistleblower, the Subject, the Whistle Officer/Whistle Committee and everyone involved in the process shall:

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

12.2 If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

13. Grievance

13.1 If the Whistleblower feels aggrieved with the final action taken on his complaint or if he feels that protection, which he is entitled to has not been provided, then he may make a representation in writing of his grievance to the Chairman of Audit Committee directly, who will take such action as may be considered necessary to redress the grievance.

14. Reporting

14.1 A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and Board.

15. Interpretation

15.1 Terms that have not been defined in this Policy shall have the same meaning as assigned to them in the Companies Act, 2013.

16. ACCESS TO CHAIRPERSON OF THE AUDIT COMMITTEE

16.1 The Whistle Blower/ vigilance officer/ whistle committee may have direct access to the chairperson of the Audit Committee in appropriate or exceptional cases justifying the reasons therefore, and the chairperson of the Audit Committee may prescribe suitable directions in this regard.

16.1 Employees and Stakeholders may, if they wish to escalate any complaint directly to the Chairperson of the Audit Committee of the Board, by using above contact.

17. Notification

17.1 All BU Heads and Corporate Function Heads are required to notify & communicate the existence and contents of this policy to the employees of their BU/Corporate Function and render a report to the Compliance Officer that this policy was notified to each employee of his section. The new employees shall be informed about the policy by the HR department and statement in this regard should be periodically submitted to the Compliance Officer. A copy of this policy as amended from time to time shall be made available at all Offices of the Company at a prominent place inside the Company's premises and the Website of the Company.

17.2 The SCM department is to notify and communicate the existence and contents of this policy to all suppliers/contractors along with the supply order.

18. Retention of Records / Documents

18.1 All documents relating to such Protected Disclosure made through the procedures outlined above shall be retained for at least Three/ Five/ Seven years from the date of the 'Protected Disclosure', after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry, or investigation, in which case the information will be retained for the duration of that litigation, inquiry, or investigation and therefore as necessary

19. Amendment

19.1 The Board of Directors of the Company has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

In view of the above and based on the recommendations of the Audit Committee, the Board of Directors further amended the policy on 22nd September 2026.