

WHISTLEBLOWER POLICY/VIGIL MECHANISM

1. INTRODUCTION

Mindteck (India) Limited (hereinafter referred to as “**the Company**”) is committed to the highest standards of transparency, professionalism, legal compliance, honesty, integrity, ethical behavior, Corporate Governance and accountability in conducting its business. The Company is committed to developing a culture where it is safe for all persons to raise concerns or grievances on various matters pertaining to any malpractice, fraud, violation of code of conduct, abuse of power or authority by any official and misconduct.

An important aspect of transparency and accountability is a mechanism to enable all persons to voice their Protected Disclosures in a responsible and effective manner. It is a fundamental term of every contract of employment with the Company that an employee will faithfully serve his or her employer and not disclose confidential information about the employer’s business and affairs. Nevertheless, where any person discovers information which he/she believes to be a serious malpractice, impropriety, abuse or wrongdoing within the organization, especially at the higher levels, then he/she should be able to disclose or report this information internally without fear of reprisal.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides for a mandatory requirement for all listed companies to establish a mechanism called ‘**Whistleblower Policy**’ for Stakeholders to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

Accordingly, this Whistleblower Policy (“**the Policy**”) has been formulated with a view to provide a mechanism for all persons to approach various Committees of the Company.

In addition to the Listing agreement, section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates all listed companies to constitute a vigil mechanism.

2. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code

(a) “**Audit Committee**”- means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) “**Alleged Wrongful Conduct**”- shall mean and includes, but not limited to

- Non- Compliance of Corporate Governance
- Non- Compliance of Related Party Transactions
- Misappropriation of funds
- Non-compliance to the law of the land or violation of law
- Concealing legal mandatory disclosures
- Breach of fiduciary responsibilities
- Infringement of Company’s Code of Conduct
- Breach of integrity and ethics policy

- Infringement of Insider Trading Code of the Company
- Financial Irregularities
- Infringement and misuse of Intellectual Property

(c) **“Code”**- means Company Code of Conduct

(d) **“Company means”**- “Mindteck (India) Limited”.

(e) **“Employee”**- Employee means every employee of the Company (whether working in India or abroad), permanent or temporary including the contracted employee and Directors of the Company whether in the employment of the Company or not.

(f) **“Person”** – means any former or current employees, vendors, consultants and any other person(s) who is affiliated with the Company

(g) **“Protected Disclosure”**- means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

(h) **“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.

(i) **“Whistleblower”**- means any person making a Protected Disclosure under this Policy.

3. SCOPE OF THE POLICY

(a) This policy covers all persons of Mindteck (India) Limited and its subsidiaries.

(b) The Policy covers any ‘Alleged Wrongful Conduct’ and other malpractices which have taken place involving, but not limited to:

- Any unlawful act, whether criminal or not.
- Breach of any Policy or Manual or Code of conduct adopted by the Company.
- Abuse (e.g. through physical, psychological or financial abuse, exploitation or neglect).
- Fraud and corruption (e.g. to solicit or receive any gift/reward as a bribe).
- Any instance of failure to comply with legal or statutory obligation either on behalf of the Company or in any personal capacity in the course of discharging duties of the Company.
- Any kind of financial malpractice.
- Abuse of power (e.g. bullying/harassment).
- Negligence causing substantial and specific danger to public health and safety
- Wastage/misappropriation of company funds/assets
- Any other unethical or improper conduct.

(c) All persons Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or any of its subsidiaries.

(d) This Policy has been introduced by the Company to enable persons to raise their Protected Disclosures about any ‘Alleged Wrongful Conduct’, malpractice, impropriety, abuse or wrongdoing at any stage and in the right way, without fear of victimization, subsequent discrimination or disadvantage. However, persons shall not to use this mechanism to question financial or business decisions taken by the Company Management or to reopen issues, which have already been addressed pursuant to disciplinary or other procedures of the Company.

- (e) The Whistleblower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- (f) Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Committee Heads.

4. EFFECTIVE DATE OF POLICY

This revised policy will be effective from February 13, 2018.

5. COMPANY GUARANTEES UNDER THE POLICY

Protection:

- (a) The Company as a matter of Policy condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection shall be given to Whistleblowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, 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.
- (b) The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. Whistleblowers who acted in good faith, raised genuine Protected Disclosures under this Policy will not be at risk of losing their jobs or be subjected to any kind of harassment or pressure from the Management.

Protected Disclosures are not published.

The Company will take appropriate action to protect the identity of Whistleblowers who raise Protected Disclosures in good faith, unless forced by circumstances to reveal, in which case the Whistleblower will be taken into confidence and his/her interests adequately protected.

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

Disqualifications

- (a) 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.
- (b) 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.

Whistleblowers' who make 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. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to recommend/take appropriate disciplinary action.

6. PROCEDURE FOR DISCLOSURE, ENQUIRY AND DISCIPLINARY ACTION

How to disclose Protected Disclosures?

- a) A person intending to make any Protected Disclosure is required to disclose all relevant information at the earliest from the day on which he/she knew of the Protected Disclosure.
- b) Protected Disclosures should preferably be reported in writing, so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in the regional language of the place of employment of the Whistleblower.
- c) The Protected Disclosure, if forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee shall detach the covering letter and discuss the Protected Disclosure with the Members of the Committee.
- d) The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained by the Audit Committee as it would not be possible to interview the Whistleblowers.
- e) Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

To whom should Protected Disclosures be disclosed?

The Protected Disclosure should be disclosed through E-mail or fax, letter or any other method to the Chairman of Audit committee as mentioned below:

Chairman of Audit Committee

Mindteck (India) Limited
A.M.R. Tech Park, Block 1, 3rd Floor, #664,
23/24, Hosur Main Road, Bommanahalli,
Bangalore 560068
Email: auditcommitteeCM@mindteck.com

Investigation process:

- (a) All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit Committee of the Company, who will investigate/oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.
- (b) The Chairman of the Audit Committee may at his discretion, consider involving any Investigators for the purpose of investigation.

- (c) The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- (d) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- (e) Subject will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- (f) Subject shall co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- (g) Subject has a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit Committee and/or the Whistleblower. Subject shall be free at any time to engage counsel at their own cost to represent them in the investigative proceedings.
- (h) Subject shall not interfere with the investigation.
- (i) Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject.
- (j) Unless there are compelling reasons not to do so, Subject will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- (k) Subject has a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- (l) The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

Appeal against the decision of the Audit Committee

If either the Whistleblower or the Subject is not satisfied with the decision of the Audit Committee, then either of the Parties could prefer an appeal against this decision before the Company's Board and the decision of the Board in the matter will be final and binding on all the parties in relation to the terms of employment. Appropriate appeal procedure may be formulated by the Board, ensuring principles of natural justice and the Subject shall have right of remedies under the law.

Untrue Allegations

If any person makes allegations in good faith, which is not confirmed by subsequent investigation, no action will be taken against the Whistleblower. In making disclosures, due care should be exercised to ensure the accuracy of the information.



Maintaining confidentiality of the Protected Disclosure

The Whistleblower as well as any of the persons to whom the Protected Disclosure has been disclosed or any of the persons who will be investigating or deciding on the investigation as well as the members of the Audit Committee shall not make public the Protected Disclosure disclosed except with the prior written permission of the Audit Committee. However, this restriction shall not be applicable if any Whistleblower is called upon to disclose this issue by any judicial process and in accordance with the laws of land.

7. COMPLAINTS OF RETALIATION AS A RESULT OF DISCLOSURE

- (a)** If any Whistleblower believes that he/she has been retaliated against in the form of any adverse action for disclosing a Protected Disclosure under this Policy, he/she may file a written complaint to the Audit Committee seeking redress.

- (b)** For the purposes of this Policy, an adverse action shall include a disciplinary suspension, a decision not to promote, a decision not to grant a salary increase, a termination, demotion, rejection during probation, a performance evaluation in which the employee's performance is generally evaluated as unsatisfactory, a forced resignation or an unfavorable change in the general terms and conditions of employment.

Amendment

The Company reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason. However, no such amendment or modification will be binding on the persons unless the same is notified on the website of the Company.