

WHISTLE BLOWER POLICY / VIGIL MECHANISM

1. PREAMBLE

- Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.
- The Company has adopted a Code of Conduct for Directors and Senior Management Personnel (“the Code”), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.
- Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
- Effective October 1, 2014, Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called, “Whistle Blower Policy” for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company’s code of conduct.

2. POLICY

- In compliance of the above requirements, Visesh Infotecnics Limited (VIL), being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

3. POLICY OBJECTIVES

- The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy.
- The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.
- The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their

duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

4. DEFINITIONS

- **“Protected Disclosure”** means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- **“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.
- **“Investigators”** mean those persons authorized, appointed, consulted or approached by the Ethics Counsellor/Chairman of the Audit Committee.
- **“Audit Committee”** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement.
- **“Whistle Blower”** is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. SCOPE

- The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:
 1. Breach of the Company’s Code of Conduct
 2. Breach of Business Integrity and Ethics
 3. Breach of terms and conditions of employment and rules thereof
 4. Intentional Financial irregularities, including fraud, or suspected fraud
 5. Deliberate violation of laws/regulations
 6. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
 7. Manipulation of company data/records
 8. Pilferation of confidential/propriety information
 9. Gross Wastage/misappropriation of Company funds/assets

6. ELIGIBILITY

- All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

7. PROCEDURE

- All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.
- The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy” or sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.
- All Protected Disclosures should be addressed to the Ethics Counsellor of the Company or to the Chairman of the Audit Committee.
- The contact details of the Chairman of the Audit Committee and of the Ethics Counsellor of the Company are as under:

Shri Brahm Dutt Sharma
Chairman- Audit Committee of Directors
703, Arunachal Building, 19 Barakhamba, New Delhi-01
Dutt_brahm@yahoo.com

Mr. Prakash Choradia, Ethics Counsellor
703, Arunachal Building, 19 Barakhamba, New Delhi-01
pchoradia@viseshinfo.com

- If a protected disclosure is received by any executive of the Company other than Chairman of the Audit Committee or the Ethics Counsellor, the same should be forwarded to the Company’s Ethics Counsellor or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.

8. INVESTIGATION

- All Protected Disclosures reported under this Policy will be thoroughly investigated by the Ethics Counsellor/ Chairman of the Audit Committee of the Company who will investigate/ oversee the investigations under the authorization of the Audit Committee.
- All information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law by the Ethics Counsellor/ Chairman of the Audit Committee.
- Everyone working for or with the Company has a duty to co-operate in the investigation of reports of violations. Failure to co-operate in an investigation, or deliberately

providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

- The investigation shall be completed normally within 45 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.
- Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.

9. DECISION AND REPORTING

- If an investigation leads to a conclusion that an improper or unethical act has been committed, the Ethics Counsellor / Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.
- Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- The Ethics Counsellor shall submit a report to the Audit Committee on a regular basis about all protected Disclosures referred to him since the last report together with the results of investigations, if any.
- If the report of investigation is not to the satisfaction of the complainant, he/she have the right to report the event to the appropriate legal or investigating agency.

10. CONFIDENTIALITY

- The complainant, Ethics Counsellor, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

11. PROTECTION

- No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

- The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

12. DISQUALIFICATIONS

- While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

13. DIRECT ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

- The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

The contact details of the chairman of the Audit Committee

Shri Brahm Dutt Sharma
D-762, Saraswati Vihar, Delhi-110034
Dutt_brahm@yahoo.com

14. COMMUNICATION

- This Policy cannot be effective unless it is properly communicated. Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

15. RETENTION OF DOCUMENTS

- All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

16. AMENDMENT

- The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.