

## **VIGIL MECHANISM / WHISTLEBLOWER POLICY OF OMNITECH INFOSOLUTIONS LIMITED (COMPANY)**

### **1. PREAMBLE**

1.1 In the Companies Act, 2013 under Section 177 (9) read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 every listed company shall establish a vigil mechanism for the Directors and employees to report genuine concerns in such manner as may be prescribed. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

1.2 According to the amended clause 49 under listing agreement with effect from 1<sup>st</sup> October, 2014 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.

1.3 Under these circumstances, Omnitech InfoSolutions Limited, being a Listed Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

### **2. DEFINITIONS**

1. "**Alleged wrongful conduct**" shall mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority".

2. "**Audit Committee**" means a Committee constituted by the Board of Directors of the Company in accordance guidelines of Listing Agreement and Companies Act, 2013.

3. "**Board**" means the Board of the Company.

4. "**Code**" means Code of Conduct for Directors and Senior Management Executives adopted by Omnitech InfoSolutions Limited.

5. “ **Employees**” means all the present employees and whole time Directors of the Company (Whether working in India or abroad).
6. “**Protected Disclosure**” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
7. “**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.
8. “**Vigilance and Ethics Officer**” means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and work according to directions given by the audit committee and informing the Whistle Blower the result thereof.
9. “**Whistle Blower**” is an employees or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complaint.

### **3. SCOPE**

The Policy covers all the Whistle Blowers to voice their genuine concern which shall include

- a. Abuse of authority.
- b. Breach of contract.
- c. Negligence causing substantial and specific danger to public health and safety.
- d. Manipulation of company data / records.
- e. Financial irregularities, including fraud or suspected fraud.
- f. Any unlawful act, whether criminal or breach of the civil law.
- g. Deliberate violation of law/regulations.
- h. Pilferation of confidential/propriety information
- i. Wastage/misappropriation of company funds/assets.
- j. Breach of any policy or manual or code of conduct or rules adopted by the company.

#### **4. ELIGIBILITY**

All employees including trainees and directors of the company are eligible to make Protected Disclosure under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

#### **5. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURE**

a. The Whistle blower or complainant shall file complaint to Vigilance and Ethics Officer. In case complaint/protected disclosure is against Vigilance and Ethics Officer, Chairman, CEO or Whole Time Director of the Company, it shall be filed directly to the Chairman of the Audit Committee.

b. All Protected Disclosure should be in writing by the complainant as soon as possible after the whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or via emails or written in a legible handwriting in English or Hindi to Vigilance and Ethics Officer.

c. The Protected Disclosure should be submitted in closed and secured envelope and should be super scribed as “ **Protected disclosure under the Whistle Blower policy**”. Alternatively, the same can also be sent through emails with the subject “ **Protected disclosure under the Whistle Blower policy**”. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the vigilance and Ethics Officer or the Chairman of Audit Committee as the case may be will not issue any acknowledgment to the complainant and they are advised neither to write their names/ address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer or the Chairman of Audit Committee as the case may be. The Vigilance and Ethics Officer or the Chairman of Audit Committee as the case may be shall assure that in case any further clarification is required he will get in touch with the complainant.

d. Any disclosure without reasonable information/evidence shall not be entertained by the Vigilance and Ethics Officer.

e. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer / Chairman of the Audit Committee shall

detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

f. The contact details of the Vigilance and Ethics Officer and the chairman of Audit Committee are as under:

Mr. Gaurav Sharma (Vigilance and Ethics Officer)  
Omnitech House A- 13, Cross Road No. 5,  
Kondivita Road, M.I.D.C., Andheri (E), Mumbai - 400093  
Email id– [gaurav.s@omnitechglobal.com](mailto:gaurav.s@omnitechglobal.com)

Mr. Kalimohan Bhattacharya (Chairman – Audit Committee)  
Omnitech House A- 13, Cross Road No. 5,  
Kondivita Road, M.I.D.C., Andheri (E), Mumbai – 400093  
Email id– [kalimohan4@live.com](mailto:kalimohan4@live.com)

g. On receipt of the Protected Disclosure the Vigilance and Ethics Officer/ Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include;

- i) Brief facts;
- ii) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- iii) Whether the same Protected Disclosure was raised previously on the same subject;
- iv) Details of actions taken by Vigilance and Ethics Officer/ Chairman/ CEO for processing the complaint
- v) Findings of the Audit Committee
- vi) The recommendations of the Audit Committee/ other action(s).

h. The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

## **6. INVESTIGATION**

- a) All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may at its discretion consider involving Vigilance and Ethics Officer of the Company.
- b) The decision to conduct an investigation taken by the Audit Committee by itself is not an accusation and is to be treated as a neutral fact finding process.
- c) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- d) Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- e) Subject(s) shall have a duty to co-operate with the Audit Committee or Vigilance and Ethics Officer or any other Officers appointed by it in this regard to the extent that such co-operation will not compromise self - incrimination protections available under the applicable laws.
- f) Subject(s) shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject
- g) Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- h) Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject(s) should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- i) The investigation shall be completed normally within 60 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

j) 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.

## **7. DECISION AND REPORTING**

a) If an investigation leads to the conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall provide direction to the Vigilance and Ethics Officer and officer will work according to direction given by the Chairman of Audit Committee.

b) Chairman of the Audit Committee shall recommend to the Board of Directors of the Company through the Vigilance and Ethics Officer within 15 days of receipt of report to take such disciplinary or corrective action as he may deem fit. It is clarified that 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.

c) The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosure referred to him/her since the last report together with the results of the investigations, if any.

d) If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

e) A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance and Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedure and policies of the Company.

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

## **8) SECRECY / CONFIDENTIALITY**

The complainant , Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

- 1) Maintain confidentiality of all matters under this policy
- 2) Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- 3) Not keep the papers unattended anywhere at any time.
- 4) Keep the electronics mails / files under password.

## **9) CONFIDENTIALITY & PROTECTION**

a) 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 discriminations, harassment, victimization or any other unfair employment practice being adopted against Whistleblower. Complete protection will, therefore, be given to Whistleblowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of services, disciplinary action, 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. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.

b) A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

c) The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblower are cautioned that their identity may become known for reasons outside the control of Vigilance and Ethics Officer/Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).

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

## **10. DISQUALIFICATIONS**

- a) While it will be ensured that genuine Whistleblower 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.
- c) 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 take/recommend appropriate disciplinary action.

## **11. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

The Whistleblower 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.

## **12. COMMUNICATION**

A Whistleblower Policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and website of the company.

## **13. 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 7 (seven) years or such other period as specified by any other law in force, whichever is more.

## **14. ADMINISTRATION AND REVIEW OF THE POLICY**

The Board of Directors shall be responsible for the administration, interpretation, application and review of this policy. The Board also shall be empowered to bring about



necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

## **15. 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 amendments or modification will be binding on the employees and directors unless the same is notified to the employees and directors in writing.