

## WHISTLE BLOWER POLICY & VIGIL MECHANISM

1. The Whistle Blower Policy & Vigil Mechanism shall come into effect from the financial year 2014-15.

### 2. Preface

Netlink Solutions (India) Ltd. ("the Company") is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, honesty, integrity transparency and ethical conduct. Towards this end, the Company has a policy to conduct its business, Codes of Conduct for Directors and for Senior Management and Employees (collectively referred to as "Codes" "the Codes"), and various Policies from time to time under the helm of Corporate Governance (collectively referred to as "Policies") 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/Policies, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Directors and Employees in pointing out such violations of the Code/Policies cannot be undermined.

Accordingly, this Whistle Blower Policy ("the Policy" or "this Policy") has been formulated with a view to provide a mechanism for the Directors and Employees of the Company to approach the Chairman of the Audit Committee/Chairman of the Company.

This Policy is in addition to the existing Codes and Policies which will continue to remain effective.

### 3. Definitions

The definitions of the key terms used in this Policy are given below. [*Terms not defined herein below shall have the meaning assigned to them under the Codes/Policies.*]

a. "**Audit Committee**" means the Audit Committee constituted by the Board of Directors of the Company.

b. "**Codes**" mean two separate Codes of Conduct viz. one for Directors and other for Senior Management and Employees.

c. "**Policies**" means Policies framed by the Company from time to time at the helm of Corporate Governance.

d. "**Director**" means a Director appointed on the Board of the Directors of the Company.

e. **“Employee”** means every Employee of the Company (whether working in India or abroad), including the Directors in the whole time employment of the Company.

f. **“Investigators”** mean those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee/Chairman of the Company including the Auditors of the Company and the Police.

g. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behavior, actual or suspected fraud or violation of the Company’s Codes or Policies or genuine grievances or concerns or any 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. **“Whistle Blower”** means a Director or an Employee making a Protected Disclosure under this Policy.

j. **“Unpublished Price Sensitive Information”** means: means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily include but not be restricted to, information relating to the following:

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel

#### **4. Scope**

a. The Whistle Blower’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. They need to provide initial information related to a reasonable belief that an improper or unethical practice has occurred.

b. Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities unless specifically requested by the Chairman of the Audit Committee/Chairman of the Company or the Investigators.

c. Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee/Chairman of the Company, as the case may be.

d. Exclusions:

Issues arising out of Company's policy with regard to performance bonus, promotions, increment, leave sanctions and transfers will not be dealt with under this Policy.

e. To enable employees for reporting of leak or suspected leak of unpublished price sensitive information as per Insider Trading Regulations.

## **5. Eligibility**

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

## **6. Procedure**

a. All Protected Disclosures should be addressed to the Chairman of the Audit Committee/Chairman of the Company for investigation.

b. The contact details of the Chairman of the Audit Committee are as under:

Mr. Yogesh Girnara  
507, Laxmiplaza,  
Laxmi Industrial Estate,  
Newlink Road, Andheri(W),  
Mumbai 400053  
Mail id: [netlink@easy2source.com](mailto:netlink@easy2source.com)

The contact details of the Chairman/Whole Time Director of the Company are as under:

Mr. Minesh Modi  
C/o. Netlink Solutions (India) Limited  
507, Laxmiplaza,  
Laxmi Industrial Estate,  
Newlink Road, Andheri(W),  
Mumbai 400053  
Mail id: [netlink@easy2source.com](mailto:netlink@easy2source.com)

c. If a protected disclosure is received by any Executive(s) of the Company other than Chairman of Audit Committee /Chairman of the Company/Whole Time Director,

the same should be forwarded to the Chairman of the Audit Committee /Chairman of the Company/Whole Time Director for further appropriate action.

*d.* Appropriate care must be taken to keep the identity of the Whistle Blower(s) confidential.

*e.* Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised, be typed in English, Hindi or Marathi.

*f.* The Protected Disclosure should be forwarded under a covering letter which shall bear the clear identity of the Whistle Blower(s). The Chairman of the Audit Committee/Chairman of the Company/Whole Time Director, as the case may be, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

*g.* 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.

## **7. Investigation**

*a.* All Protected Disclosures reported under this Policy would be thoroughly investigated by the Chairman of the Audit Committee /Chairman of the Company /Whole Time Director who would investigate/oversee the investigations.

*b.* The Chairman of the Audit Committee/Chairman of the Company /Whole Time Director may at his/its discretion, consider involving any external /statutory Investigators for the purpose of investigation.

*c.* The decision to conduct an investigation taken by the Chairman of the Audit Committee/Chairman of the Company /Whole Time Director is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may or may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

*d.* The identity of a Subject and the Whistle Blower would be kept confidential to the extent possible given the legitimate needs of law and the investigation.

*e.* Subjects would normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

*f.* Subjects shall have a duty to co-operate with the Chairman of the Audit Committee/Chairman of the Company/Whole Time Director/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.* Subjects have a right to consult with a person or persons of their choice, other than the Members of the Audit Committee / Investigators / the Whistle Blower(s).

*h.* Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

*i.* Unless there are compelling reasons not to do so, Subjects would 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.

*j.* Subjects have a right to be informed of the outcome of the investigation.

*k.* The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

## **8. Protection**

*a.* For the purpose of providing protection to the Whistle Blower(s), the Whistle Blower(s) should disclose his/her identity in the covering letter forwarding such Protected Disclosure.

*b.* The identity of the Whistle Blower(s) shall be kept confidential unless otherwise required by law, and in which case the Whistle Blower(s) would be informed accordingly.

*c.* No unfair treatment would be meted out to a Whistle Blower(s) 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(s). Complete protection would, therefore, be given to Whistle Blower(s) against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company would take steps to minimize difficulties, which the Whistle Blower(s) may experience as a result of making the Protected Disclosure.

d. A Whistle Blower(s) may report any violation of the above Clause to the Chairman of the Audit Committee/Chairman of the Company, who shall investigate into the same and recommend suitable action to the Management.

e. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower(s).

## **9. Disqualifications**

a. While it would be ensured that genuine Whistle Blower(s) are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection would 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 Whistle Blower(s) knowing it to be false or bogus or with a *mala fide* intention and / or the subsequent legal action by the company subject.

c. Whistle Blower(s), who make any Protected Disclosures, which have been subsequently found to be *mala fide* or *malicious* or Whistle Blower(s) who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, would be disqualified from reporting further Protected Disclosures under this Policy and may be subject to disciplinary action.

## **10. Investigators**

a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Chairman of the Audit Committee/Chairman of the Company when acting within the course and scope of their investigation.

b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of legal and professional standards.

c. Investigations would be launched only after a preliminary review by the Chairman of the Audit Committee/Chairman of the Company /Whole Time Director which establishes that:

- i. the alleged act constitutes an improper or unethical activity or conduct; and
- ii. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of Management review.

### **11. Decision**

If an investigation leads the Chairman of the Audit Committee/Chairman of the Company /Whole Time Director to conclude that an illegal or unethical behavior, actual or suspected fraud or violation of the Company's Codes or Policies or any improper activity has taken place/has been committed, Chairman of the Audit Committee/Chairman of the Company /Whole Time Director shall recommend to the Management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee/Chairman of the Company /Whole Time Director may deem fit.

### **12. Reporting**

Audit Committee shall administer the matters under this Policy and any member of the Audit Committee. A report with number of complaints received under this Policy and their details including outcome shall be placed before the Audit Committee on a regular basis.

### **13. Frivolous Complaints**

If at any point of time after receipt of Protected Disclosure is received from a WhistleBlower and it is found or established that such Protected Disclosure was frivolous or made with a malafide intention, the Audit Committee shall warn the Whistle Blower. However, repeated frivolous Protected Disclosures by a Whistle Blower will be subject to suitable action as may be deemed fit being taken by the Audit Committee.

### **13. Retention of documents**

All Protected Disclosures in writing or documented alongwith the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

### **14. 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 would be binding on the Directors and Employees unless the same is notified to them.

**This amended policy shall come into effect from March 30, 2019.**

**Date: 30.03.2019**