VIGIL MECHANISM / WHISTLE BLOWER POLICY
ALLSEC TECHNOLOGIES LIMITED

1. PREFACE

1.1. Section 177 (9) of the Companies Act, 2013 requires *"Every listed company or such class or classes of companies, as may be prescribed to establish a Vigil mechanism for 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 Executives **("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.

As per Section 177(10), the *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*; Provided that the details of establishment of such mechanism shall be disclosed by the Company on its website and in the Board's report.

1.2. Clause 49 of the Listing Agreement between the Company and (i) National Stock Exchange of India Limited ("**NSE**") (ii) BSE Limited ("**BSE**"), *inter alia,* provides for a mandatory requirement for all listed companies to establish a mechanism called "Whistle Blower Policy" for Director and Employees to report concerns to the management about instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. This mechanism should also provide for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of Audit Committee in exceptional cases. The details of establishment of such mechanism shall be disclosed by the Company on its website and in the Board's report.

1.3. Under these circumstances, Allsec Technologies Limited ("Allsec"), being a Listed Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

2. POLICY OBJECTIVES

2.1. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the Employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy. The mechanism provides for adequate safeguards against victimization of Employees and Directors to avail of the mechanism and also provide for direct access to the Vigilance and Ethics Committee / Joint Managing Director & CEO / 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 against people in authority and / or colleagues in general.

3. SCOPE OF THE POLICY

It covers all malpractices and events (*hereinafter referred to as "Concern"*) which have taken place / suspected to take place which includes a whole variety of issues listed below:

i. Any unlawful act, whether criminal or a breach of the civil law;
ii. Breach of any Policy or Manual or Code adopted by the Company;
iii. Abuse of power/authority (through physical, sexual, psychological or financial abuse, exploitation or neglect);
iv. Negligence causing substantial and specific danger to public health and safety ;
v. Manipulation of company data/records ;
vi. Financial irregularities, including fraud, or suspected fraud ;
vii. Perforation of confidential /propriety information
viii. Deliberate violation of law(s)/regulation (s)

ix. Wastage / misappropriation of Company's funds/assets
x. Breach of employee Code of Conduct or Rules

Any other unethical or improper conduct.

4. DEFINITIONS

4.1. **"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".

4.2. "**Audit Committee"** means a Committee constituted by the Board of Directors of the Company in accordance relevant clauses of Listing Agreement and Section 177 of the Companies Act, 2013.

4.3. **"Board**" means the Board of Directors of the Company.

4.4. "**Company"** means Allsec Technologies Limited and all its Offices.

4.5. "**Code**" means Code of Conduct for Directors and Senior Management - Employees adopted by Allsec Technologies Limited.

4.6. **"Employee**" means all the employees of the Company whether temporary, permanent, contractual, trainees including whole - time Directors (whether working in India or abroad).

4.7. "**Protected Disclosure"** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title "Scope of the Policy" with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

4.8. **"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.

4.9. "**Vigilance and Ethics Committee**" means a Committee comprising of Mr. R.Vaithiyanathan (Chairman), Mr.C.S.Bapaiah and Mr. A. Mohan Kumar of the Company appointed to receive protected disclosures from whistle blowers and do a preliminary enquiry of the facts of the concern and forward the same, if necessary to the Director & Chief Executive Officer of the Company for investigation.

4.10. "**Whistle Blower"** is an employee or group of employees who make a Protected Disclosure under this Policy and also referred to in this policy as a complainant.

5. ELIGIBILITY

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

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES.

6.1. All Protected Disclosures should be reported in writing by the complainant to the Vigilance and Ethics Committee ("VEC") 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 written in a legible handwriting in English or in Tamil or in concerned regional language.

6.2. The Protected Disclosure should be submitted to VEC in a closed and secured envelope and should be super scribed as "Protected disclosure under the vigil mechanism/ whistle blower policy". Alternatively, the same can also be sent through email with the subject "Protected disclosure under the vigil mechanism / whistle blower policy". If the complaint is not super scribed and closed as mentioned above, it will not be possible 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 VEC will not issue any acknowledgement to the complainant and they are neither advised to write their name / address on the envelope nor enter

into any further correspondence with the VEC. The VEC shall assure that in case any further clarification is required it shall get in touch with the complainant.

6.3. Anonymous or otherwise disclosure shall not be entertained by the VEC.

6.4. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The VEC, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

6.5. All Protected Disclosure should be addressed to the VEC of the Company or to the DIRECTOR & CEO directly, if there is any reservation, complaint against VEC. The contact details of the VEC is as under:-

Chairman

VIGILANCE AND ETHICS COMMITTEE
Allsec Technologies Limited
……. Chennai 600 042
Email:

6.6. Protected Disclosure against the VEC should be addressed to the Director & CEO of the Company and the Protected Disclosure against the Director & CEO of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the DIRECTOR & CEO and the Chairman of the Audit Committee are as under;

Name and Address of Director & CEO- Mr. Jagadish
Allsec Technologies Limited
Chennai 600042.
Email-

Name and Address of the Chairman of the Audit Committee - Mr. T. Anantha Narayanan

Email- ananthnarayan.t@gmail.com

On receipt of the protected disclosure the VEC 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. The VEC shall also carry out initial enquiry by itself or by involving any other Officer of the Company or by hiring the services of an outside agency before referring the matter to the Director & CEO of the Company for further appropriate investigation and needful action. The record of VEC will include:

a) Brief facts;

b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;

c) Whether the same Protected Disclosure was raised previously on the same subject;

d) Details of actions taken by Vigilance and ethics Committee / Director & CEO for processing the complaint.

e) Findings of VEC and action taken by Director & CEO

6.7. The VEC, if deems fit, may call for further information, details or particulars from the Complainant.

7. INVESTIGATION

7.1. All Protected Disclosure under this policy forwarded by VEC to the Director & CEO will be recorded and thoroughly investigated by the Director & CEO.

7.2. The decision to conduct an investigation by Director & CEO is not an accusation and is to be treated as a neutral fact finding process.

7.3. 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.

7.4. Subject(s) shall have a duty to co-operate with the Director & CEO / VEC or any of the Officers appointed by it in this regard.

7.5. Subject(s) have a right to consult with a person or persons of their choice, other than the VEC / Director & CEO and/or the Whistle Blower.

7.6. Subject(s) 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(s).

7.7. 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.

7.8. Subject(s) have a right to be informed of the outcome of the investigations. 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.

7.9. The investigation shall be completed normally within 30 days of the receipt of the protected Disclosure by the VEC. If it is not completed within 30 days the VEC to provide proper explanation to the Chairman of the Audit Committee for the delay.

8. DECISION AND REPORTING

8.1 If an investigation leads the Director & CEO to conclude that an improper or unethical act has been committed, the Director & CEO shall take action against the person concerned. If the complaint is shown to be justified, then the Director & CEO shall invoke the disciplinary or other appropriate action against the concerned as per the Organization's procedures. The following actions may be taken after investigation of the concern;

a. Disciplinary action (*up to and including dismissal*) against the Subject depending on the results of the investigation; or;
b. Disciplinary action (*up to and including dismissal*) against the whistleblower if the claim is found to be malicious or otherwise in bad faith; or
c. No action if the allegation proves unfounded.

8.2 The VEC shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosure referred to them and the details of disclosures forwarded to the Director & CEO and the action taken by him on the matter. The same report shall also be forwarded to the Chairman of the Board for information.

8.3. In case the Subject is the Director & CEO of Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the same to other members of the Audit Committee. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

8.4. 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.

8.5. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the VEC/ Director & CEO/Chairman of the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. SECRECY / CONFIDENTIALITY

9.1. The complainant, VEC, DIRECTOR & CEO / Chairman of Audit Committee, the Subject and everybody involved in the process shall:

9.1.1. Maintain confidentiality of all matters under this Policy;
9.1.2. Discuss only to the extent or with those persons as required under this Policy for completing the process of investigations;
9.1.3. Not keep the papers unattended anywhere at any time;
9.1.4. Keep the electronic mails / files under password.

10. PROTECTION

10.1. No unfair treatment will be meted out to a Whistle Blower 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 Blowers. Complete protection will, therefore, be given to Whistle Blowers 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 future protected disclosure. The Company will take steps to minimise difficulties, which the Whistle Blower may experience as a result of making the protected disclosure. Thus if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure etc.,

10.2. A Whistle Blower may report any violation of this policy to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the VEC is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

10.4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10.5. Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules /

certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc., unrelated to a disclosure made pursuant to this policy.

11. 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.

12. COMMUNICATION

A whistle Blower policy cannot be effective unless it is properly communicated to Directors and Employees. Director and Employees shall be informed through by publishing in notice board and the 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 Director & CEO shall be responsible for the administration, interpretation, application and review of this policy. The DIRECTOR & CEO shall also be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee. The Audit Committee to oversee the administration of this policy and ensure proper implementation and follow-up of the same.

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 amendment or modification will be binding on the Directors and Employees unless the same is notified to them in writing.