



VIGIL MECHANISM / WHISTLE BLOWER POLICY

WHISTLE BLOWER POLICY

This Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to approach whistle officer or the Audit Committee of the Company.

PRAFACE:

ECS Biztech Limited (herein after referred as ECS or the company) has adopted the Code of Ethics & Business Conduct, which lays down the principles and standards that should govern the actions of the Company and its employees.

Section 177 of the Companies Act, 2013 requires that every listed Company shall establish a Vigil Mechanism for Directors and Employees to report genuine concerns in such manner as may be prescribed. In view of this and to comply with the requirement of Rules 7 of the Companies (Meetings of Board and its Powers) Rules, 2013, the Company, has established a Vigil Mechanism and formulated a policy for the same.

OBJECTIVE:

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 to come forward and express these concerns without fear of punishment or unfair treatment. The Policy also provides for reporting in confidence. A Vigil Mechanism provides avenue to its Employees to report to the Management concerns on suspected fraud or violation or legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports etc. Through this Policy, a vigil mechanism is established for every employee to report genuine concerns.

POLICY:

The Whistle Blower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

DEFINATIONS:

1. "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 read with Companies (Meetings of Board and its Powers) Rules, 2013.

2. "Company" means ECS Biztech Limited and all its offices including entities over which the Company has management control

3. “Employee” means every employee of the Company whether working in India or abroad including Directors in the employment of the Company.

4. “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected disclosures should be factual and not speculative in nature.

5. “Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

6. “Whistle Blower” is someone who makes a Protected Disclosure under this Policy.

7. “Whistle Officer” or “Committee” means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.

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.
- 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 other than as requested by the whistle officer or the Investigators.

COVERAGE OF POLICY:

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of position and Authority
2. Manipulation of company Data/Records.
3. Pilferage of information which is confidential or propriety in nature
4. Financial fraud.
5. Deliberate Violation of law/regulation
6. Corruption –a breach of trust in the performance of official duties.
7. Taking Bribes.
8. Insider Trading.
9. Disclosing confidential information.
10. Breach of employee Code of Conduct or Rules
11. Any other unethical, biased, favoured, event

Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

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.

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* or malicious or Whistle Blowers who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

PROCEDURE:

All Protected Disclosures should be reported in writing by the Complainant as soon as possible but not later than 15 days after becoming aware of the same.

Protected Disclosures should be submitted either in typed or legible hand written letter in a in English, Hindi or Gujarati in a closed and secured envelope and super scribed as “Protected Disclosure under the Vigil Mechanism Policy” to the whistle officer . The Contact details of the whistle officer are as under:-

Name: Shri Vijay Mandora
Address: 11/12, Garden View,
Opposite AUDA garden,
Off. S G Highway, Sindhu Bhavan Road,
Ahmedabad- 380059

The Company shall not entertain anonymous/pseudonymous disclosures.

The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower.

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.

INVESTIGATION:

All Protected Disclosures reported under this Policy will be thoroughly investigated firstly by the whistle officer the Company either himself or by involving any other officer of the Company before referring the matter to the Audit Committee of the

Company.

The decision to conduct an investigation taken by the whistle officer itself would not be an accusation and is to be treated as a neutral fact-finding process.

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

Subjects shall have a duty to co-operate with the whistle officer during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws. .

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.

Unless there are compelling reasons not to do so, Subjects 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. ‘

Any member of the Audit Committee having conflict of interest in a given case, he shall disclose his concern/interest and shall recuse to deal with the matter and the others in the Committee would deal with the matter on hand.

The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure is extendable by such period as the Audit Committee deems fit. The finding report of investigation shall be submitted to the management of the company through Audit Committee.

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. 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 further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

DECISION :

If an investigation leads the whistle officer or the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall

recommend to the management of the Company to take such disciplinary or corrective action as may deem fit.

The decision taken by audit committee or management of the company, in special cases shall be final, binding and un-challengeable in all cases.

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.

Besides, if during or after the investigation proceedings, it is found that an Employee has made malicious or frivolous allegations against any person, then the Company reserves the right to take any disciplinary action against such person, including permanent suspension from employment.

CONFIDENTIALITY:

The Complainant, Whistle Officer, Members of Audit Committee, 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 Vigil Mechanism Policy for completing the process of investigations.
3. Not keep the papers unattended anywhere at any time;
4. Keep the electronic mails/files under password.

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 minimum period of seven years.

AMENDMENT:

The Company reserves its rights to amend or modify this Policy with the concurrence of the Board 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.