

VINTRON INFORMATICS LIMITED

Whistle Blower Policy for Employees & Directors of Vintron Informatics Limited

Policy Objective

1. The Company is committed to pursue its business objectives in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour and for the purpose encourage and protect all of its employees who wish to raise and report their genuine concerns about any unethical behaviour, actual or suspected fraud or violation of Company's Code Of Conduct.

2. Pursuant to the provisions of the Companies Act, 2013 envisages an adequate and functional vigil mechanism to deal with reports of concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use; Section 177 of the Act further enjoins every listed company to establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed and such 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:

Provided that the details of establishment of such mechanism shall be disclosed by the company on its website, if any, and in the Board's report

Furthermore under the Listing Agreement with the stock exchanges, the company has agreed to comply with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which, inter-alia, provides, adoption of a Whistle Blower Policy by

- (a) establishment of a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy,
- (b) such mechanism should 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 the Audit Committee in exceptional cases; and
- (c) disclosure of the details of establishment of such mechanism on the Company website and also in the Board's report to the shareholders of the Company

3. In compliance with the aforementioned statutory requirements, this Whistle Blower Policy sets out a functional vigil mechanism to receive, review, investigate into, initiate corrective action, and report on any genuine concern reported by any employee or a director and also to provide for adequate safeguards against victimization of such persons who avail of this mechanism and to encourage responsible and secure whistle blowing.

4. This Policy shall in no manner, release an employee from his obligations of confidentiality under the terms of his employment under the Company nor the mechanism provided herein shall be used to seek redressal of his personal grievances.

5. This Policy shall be called Whistle Blower Policy and shall come into effect from the date of its adoption by the Board of Directors of the Company, and will remain in force until further orders.

Reporting Procedure

Your Duty to Report

Everyone is required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Conduct and Ethics. It is important that you report all suspected violations of any nature not only of law, code of conduct & ethics but also of accounting or financial misrepresentation, insider trading, bribery or violations of the anti-retaliation aspects of this Policy. Consult the Company's Code of Conduct and Ethics for a more detailed description of potential violations and other areas of particular concern. Retaliation includes adverse actions, harassment, or discrimination in your employment relating to your reporting of a suspected violation.

It is the policy of the Company that you must, when you reasonably suspect that a violation of an applicable law and Company's policies or the Company's Code of Conduct and Ethics has occurred or is occurring and report about that actual or potential violation. Timely reporting is crucial for early detection, proper investigation and for taking remedial measures and providing adequate deterrence for violations of Company policies or applicable laws. You should not fear any negative consequences for reporting reasonably real or suspected violations because retaliation for reporting suspected violations is strictly prohibited by Company's policy. Failure to report any reasonable belief that a violation is likely to occur, has occurred or is occurring is itself a violation of Company's Policy and that such failure could be addressed with appropriate disciplinary action, including possible termination of employment.

How to Report

You must report all suspected violations to

- (i) your immediate supervisor;
- (ii) the **Head Compliance** – Immigration and Employee Matters; or
- (iii) anonymously, by sending an e-mail to: info@vintroninformatics.com or by sending an anonymous letter to the Managing Director at Vintron Informatics Limited, F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020

If you have reason to believe that your immediate supervisor or the Managing Director is involved in the suspected violation, your report may be made to the Audit Committee of Vinton Informatics Limited (the "Audit Committee") at:

The chairperson, Audit Committee, Vintron Informatics Limited, F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020

Your report should include as much information about the suspected violation or breach of code of conduct as you can provide. Where possible, information about the nature of the suspected violation; the identities of persons involved in the suspected violation; outside party or parties involved if any; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

Investigations after You Report

All reports under this Policy will be promptly and appropriately investigated by the concerned Officials / Chairman of the Audit Committee, to whom the complaint was sent, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take remedial actions, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate 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 the investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense.

Appropriate disciplinary action will be taken against the person involved in violation. This action may include disciplinary action against the accused party, up to and including termination or services. Reasonable and necessary steps will also be taken to prevent any further violations of the nature of violations noticed.

Retaliation is not Tolerated

No one may take any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company's Code of Conduct and Ethics. The Company takes notice of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against persons(s) found responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

Safeguards against victimization of a Whistle Blower and encouragement for responsible and secure whistle blowing

1. This Policy strictly prohibits any unfair treatment or any retaliatory action in any form from any of other employees against any Whistle blower and expressly protects the identity of the Whistle Blower subject to the provisions hereunder; however where any Employee uses this Policy for making any false allegation or complaints knowing it to be false shall be deemed to have tarnished the reputation of the Company and another company employee and thereby committed a major misconduct and accordingly shall be subject to major penalties under the Conduct Rules.

2. The Whistle Blower, Officer, and every employee involved in the Enquiry process shall:

- a. maintain complete confidentiality/ secrecy of the matter;
- b. not discuss the matter in any informal/social gatherings/ meetings;
- c. limit disclosure of information only on need to know basis to other persons only for the purpose of completing the process and investigations;
- d. not keep the papers unattended anywhere at any time;
- e. always keep the electronic mails/files under password;

3. Any employees found not on compliance with the above provisions shall be deemed to have committed an act of willful disobedience and will be liable for disciplinary action.

4. Any person found committing any Retaliatory Action against a Whistle Blower shall be deemed to have committed an act of willful disobedience and will be liable for disciplinary action.

The expression “**Retaliatory Action**” shall mean without limitation any of the following:

threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior 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 Disclosures.

5. In case of any threat or intimidation or likely threat or intimidation of a Retaliatory Action, the Whistle Blower, may directly approach the Chief Executive Officer who will refer the matter to the Chairman of the Audit Committee, who in consultation with the Chairman and Managing Director advise the concerned superior authorities to take necessary protective steps.

6. If the Whistle Blower is called upon to render evidence in judicial or disciplinary proceedings, the Company will arrange for requisite legal support at Company’s cost and expense. Any other employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

7. The identity of the Whistle Blower shall be kept confidential.

Document Retention

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company’s record retention policy and applicable law.

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 Employees unless the same is notified to the Employees in writing.