

VIGIL MECHANISM/WHISTLE BLOWER POLICY

INTRODUCTION

Section 177(9) of the Companies Act 2013 and Regulation 22 of SEBI (LODR) Regulation, 2015 speaks about the establishment of Vigil Mechanism for all listed companies, as part of whistle blower policy, for the Directors and Employees of such companies to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

The vigil mechanism shall provide for adequate safe guards against victimization of director(s) or employee(s) or any other person who avails the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases. The Company is committed to conduct its affairs in a fair and transparent manner by adopting the best practices with the highest standards of integrity, professionalism and ethics. The policy applies to all permanent employees of the Company and violation will result in appropriate disciplinary action.

Definitions

1. Director:

A Director on the board of the Company whether whole-time or otherwise.

2. Audit Committee:

The Committee constituted by the Board of Directors of Alphalogic Techsys Limited in accordance with the provisions of Section 177 of the Companies Act, 2013, which has responsibility for supervising the development and implementation of this Policy.

3. Alleged Wrongful Conduct:

Violation of law, infringement of Company's code of conduct or ethic policies, mismanagement, Misappropriation of money, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

4. Disciplinary Action:

Any action that can be taken on the completion of or during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

5. Employee: Every permanent employee of the Company.

6. Protected Disclosure: A concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

7. Whistle blower: someone who makes a Protected Disclosure under this Policy.

Guidelines

- All Directors and employees of the Company are eligible to make Protected Disclosures under the Policy.
- The vigil mechanism shall provide for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee, as the case may be, in exceptional cases.

- In case of repeated frivolous complaints being filed by a director or an employee, the audit committee or the director nominated to play the role of audit committee may take suitable action against the concerned director or employee including reprimand.
- Complete confidentiality shall be maintained in the proceedings.
- Disciplinary action shall be taken in case one destroys or conceals evidence of the Protected Disclosure.
- Every person involved in the proceedings shall be given opportunity of being heard.

Procedure

- i. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- ii. All other Protected Disclosures concerning employees at the levels of Vice President and above should be addressed to the Chairman of the Audit Committee and those concerning other employees should be addressed to the Compliance Officer of the Company.
- iii. The communication by the employees should be under their name and signature. Communication may be made in writing through a letter or through email. Anonymous disclosures will also be entertained.
- iv. Name & Contact details of:

Chairman of the Audit Committee

Mr. Pawan Bansal
Independent Director
DIN: 00312962
Email: - whistleblower@alphalogiclimited.com

Compliance Officer

Sd/-

Mr. Prashal Pandey

Email: - complianceofficer@alphalogiclimited.com

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 Compliance Officer or the Chairman of the Audit Committee or the Investigators.

- Appropriate care must be taken to keep the identity of the Whistle blower confidential.
- Where the Audit Committee has designated any senior officer or a committee of managerial personnel for investigation, they shall mandatorily adhere to procedure outlined by Audit Committee for investigation. The Compliance Officer may at his discretion, consider involving any Investigators for the purpose of investigation.
- The Audit Committee or officer or committee of managerial personnel, as the case may be, shall have a right to call for any information or document and examination of any employee of the Company or other person(s) as they may deem appropriate for the purpose of conducting investigation under this policy.
- A report shall be prepared after completion of Investigation and the Audit Committee/ Compliance Officer shall consider the same.
- After considering the report, the Audit Committee/ Compliance Officer shall determine the cause of action and may order for necessary remedies.
- If an investigation leads the Compliance Officer/ Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Ethics Counsellor/ Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Ethics Counsellor/ Chairman of the Audit Committee deems fit.
- The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.
- The Compliance Officer shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him since the last report together with the results of investigations, if any.

Communication

- Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.
- All departmental heads are required to notify and communicate the existence and contents of this policy to the employees of their department.
- The new employees shall be informed about the policy by the Human Resource department.
- This policy as amended from time to time shall be made available at the web site of the Company.

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.

Annual affirmation

The Company shall annually affirm that it has not denied any employee access to the Audit Committee and that it has provided protection to the Whistle Blower from adverse action.

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 and directors unless the same is notified to the employees and directors in writing.

**For and on behalf of the Board of Directors of
Alphalogic Techsys Limited**

Place: Pune

**Anshu Goel
Managing Director
DIN: 08290775**