

WHISTLE BLOWER AND VIGIL MECHANISM POLICY

MINDPOOL TECHNOLOGIES LIMITED

CIN: L72900PN2011PLC138607

3RD & 4TH, SR NO 133/1/316111 GK MALL NEAR KONKANE CHOWK, PIMPLE SAUDAGAR, PUNE MH 411027 IN

OBJECTIVE

The objective of MINDPOOL TECHNOLOGIES LIMITED (the Company) on Corporate Governance is to create and adhere to a corporate culture of transparency, accountability, integrity and openness. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

Companies Act, 2013 stipulates a mandatory requirement for the Listed Companies to set up Vigil Mechanism for all its stakeholders.

SCOPE

This policy shall be applicable to all Employees of the Company. "Employee" means any director or any person on the rolls including those on deputation, contract, temporary, probationer, apprentice, trainee, part time employees / workers, full time consultants, holding permanent, honorary, ad hoc, voluntary or short term positions.

DEFINITIONS

1. "Whistleblower"

A Whistleblower is an employee who raises a concern about any wrongdoing, event or information about an actual, suspected or anticipated Reportable Matter. The Whistle blower is not expected to prove the truth of the allegation; but s/he needs to demonstrate sufficient grounds for concern and good faith.

2. "Reportable Matter"

General malpractice - such as immoral, illegal or unethical conduct; Fraud, bribery or corruption, environmental issues, criminal activities, wastage/misappropriation of Company funds/assets, misleading or falsification of financial or other records, accounting or auditing matters, a clear abuse of authority or any other unethical conduct affecting Company's interest / image.

3. "Protected Disclosure"

means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

4. "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.

5. "Audit Committee"

Audit Committee means Audit Committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013 read with the rules thereon and read with SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015

GUIDING PRINCIPLES

This Policy ensures that:

1. the Whistle Blower and/or the person processing the Protected Disclosure is not Victimized for doing so;
2. Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
3. Ensure complete confidentiality;
4. Not attempt to conceal evidence of the Protected Disclosure;
5. Take disciplinary action, if any one destroys or conceals evidence;
6. Protected Disclosure made/to be made;
7. Provide an opportunity of being heard to the persons involved especially to the Subject.

ELIGIBILITY

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

DISQUALIFICATIONS

A Reportable Matter should not be confused with a grievance related to employment / superior - subordinate relationship / relationship with peers.

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. Any abuse of this protection will warrant disciplinary action.

REPORTING MECHANISMS

Employees should raise Reportable Matters directly to the Chairperson of the Audit Committee constituted by the Board of Directors of the company or in his absence to any other member of the Audit Committee

The employees can notify a Reportable Matter by sending a complaint letter in a sealed envelope marked "Private and Confidential" to the chairperson of the Audit Committee at the address mentioned below:

Unit No. 102/9 1st Floor, Building 'C', Pune IT Park, Bopodi, Pune – 411020, Maharashtra, India.

Whistle Blower must put expressly mention his/her name. Concerns expressed anonymously **WILL NOT BE** investigated.

INVESTIGATION

1. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Audit Committee of the Company who will investigate/oversee the investigations under the authorization of the Chairperson of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.
2. The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. Investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
3. All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Reportable Matters to appropriate external regulatory authorities.

4. Subjects shall have a duty to co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
5. 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.
6. 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.
7. Subjects have a right to be informed of the outcome of the investigation.
8. The Whistleblower will be kept informed of the progress and the final outcome of the investigation, within the constraints of maintaining confidentiality.
9. The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure.

DOCUMENTATION

The members of the Audit Committee shall maintain documentation of all complaints or reports, subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of five (5) years from the date of receipt of the complaint or as required by law, whichever is higher.

PROTECTION TO THE WHISTLEBLOWER

1. Confidentiality

Whistle-blower protections are provided in two important areas - confidentiality and against retaliation. In so far as possible, the confidentiality of the Whistle-blower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense.

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

2. Protection

If any Employee believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or point of contact.

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

MODIFICATION OF THE POLICY

The Company may modify this policy unilaterally at any time without notice. Any change or revision will be communicated appropriately.

REVISION OF POLICY

Management reserves the right to revise this policy at any time and in any manner without notice. Any amendment to the Policy shall be notified by the Company. Any change or revision will be communicated appropriately.

VIOLATION

The Company expects total compliance of this policy, violation, if any will be subject to disciplinary action including termination or such other action as the Board of Directors or the company management thinks fit.
