

## **WHISTLE BLOWER POLICY / VIGIL MECHANISM OF THE COMPANY**

### **I. PREFACE:**

- M/s. Commex Technology Limited believes in policy of ethical and lawful business conduct and as part of this policy strives to carry on its business activities by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. As such the Company endeavours to work against corruption in all its forms including demand and acceptance of illegal gratification and abuse of official position with a view to obtain pecuniary advantage for self or any other person.
- Directors and Employees are often the first to realise that there may be something not in order requiring redressal by the Company. Commex Technology Limited is committed to the highest possible standards of openness, probity and accountability. In line with that commitment, Company's Directors and Employees, with concerns about any aspect of the Company, are encouraged to come forward and voice their concerns to the Management. The Company has continuously strived for developing an environment which would be safe for its employees and encourages its employees to come forward and express their concerns without fear of punishment or unfair treatment.
- A Code of Conduct is already in place as per requirement of Clause 49 of the Listing Agreement. This Whistle Blowing Policy / Vigil Mechanism (mechanism) is formulated for securing / reporting / deterring / punishing / rectifying any unethical, unlawful acts, behaviour etc. and to enable to voice/ address bonafide concern of malpractice, deviation from the policies of the Company internally in an effective and systematic manner after its discovery.
- The spirit of the Policy is to foster a sense of collective responsibility in safeguarding the business interests. The Policy provides an avenue to report matters directly to the Management or to the Chairman of the Audit Committee. The policy also provides for reporting in confidence. Through this Policy, a vigil mechanism is established for every employee to report genuine concerns.
- The assurance and co-operation from the Management in safeguarding the interest of the individuals who choose to report matters of principles to the Management is reinforced by the Whistle Blowing Policy. In the process, it is also ensured that the Policy is not misused.
- This mechanism is in accordance with the requirements of:
  - a. Clause 49 of the listing agreement which provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Whistle blower Policy'

for directors and employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

- b. Section 177 of the Companies Act, 2013, read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism –
- Every listed company;
  - Every other company which accepts deposits from the public;
  - Every company which has borrowed money from banks and public financial institutions in excess of INR 50 crore

## II. OBJECTIVE:

The objective of this policy is to build and strengthen a culture of transparency and trust in the organization and to provide its Directors and employees with a framework / procedure for responsible and secure reporting of improper activities (whistle blowing) and to protect employees wishing to raise a concern about improper activity / serious irregularities within the Corporation.

## III. DEFINITIONS:

The definitions of some of the key terms used in this Policy are given below:

- **Company** means Commex Technology Limited.
- **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 and read with Clause 49 of the Listing Agreement.
- **Designated officer** means Chairman of the Audit Committee or Compliance officer or such other officer of the Company who shall be expressly designated for the purpose of this mechanism.
- **Disciplinary Action** means warning, imposition of fine, suspension from official duties or such other action that may be decided by the Audit Committee depending on the gravity of the matter.
- **Disclosure** means reporting of malpractice done by an 'Individual' under and as per this mechanism.
- **Employee** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- **'Individual'** means the person who makes disclosure under this mechanism.
- **Wrongdoer/Whistleblower** means person against whom disclosure of malpractice is made by an individual.

## IV. Applicability/Eligibility:

This mechanism shall, in relation to the Company, apply to all the:

- i. Directors,
- ii. Employees,

- iii. Consultants,
- iv. Trainees (if any),
- v. Agents (if any),
- vi. Any other persons as may be decided by the Board of Directors of the Company.

**V. Protection/Coverage:**

The following activities, events may be brought to the notice of the designated officer:

- i. Violation of Code of Conduct of the Company.
- ii. Unethical, immoral, biased conduct or behaviour.
- iii. Abuse of the power or the authority given.
- iv. Breach of contract or manipulating any record and data of the Company.
- v. Any activity, malpractice or wrongdoing which may be harmful for the persons working in or for the Company or for the Company's image.
- vi. Financial irregularities and any type of fraud.
- vii. Misappropriation of the Company's funds.
- viii. Any activity which is criminal and illegal in nature.
- ix. Negligence, lapse causing harm to environment or health, safety of the employees of the Company or public.
- x. Concealment of above activities.
- xi. Such other issues as may be prescribed by the Audit Committee.

**VI. Procedure to be followed under this mechanism:**

1) Disclosure:

- Any person may disclose, preferably in writing the following:
  - i. Brief details of the malpractice found or discovered,
  - ii. Name of the alleged wrongdoer,
  - iii. Evidence, if any, to support the allegation,
  - iv. Remedial actions required to be taken,
  - v. Any other relevant details.

The disclosure may be made within 30 days of being aware of the event to the designated officer of the Company. The time limit of 30 days may be extended at the discretion of the designated officer, after considering the circumstances.

- The person making the said disclosure may disclose his / her identity to the designated officer. The identity of the person reporting the malpractice will be kept confidential if the same is provided with a condition to keep it anonymous.

The Disclosures shall be made to the following designated officer:

Name:	Mr. Jayant Dolatrai Mitra
Designation:	Chairman of Audit Committee
Email:	jayant.mitra@commextechnology.com
Phone No:	022 26212 119

In absence of the above designated officer disclosures should be made to the following designated officer:

Name:	Me. Ajay Rat
Designation:	CFO
Email:	ajay.raut@commextechnology.com
Phone No:	022 26212 517

- In exceptional cases, the person making the disclosure can have direct access to the Chairman and Managing Director or the Executive Director of the Company.
- The person making the disclosure of malpractice should provide full support and co-operation to the designated officer, but shall not interfere in the investigation process.

2) Initial Scrutiny:

- The disclosure received shall be thoroughly scrutinized by the designated officer. The designated officer may take assistance of the management or any person whose support is necessary for the scrutiny.
- After the initial scrutiny:
  - i. If it is found that the allegation is frivolous, not maintainable or outside the scope of mechanism, the same may be dismissed.
  - ii. If it is found that the issue requires further investigation, the same may be initiated.

3) Investigation:

- The designated officer shall inform the person against whom the allegation is made about the alleged matters, so that the alleged wrongdoer is given fair chance to put forth his / her contention and defence.

- The designated officer will consider facts of the matter, whether previous disclosure was received for the same subject / alleged wrongdoer, financial loss incurred/to be incurred by the Company, documentary evidence etc. during the investigation process.
- The investigation process shall be completed within a period of 30 days of its initiation. Under exceptional circumstances the time frame for investigation process may be increased with the approval of Chairman of Audit Committee.
- A report on the investigation shall be prepared and shall contain all facts of the cases, details of investigation process, documentary evidence on which reliance is placed, findings after investigation, its reasons, the proposed actions, remedial actions and other relevant particulars. The whole of the investigation report shall be placed before the Audit Committee meeting and the actions to be initiated will be finalized and decided by the Audit Committee. The following actions may be declared:
  - i. In case the allegation is proved, disciplinary action against the wrongdoer and remedial actions may be directed on the basis of the results of the investigation;
  - ii. In case the allegation is not proved and if disclosure made is found to be made genuinely, in good faith or is bonafide then the matter may be closed / dismissed without any action.
  - iii. In case the allegation is not proved and is found to be malicious or in bad faith with intention to harm a person's reputation then:
    - Disciplinary action against the person making the wrong allegation may be decided by the Audit Committee.
    - No action will be initiated against alleged wrongdoer and the matter shall be closed / dismissed.
- If in the process of initial scrutiny, investigation or thereafter it comes to the notice that the alleged activities are criminal in nature the police of proper jurisdiction may be informed about it and no internal investigation process should delay the passing of information to the police.

**VII] Guiding Principles on Safeguards against victimization of 'Individual' who avails this mechanism:**

The Company / Designated Officer shall ensure that this mechanism works smoothly, and ensure that:

- Disclosures made by the Whistle Blower are to be acted upon in a time bound manner.

- The 'Individual' is not victimized, harassed or discriminated. Treat victimization as a serious matter, including initiating disciplinary action on person/(s) indulging in victimisation.
- Complete confidentiality of the Whistle Blower is maintained.
- All the procedures undertaken in this mechanism are confidential.  
Evidence of the Disclosure is not concealed and appropriate action including disciplinary action is taken in case of attempts to conceal or destroy evidence.
- Opportunity of being heard to be given to the person(s) involved especially to the Subject

#### **VIII] Maintenance of Record:**

- The following records shall be kept at the registered office of the Company:
  - i. Documents relating to disclosures,
  - ii. Documentary evidence,
  - iii. Reports of initial scrutiny, investigation,
  - iv. Disciplinary / remedial actions directed by the Audit Committee,
  - v. Any other relevant matter.

#### **IX] Disclosures and Reporting:**

- As required under Section 177 of the Companies Act, 2013, the details of this mechanism shall be disclosed by the Company on [www.commextechnology.com](http://www.commextechnology.com), i.e. its website and in the Board's report.
- A report on the matters investigated under this mechanism shall be placed before the Audit Committee for its review.

This policy, as approved by the Board of Directors of the Company at its meeting held on 14<sup>th</sup> November, 2014.

#### **X] Amendments:**

This policy can be modified or repealed at any time by the Board of Directors of the Company.