

ONE POINT ONE SOLUTIONS LIMITED

(Revised w.e.f. 01.04.2019)

WHISTLE BLOWER POLICY

1. Preface

- One Point One Solutions Limited (The Company) believes in the conduct of its affairs in a fair and transparent manner by adopting the highest standards of professionalism, integrity and ethical behavior.
- The Company is committed to developing and sustaining a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
- Section 177 of Companies Act, 2013 read with Rule 7 of The Companies (Meetings of Board and its Powers), 2014 Public Limited Companies to establish a mechanism called “Vigil Mechanism (Whistle Blower Policy)” for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct or Code of Ethics.
- The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects directors and employees wishing to raise a concern about serious irregularities within the Company.
- The policy neither releases directors and 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.

2. Policy

- This Policy is for the Directors and the Employees as defined herein.
- The Policy has been drawn up so that the Directors and Employees can confidently raise a concern without any fear of any repercussion. The areas of concern covered by this Policy are summarized in paragraph 5.
- This policy addresses the commitment of One Point One Solutions Limited (the "Company"), to integrity and ethical behavior by helping to foster and maintain an environment where employees or any other person dealing with the Company can act appropriately, without fear of retaliation. This policy is consistent with, and forms part of the Company’s Code of Conduct and Corporate Governance policy. Employees are strongly encouraged to discuss with supervisors, managers or other appropriate Senior Employee, when in doubt, about the best and ethical course of action in a particular situation.
- The purpose of this policy is to encourage all employees or any other person dealing with the Company to disclose any wrongdoing that may adversely impact the Company, the Company's customers, shareholders, employees, investors, or the public at large and to create awareness to report instances of leak or suspected leak of Unpublished Price Sensitive Information. This policy, inter-alia, also sets forth (i)

procedures for reports of questionable auditing, accounting, internal control and unjust enrichment matters and (ii) an investigative process of reported acts of wrongdoing and retaliation from employees, inter-alia, on a confidential and anonymous basis. However, the policy neither releases employees from Company's norms of confidentiality in the course of their work, nor is it a route for taking up a grievance about personal situation. Further this policy is not intended to cover career related grievances unless resulting out of victimization of the whistle blower. This Policy is not, intended to question financial or business decisions taken by the Company that are not Reportable Matters as defined under this Policy as Accounting Allegation or Wrongdoing Allegation, nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company hence action taken under code of conduct or insider trading or other employment policies are not the subject matter of complaints again. The Whistle blower's role is that of a reporting party. Whistle blowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

- This policy, inter-alia, complies with Section 177(9) & (10) of Companies Act, 2013 and Rules framed thereunder, Regulation 22 of SEBI (Listing Obligation Requirements) Regulations, 2015, Regulation 9A(6) of SEBI (Prohibition of Insider Trading) Regulation, 2015, read with amendments or reenactments thereunder, concerning report about unethical behaviour, actual or suspected fraud or violation of the company's codes of conduct or policies, report instances of leak or suspected leak of Unpublished Price Sensitive Information and safeguards against victimization of whistle blower who availed the mechanism. The procedures facilitate a framework to promote responsible and secure whistle blowing. The policy was amended policy be effective from April 1, 2019

3. Definitions

- "Director" means a Director on the board of the Company whether whole-time or otherwise.
- "Disciplinary Action" means any action that can be taken on the completion of/during the investigation proceedings including but not limited to a warning, imposition of fine, transfer, suspension, dismissal from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- "Employee" means every employee of the Company (whether working in India or abroad).
- "Ethics Counselor" means the person responsible for receiving all complaints under this Policy and ensuring appropriate action.
- "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may reveal evidence of unethical or improper activity.

- “Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- “Whistle Blower” is someone who makes a Protected Disclosure under this Policy.
- “Whistle Officer” or “Committee” means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.
- Reportable Matters: means accounting allegations/complaints (set out in I(A) below), instances of leak or suspected leak of Unpublished Price Sensitive Information and/or any other Company matters involving abuse of authority, breach of Company’s Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, health & safety, environmental issues, wastage/misappropriation of Company funds/assets and any other unethical conduct (set out in II(A)).
- Wrongdoing: Examples of wrongdoing include, but are not limited to, fraud, including financial fraud and accounting fraud, Leak of Unpublished Price Sensitive Information, violation of laws and regulations, violations of Company policies and codes of conduct, unethical behavior or practices, endangerment to employee / public health or safety and negligence of duty.
- Unpublished Price Sensitive information (UPSI): UPSI shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: – i. financial results; ii. dividends; iii. change in capital structure; iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; v. changes in key managerial personnel; and vi. Such other consequential information, as the Executive Director/Compliance Officer/Chief Financial Officer may prescribe from time to time pursuant to the requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), other applicable corporate laws or otherwise.

NOTE: It is intended that information relating to a company or securities, that is not generally available would be Unpublished Price Sensitive Information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to Unpublished Price Sensitive Information have been listed above to give illustrative guidance of Unpublished Price Sensitive Information.

4. Guiding Principles

- To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:
 - Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so,
 - Treat victimization as a serious matter including initiating disciplinary action against person/(s) who victimize an employee.,
 - Ensure complete confidentiality,
 - Not attempt to conceal any evidence in connection with the Protected Disclosure,
 - Take disciplinary action against anyone attempting to destroy or conceal evidence of the Protected Disclosure made/to be made,
 - Provide an opportunity of being heard to the persons involved especially to the Subject.

5. Coverage of Policy

- The Policy covers malpractices and events which have taken place/suspected to take place involving:
 - Abuse of authority
 - Breach of contract
 - Negligence causing substantial and specific danger to public health and Safety
 - Manipulation of company data/records
 - Financial irregularities, including fraud, or suspected fraud
 - Criminal Offence
 - Pilferation of confidential/proprietary information
 - Deliberate violation of law/regulation
 - Wastage/misappropriation of company funds/assets
 - Breach of Code of Ethics /Code of Conduct
- The Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.
- It is the policy of the Company that common sense and sound business judgment is the key to determining whether conduct complies with ethical and legal standards.
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6. 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, frivolous or malicious shall be liable to disciplinary action.

7. Manner in which concern can be raised

- Employees can make Protected Disclosure to the Ethics Counselor, as soon as possible but not later than 30 consecutive days after becoming aware of an unethical event or malpractice.
- All the Protected Disclosures under this policy should be sent to the Ethics Counselor (details given below) with envelope marked as “Confidential”. Employees, however, are not denied access to the Audit Committee Chairman and in appropriate circumstances, depending on the gravity of the Complaint, they can make a protected disclosure directly to the Audit Committee Chairman (details given below)
- The Contact details are as under:-
 - a. Ethics Counselor**
Head – Corporate Human Resources
One Point One Solutions Limited
 - b. Audit Committee Chairman**
904, Real Tech Park, Plot No. 39/2, Sector 30A, Opp. Vashi Railway Station, Navi Mumbai – 400703
- If a protected disclosure is received by any executive of the Company other than Ethics Counselor or Audit Committee Chairman, the same should be forwarded to the Company’s Ethics Counselor for further appropriate action.
- This Policy encourages individuals to put their names to allegations. However, individuals may raise concerns anonymously. Concerns expressed anonymously will be evaluated by the Company for investigation. In exercising this discretion, the factors to be taken into account would include:
 - The seriousness of the issue raised,
 - The credibility of the concern and
 - The likelihood of confirming the allegation from attributable sources.
- If initial enquiries by the Ethics Counselor / Audit Committee Chairman indicate that the concern has no basis, or it is not a matter to be investigated / pursued under this Policy, it may be dismissed at this stage and the decision shall be documented. The documentation will be periodically reviewed by the Audit Committee Chairman.

- Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ethics Counselor working with guidance from the Audit Committee Chairman or by the latter himself, or by a Whistle Officer / Committee nominated by the Ethics Counselor / Audit Committee Chairman for this purpose. The Persons involved in the investigation should have sufficient knowledge / experience in this area and about the business of the Company. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings shall be made.
- If required, depending on the Subject involved, composition of the Whistle Committee may include appropriate combination of male and female members.
- Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee unless essentially required for the purpose of investigation.
- The Ethics Counselor/Audit Committee Chairman / Whistle Officer/Committee shall:
 - Make a detailed written record of the Protected Disclosure. The record will include:
 - Facts of the matter,
 - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof,
 - Whether any Protected Disclosure was raised previously against the same Subject,
 - The financial or other loss which has been incurred/would have been incurred by the Company,
 - Findings of Ethics Counselor / Audit Committee Chairman/ Whistle Officer/ Committee,
 - The recommendations of the Ethics Counselor / Audit Committee Chairman / Whistle Officer/ Committee on disciplinary/other action/(s).
 - The Whistle Officer/Committee shall finalise and submit the report to the Ethics Counselor/Audit Committee Chairman within 30 days of being nominated / appointed, unless more time is required under exceptional circumstances.
- On submission of the report, the Whistle Officer/Committee shall discuss the matter with Ethics Counselor/Audit Committee Chairman who shall :
 - In case the Protected Disclosure is not proved, extinguish the matter,
 - If an investigation leads the Ethics Counselor / Audit Committee Chairman to conclude that an improper or unethical act has been committed, the Ethics Counselor/Audit Committee Chairman shall recommend to the management of the Company such disciplinary or corrective action as the Ethics Counselor / Audit Committee Chairman deems fit and take preventive measures to avoid re-occurrence of such incidents/events,

- Depending upon the seriousness of the matter, the Ethics Counselor/Audit Committee Chairman may refer the matter to the Committee of Directors (Whole-time Directors) with proposed disciplinary action/counter measures. The Committee of Directors, if it thinks fit, may further refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.
- In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Audit Committee Chairman.

8. 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 Blower.
- Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation or 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 Disclosure.
- The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- The identity of the Whistle Blower shall be kept confidential.
- Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

9. Confidentiality

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- Be sworn to maintain confidentiality in the matter,
- Not discuss the matter in any informal/social gatherings/ meetings,
- Discuss the matter only to the extent and, then only, with the persons required for the purpose of completing the process and investigations,
- Not keep the papers/information related with the matter unattended anywhere at any time,
- Keep the electronic mails/files password protected.

If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

10. Reporting

A quarterly report with number of complaints received under the Policy and their outcome shall be placed by Ethics Counselor before the Audit Committee and the Board.

11. Retention of Documents

All Protected Disclosures documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

12. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason. 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.