

## **1 Introduction**

- 1.1 SICOM Ltd. (hereafter referred to as “Company” in this document) believe in promoting a fair, transparent, ethical and professional work environment and is committed to adhere to the highest standards of moral and legal conduct of business operations.
- 1.2 The Company believes that its constituents (Directors, Employees and others) should conduct their affairs in fair and transparent manner by adopting highest standards of professionalism, integrity, honesty and ethics
- 1.3 The Company encourages the employees to voice their genuine concerns without fear of contempt.
- 1.4 The Vigil Mechanism and Whistle-blower Policy (the “Policy”) as set up herein-below shall enable the Employees of the Company to report their genuine concerns or grievances about the actual and potential violation of the principles and standards laid down herein.
- 1.5 As per the provisions of Section 177 of the Companies Act, 2013 & Rule 6 and 7 of Chapter XII Companies (Meetings of Board and its Powers) Rules, 2014, every listed company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed. Further 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.

## **2 Objective of Vigil Mechanism**

- 2.1 The objective is to encourage Employees to report genuine ethical and legal concerns, violations and suspected fraudulent behavior of which they are or become aware of, to an internal authority so that action can be taken immediately to resolve the problem.
- 2.2 To minimize the Company's exposure to the damage that can occur when the employees actually or potentially try to circumvent internal mechanisms in furthering the aforementioned concerns, violation and frauds

## **3 Scope**

- 3.1 Policy sets out the procedure to be followed when making a disclosure. This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company's rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activities on account of which the interest of the Company is affected.
- 3.2 However the mechanism does not release the employees from their duty of confidentiality in the course of their work and nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.
- 3.3 The Mechanism not only helps to detect fraud in organizations, but is also used as a corporate governance tool, which prevents and deters fraudulent activity.

#### 4 Eligibility

4.1 All Employees and Directors of the Company are eligible to make disclosures under the mechanism in relation to matters concerning the Company.

#### 5 Terms and References

In this Policy, the following terms shall have the following meanings:

5.1 **“Act”** means the Companies Act 2013 and Rules and its modifications, amendments thereunder.

5.2 **“Audit Vigilance Officer or Audit Committee”** means the Audit Vigilance Officer or Audit Committee of the Company constituted by the Board of Directors of the Company in accordance with provisions of Act.

5.3 **“Code”** means the Code of Conduct or Service Rules or Standing Order of the Company for Directors, and Employees of the Company, which lays down the principles and standards that should govern the actions of the Directors and Employees of the Company or any Code framed by the Company.

5.4 **“Company”** means SICOM Limited and its subsidiaries and shall also include any new corporate form it assumes in the future.

5.5 **“Employee”** means every employee of the Company (irrespective of location; whether national or foreigner), including the Directors of the Company.

5.6 **“Improper Activities”** include, but are not limited to the following:

- a. Questionable accounting, internal accounting controls or auditing matters;
- b. Disclosures in documents filed by the Company with statutory authorities and other public disclosures made by the Company that may not be complete or accurate;
- c. Fraudulent financial reporting;
- d. Violations of the Code or laws applicable to the Company;
- e. Fraud against the Company’s shareholders;
- f. Forgery or alteration of documents;
- g. Misappropriation or misuse of Company resources, such as funds, supplies or other assets;
- h. Pursuit of a benefit or advantage in violation of conflict of interest policy of the Company;
- i. Authorizing or receiving compensation for goods not received or services not rendered;
- j. Authorizing or receiving compensation for hours / days not worked;

## VIGIL MECHANISM AND WHISTLE-BLOWER POLICY

---

- k. Unauthorized alteration or manipulation of computer file, data, records;
- l. Disclosure or Perforation of confidential information;
- m. Any unlawful act whether civil or criminal in nature;
- n. Any other activity by an Employee that is undertaken in the performance of the Employee's official duties, whether or not that action is within the scope of his or her employment, and which is in violation of any law or regulation, or constitutes malfeasance, bribery, fraud, misuse of Company property, or willful omission to perform his or her duties or involves gross misconduct;
- o. Breach of Business Integrity, morality and Ethics;
- p. Intentional Financial irregularities, actual or suspected fraudulent practices/malpractices including but not limited to improperly tampering with Company's books and records, or theft of company property;
- q. Gross Wastage/misappropriation of Company funds/assets.
- r. Corruption, including bribery;
- s. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment;
- t. Embezzlement of funds.
- u. Any prejudicial act in which stakeholders interest or public interest is involved.
- v. Any other unethical, biased, favored event
- w. Other matters or activity on account of which the interest of the Company is affected.

Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy.

5.7 **“Mechanism”** means the vigil mechanism as per this Policy.

5.8 **“Protected Disclosure” or “Complaint”** means any written communication made or concern raised in good faith that discloses or demonstrates information that may evidence unethical or improper activity. This includes any suspected violation of any law that applies to the Company and any suspected violation of the Code and also includes possible accounting or financial reporting violations, insider trading, bribery, or violations of the anti-retaliation aspects of this Policy.

5.9 **“Policy”** means this The Vigil Mechanism and Whistle-blower Policy

5.10 **“Vigilance Officer”** means an individual appointed by the Chairman of Audit Committee.

5.11 **“Whistle-blower”** means a Director or an Employee of the Company and includes anyone who makes a Protected Disclosure under this Policy.

## 6 Procedure

6.1 Where any director or employee finds or observes any of Improper Activities then he must within a period of 45 days of occurrence of event or on the date on which he comes to know, report in writing their complaint / grievance in the format as provided in Annexure 1 to this Policy.

6.2 The Whistle-Blower shall address the Complaints / Grievances to the Vigilance Officer of the Company or the Chairman of the Audit Committee as the case may be.

6.3 The Vigilance Officer or Audit Committee on the receipt of disclosure of any of above frauds or events shall make a record of the disclosure Complaint. The Vigilance Officer shall also carry out initial investigation either itself or at its discretion by involving any other official of the Company or an outside agency as it may deem fit.

6.4 The decision to undertake the investigation by the Vigilance Officer shall not by itself be regarded as the acceptance of the accusation by the Vigilance Officer or Audit Committee.

6.5 Any member of the Audit Committee or such other officer involved in the investigation, having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.

6.6 The Vigilance Officer or Audit Committee as it deems fit, may call for further information from the Complainant.

6.7 The Vigilance Officer or Audit Committee shall carry out detailed investigation if the reported disclosure is found to be correct.

6.8 The Employee against whom disclosure has been reported shall:-

- a. Co-operate with Vigilance Officer or any person appointed in this regard.
- b. Have a right to consult any person of his choice other than members of Audit Committee and / or Complainant.
- c. Not to interfere in investigations conducted by Vigilance Officer or Audit Committee.
- d. Not withhold, tamper or destroy any of evidences.
- e. Unless otherwise restricted, be given an opportunity to respond to material findings.
- f. Not threaten, influence or intimidate Whistle-Blower or any of witnesses.
- g. Have a right to know the outcomes of investigation.

6.9 Barring exceptional situations, the Investigations shall be completed within a period of 60 days.

## **7 Reporting**

Vigilance Officer shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

## **8 Role of the Audit Committee**

The Audit Committee is responsible for supervising the development and implementation of this Policy. The Audit Committee shall periodically review the Policy to consider whether amendments are necessary, and, if so, it shall communicate any such amendments to all Employees as soon as possible.

## **9 Penalties**

If the alleged fraud or misconduct is proven after investigation, the Committee may impose such penalty / fine as it may deem fit depending upon nature of fraud or unethical act done by the person.

## **10 Secrecy and Confidentiality**

The Vigilance Officer or Audit Committee as well as Whistle-Blower shall:-

- a. Maintain confidentiality of all matters under this Policy.
- b. Discuss only to the extent or with those persons as required under this Policy for completing the process of investigation.
- c. Not keep the documents unattended anywhere at any time.
- d. Keep the electronic mails / files under password and under safe custody.

## **11 Protection of Whistle-Blowers**

11.1 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-Blowers. Complete protection will therefore be given to Whistle-Blower against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle-Blower's right to continue to rightfully perform his duties /functions including making further disclosure.

11.2 If the Whistle-Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for necessary advice about the procedure, etc.

11.3A Whistle-Blower may report any violation of the above clause to the Vigilance Officer or Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

11.4 The identity of the Whistle-Blower shall be kept confidential to the extent possible and permitted under law. The identity of the Whistle-Blower will not be revealed unless it is made public or disclosed to any other person by himself/ herself.

11.5 In the event of the identity of the Whistle-Blower being disclosed, the Vigilance Officer or Audit Committee is authorized to initiate appropriate action as per extent regulations against the person or agency making such disclosure.

11.6 Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle-Blower. Provided however that the Whistle-Blower before making a complaint has reasonable belief that an issue exists and that he has acted in good faith. This Policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this Policy.

## **12 Direct Access to Chairman**

The Whistle-Blower shall have direct access to Chairman of Audit Committee in exceptional cases. The Chairman shall take suitable action in this regard.

## **13 Disclosures**

The details of establishment of such Mechanism shall be disclosed by the Company by displaying it on its website and in the Board of Director's report.

## **14 Retention of Documents**

The evidences, documents received by the Vigilance Officer or Audit Committee in due course of time during investigation shall be preserved for three (3) years or for such period as may be specified by law in force in this regard from time to time.

## **15 Amendments**

The Company reserves rights to amend, modify and cancel any of the provisions of the mechanism in whole or in part set herein above or may restrict subject to such conditions as it may deem fit.

## **16 Tenure**

The tenure of Vigilant Officer will be until resolution of the complaint assigned to him/ her by the Chairman of the Audit Committee.

## **17 Reporting Mechanism**

Protected Disclosures are to be made to the Chairman of Audit Committee in the prescribed format place in annexure 1 as follows:

- a. by email to [vigilance@sicomindia.com](mailto:vigilance@sicomindia.com); or

## VIGIL MECHANISM AND WHISTLE-BLOWER POLICY

---

- b. by letter addressed to the "Chairman, Audit Committee", marked "Private and Confidential", and delivered to;  
Company Secretary  
Solitaire Corporate Park, 5th Floor, Building No.4,  
Guru Hargovindji Road, Chakala,  
Andheri (East), Mumbai - 400 093

VIGIL MECHANISM AND WHISTLE-BLOWER POLICY

---

**Annexure 1**

Date: \_\_\_\_\_

Name of Whistle-Blower (Employee/ Director) \_\_\_\_\_

Email-id \_\_\_\_\_

Address: \_\_\_\_\_

Contact No. \_\_\_\_\_

Subject matter which is being reported

\_\_\_\_\_

Name of Person/Event focused at:

\_\_\_\_\_

Brief about concern \_\_\_\_\_

Evidence (if Any) \_\_\_\_\_

\_\_\_\_\_

Signature