

WHISTLE BLOWER POLICY AND VIGIL MECHANISM



MICRO LABS LIMITED

1. OBJECTIVE

The Objective of this Whistleblower Policy and Vigil Mechanism (“**Whistleblower Policy**”) is to provide employees, associates, investors, customers, vendors and other stakeholders an avenue to raise concerns in line with the commitment of the Micro Labs Limited (“the Company”) to the highest standards of ethical, moral, and legal business conduct and its commitment to open communication. This Whistleblower Policy will provide process and procedure to strengthen whistle blowing mechanism at the Company.

This Whistleblower Policy of Micro Labs Limited:

- Provides a platform and mechanism for the employees and directors to voice genuine concern or grievances about unprofessional conduct without fear of reprisal;
- It enables employees about their duty to report any suspected violation of any law that applies to the Company, any suspected violation of the Group’s value or Company’s code of conduct;
- It provides adequate safeguard against victimization of persons.

Micro Labs Limited encourage all the stakeholders to communicate and raise any behaviour or practice they may aware of and suspect to be unethical, illegal or otherwise inappropriate and harmful to the Company.

2. SCOPE

This Whistleblower Policy is applicable to all Micro Labs group companies and its affiliates, all the Units/Zones in India, including all employees, associates and Directors, all its suppliers and contractors engaged in rendering the services. This Whistleblower Policy covers malpractice and events which have taken place or suspected to take place involving :

- i. Manipulation of Company data and records;
- ii. Financial irregularities including fraud, or suspected fraud;
- iii. Criminal offence;
- iv. Breach of confidential/ propriety information;
- v. Bribery or corruption;

- vi. Theft of Company property;
- vii. Retaliation;
- viii. Violation of Company's code of conduct;
- ix. Any other unethical or improper activity.

Note: The Whistleblower Policy should not be misused for raising malicious and unfounded allegations against colleagues.

3. TERMS AND DEFINITIONS

3.1 **Audit Committee** : means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Companies Act, 2013

3.2 **Complaint**: The reporting of any concern for illegal, unethical and improper practice or activity by a Whistleblower made in good faith would constitute a complaint.

3.3 **Ombudsperson**: Any agency / individual / department appointed to independently carry out an initial investigation of the Complaints lodged by employees, vendors, customers or consultants of the Company. The Board/Audit Committee shall appoint the Ombudsperson.

3.4 **Whistleblower**: A person or entity making a disclosure of any actual or suspected unethical and improper practice. Whistleblower could be directors, employees, clients, vendors, internal or external auditors or any third parties.

3.5 **Whistleblower Committee**: Committee of persons who are nominated/appointed by the Audit Committee/Board to conduct detailed investigation.

3.6 **Board**: means the board of directors of Micro Labs Limited.

4. REPORTING MECHANISM

Any person may report allegations of suspected unethical activities. Knowledge or suspicion of unethical activities may originate from employees, contractors, clients, vendors, internal or external auditors, law enforcement/regulatory agencies or other third parties. Reports of allegations of suspected unethical activities are encouraged to be made in writing to assure a clear understanding of the issues. Such reports should be factual rather than speculative and must contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures.

A Whistleblower can make a complaint in multiple ways:

- The first step should be to approach the relevant Business Head. In case the Business Head or Senior Management is the subject of Complaint, the employee/Whistleblower can reach out to HR Head/ Chief Financial Officer/ Company Secretary.
- A Whistleblower can send a complaint by writing mail to OMBUDSPERSON@microlabs.in;
- In exceptional cases, the complainant/Whistleblower can directly report his/her complaint to the Chairperson of Audit Committee and Managing Director / Wholetime Director;
- To enable proper investigation of any complaint, the following information should be provided :
 - a. Nature of complaint
 - b. The name of employee to which the complaint matter relates (e.g. Please provide name of the business unit head that is alleged to have violated the code of the conduct).
- To enable investigation of complaint, Whistle-blower are encouraged to provide their name and contact details.
- The Whistleblower can make the Complaint to Ombudsperson, as soon as possible but not later than 30 days of after becoming aware of the same.

5. INVESTIGATION PROCEDURE

- The Complaint raised may
 - Form the subject of an independent inquiry by Ombudsperson
 - Be investigated internally by the Whistleblower Committee
 - Be referred to any external agencies for investigation

- Upon receipt of the Complaint, an initial enquiry will be carried by the Ombudsperson . The initial enquiry will be made to decide whether an investigation is appropriate and if so, what form it should take. If the Ombudsperson indicate that the complaint has no basis or it is not a matter of the investigation, it may be dismissed at this stage and the decision is documented. During the process of initial enquiry, Whistleblower may be asked to provide necessary proof/documents and Whistleblower will be required to present in person and justify the Compliant.

- Where initial enquiries indicate that further investigation is necessary, this will be carried out through either by the Ombudsperson alone or a Whistleblower Committee . The investigation will be made in fair manner and a written report of the finding will be made.

- The Whistleblower Committee/Ombudsperson shall submit written report containing the findings and recommendations to the Chairman of Audit Committee & Managing Director/ Wholetime Director.

6. REMEDIES

Based on the enquiry report, Board/Audit Committee may recommend the following remedial steps:

- Any person found guilty of breach will be subject to suitable disciplinary action, which may include termination of employment / contract.

- If the Ombudsperson/Whistleblower Committee is of the opinion that the investigation discloses the existence of improper activity that is a punishable offence, it may initiate action under applicable statutory provisions.

- Necessary corrective actions to be taken including setting of appropriate procedures, policies, and controls to ensure early detection of similar violations.

7. WHISTLEBLOWER PROTECTION

The identity of the whistle blower will be kept confidential unless the person agreed to be identified. Identity is necessary to allow the Company or law enforcement official to investigate or respond effectively.

The Company affirms that it will not allow any Whistleblower to be victimized for making any complaint and ensure complete confidentiality.

As a Company, we condemn any kind of discrimination, harassment, victimization or any other unfair employment practice adopted against the whistleblowers. Complete protection will be given to the whistleblowers against any unfair practices like retaliation, threat or intimidation or 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 whistleblower's right to continue to perform his/her duties/functions in a free and fair manner.

Protection under this Whistleblower 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 mala fide intention. Anyone who abuse the procedure will be subject to disciplinary action. If, at the conclusion of investigation, the Company determines that a violation has occurred or process has been misused, the Company will take adequate action against the person.
