

WHISTLEBLOWER POLICY

Introduction

Microtek International Private Limited (“Microtek” or “Company”) believes in promoting a fair, transparent, ethical and professional work environment. While the terms of employment of the employees provide for the expectations from the employees in terms of their integrity and professional conduct and behavior, the whistle blower policy defines the mechanism for reporting deviations from the business and ethical standards adopted by the Company. This mechanism is intended to provide mechanism for reporting genuine concerns or grievances and ensure that deviations are dealt in a fair and unbiased manner as provided in Section 177 (9) and (10) of the Companies Act, 2013 and rules made thereunder.

Purpose

Microtek is committed to conduct its business with highest standard and integrity, while complying with all applicable laws. If potential violations of Company policies or applicable laws are not recognized and addressed promptly, the Company and persons associates with it could face penal actions from government, including penal fees, interests, fines, prosecution other penalties; which are costly affairs and mar the reputation of the Company. To avoid such a situation and also to comply with the provisions of Sec. 177 of the Companies Act, 2013 and rules made thereunder, this policy (the “Policy” or the “Whistleblower Policy”) is established to help the employees and directors to raise concerns regarding potential or actual violations, conveniently and free of any fear of retaliation or victimization.

Coverage

All employees, directors, vendors, suppliers, dealers and consultants, including auditors and advocates who are employed or engaged by the Company or associated with the Company can raise concerns regarding malpractices and events which may negatively impact the company. Such malpractices and events may, inter alia, include a. Inaccuracy in maintaining and reporting in the Company’s books of accounts and financial records b. Financial misappropriation and fraud c. Procurement fraud d. Conflict of interest e. False expense reimbursements f. Misuse of company assets & resources g. Inappropriate sharing of company sensitive information h. Corruption & bribery j. Unfair trade practices & anti-competitive behaviour k. Non-adherence to safety guidelines l. Sexual harassment m. Child labor n. Discrimination in any form o. Violation of human rights etc.

Guiding principles

To ensure effective implementation of vigil mechanism, the company shall: a. Ensure protection of the whistleblower against victimization for the disclosures made by him/her. b. Ensure complete confidentiality of the whistleblower identity and the information provided by him/her. c. Ensure that the protected disclosure is acted upon within specified timeframes and no evidence is concealed or destroyed. d. Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner. e. Ensure whistleblower would not get involved in conducting any investigative activities other than as instructed or requested by the management of the Company. f. Ensure the subject or other involved persons in relation with the protected disclosure be given an opportunity to be heard. g. Ensure disciplinary actions are taken against anyone who conceals or destroys evidences related to protected disclosures made under this mechanism.

Duty to Report

Everyone is required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of Company's established codes, policies, practices, procedures and standards. It is important that all suspected violations are reported which may, without limitation, include possible accounting or financial reporting violations, unethical business practices, any illegal activity, bribery or violations of the anti-retaliation aspects of this Policy. Retaliation includes adverse actions, harassment, or discrimination against any person relating to reporting of a suspected violation. The reporting person should not fear any negative consequences for reporting reasonably suspected violations because retaliation for reporting suspected violations is strictly prohibited by the Policy.

How to Report

Any suspected violation, must be reported to immediate reporting manager of the person or Human Resources Manager or to the Chief Compliance Officer of the Company. If you have concerns about reaching out to any of the above persons, the violation may be reported to Director of the Company at cmd@microtekdirect.com.

The report should include as much information about the suspected violation as one can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred.

Investigations after reporting

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. In case of any severe criminal offence, the same may be dealt according to criminal law prevailing in the country. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy. In case of a frivolous complaint or reporting, necessary action may also be taken against the complainant. In case of repeated frivolous complaints being filed by a director or an employee, suitable action may be taken against the concerned director or employee including reprimand.

Protection for whistleblower

A whistleblower would be given the option to keep his/ her identity anonymous while reporting an incident. The company will make no attempt to discover the identity of an anonymous whistleblower. If the whistleblower's identity becomes known during the course of the investigation, the Company will ensure that the identity of the whistleblower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings. A whistleblower reporting issues related to sexual harassment, child labour, discrimination, violation of human rights would necessarily need to disclose their identity to enable effective investigation.

Safeguards against victimization

No one would victimize any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, the policies, standards and this Policy of the Company. Any such victimization shall be taken very seriously. A whistleblower shall be safeguarded against any adverse action. This may include discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices. Incidents of any such victimization will result in appropriate disciplinary action against the victimizing person. Any person other than employees/directors, who victimize any reporting employee may be subject to civil, criminal and administrative penalties.

ACKNOWLEDGMENT AND AGREEMENT

This is to acknowledge that I have received a copy of the Company’s Whistleblower Policy. I understand that compliance with applicable laws and the Company’s code of conduct and policies, is important and, the integrity of the financial information of the Company is paramount. I further understand that the Company is committed to a work environment free of retaliation for employees who have raised concerns regarding violations of this Policy, the Company’s Code of Conduct and Ethics or any applicable laws and that the Company specifically prohibits retaliation whenever an employee makes a good faith report regarding such concerns. Accordingly, I specifically agree that to the extent that I reasonably suspect there has been a violation of applicable laws or the Company's Code of Conduct and Ethics, including any retaliation related to the reporting of such concerns, I will immediately report such conduct in accordance with the Company’s Whistleblower Policy. I further agree that I will not retaliate against any employee for reporting a reasonably suspected violation in good faith. I understand and agree that to the extent I do not use the procedures outlined in the Whistleblower Policy, the Company and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

Employee’s signature _____

Employee’s Name [printed] _____

Date: