



INDO-US MIM TEC PVT. LTD.

#45(P), KIADB Industrial Area, Hoskote, Bangalore 562 114. (CIN U28110AP1996PTC023794)

Phone: +91-080-22048800/ FAX: +91-080-27971624 / Website: www.indo-mim.com

VIGIL MECHANISM (WHISTLEBLOWER POLICY)

OBJECTIVE

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy of the Company. Indo MIM is committed to adhere the highest standards of ethical, moral and legal standard of business practices and in order to maintain those standards; the Company encourages its employees and directors. who have genuine concerns about suspected misconduct, to come forward and express their concerns without fear of punishment or unfair treatment.

The mechanism provides adequate protection against victimization of directors and employees and also provide for direct access to the Counsellor and Chairman of the Company in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

DEFINITIONS

“Counsellor” means a person appointed by the Board of the Directors of the Company for the purpose of receiving complaints and ensuring appropriate action under this Policy.

“Employee” means every employee of the Company (whether working in India or abroad).

“Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity in relation to matters concerning the Company.

“Whistleblower” means an Employee or director of the Company making a Protected Disclosure under this Policy.

SCOPE

The Policy is an extension of Company’s Code of Conduct for employees and covers disclosure of any unethical/ improper malpractices or events which have taken place/ suspected to take place involving:

1. Breach of the Company’s code of conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations



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6. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Pilferation of confidential/propriety information
9. Gross Wastage/misappropriation of Company funds/assets

ELIGIBILITY:

All Directors and permanent Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

PROCEDURE

- Board of Directors of the Company at their meeting held on 05.05.2014 has nominated Mr. P. Balasubramanian, Director to act as Counsellor for the purpose of this policy.
- Mr. P. Balasubramanian is authorised to play the role Audit Committee for the purpose of Vigil Mechanism to whom all other Directors and Employees may report protected disclosures.
- The contact details of the Counsellor is as under:

Mr. P. Balasubramanian, Director
Indo-US MIM Tec Pvt. Ltd., 45(P), KIADB Industrial Area, Hoskote, Bangalore 562114.
Phone +91 80 22048842, Mob - 9880185355
e-mail: bala.s@indo-mim.com

- The Whistleblower, while submitting protected disclosure under this policy, is required to disclose his / her identity in a covering letter signed by him/her to the Counsellor. Anonymous disclosures will not be entertained.
- Whistleblower is required to submit the disclosure in written form, either typed or hand written, in English and shall be given with available proof to the Counsellor as soon as the whistleblower comes to know about such facts.
- Counsellor shall maintain secrecy of the identity of the whistleblower and such whistleblower shall be protected against all disciplinary actions for such protected disclosure.
- Counsellor, on receipt of protected disclosure, shall verify the identity of the whistleblower and shall investigate about the irregularities complained of.

INVESTIGATION

- All Protected Disclosures reported under this Policy will be investigated by the Counsellor at the earliest. If Counsellor has a conflict of interest in any such case, then he should recuse himself and refer the matter to Chairman of the Company immediately.
- The Counsellor / Chairman, as the case may be, may at their discretion, consider involving any Investigators for the purpose of investigation.
- The person against whom allegations brought (hereinafter called "Accused") will be informed of the allegations at the outset of a formal investigation and shall be given opportunities for providing evidence.



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- Accused shall be duty bound to co-operate with the Counsellor / Chairman or any of the Investigators during investigation.
- Accused as well as Whistleblower have a right to be informed of the outcome of the investigation.

In exceptional cases, where the Whistleblower / accused is not satisfied with the outcome of the investigation and the decision of the Counsellor, he/she can make a direct appeal to the Chairman of the Company.

PROTECTION

- No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy.
- The identity of the Whistleblower shall be kept confidential.
- Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

DISCIPLINARY ACTION FOR FALSE ALLEGATION

- It will be ensured that genuine Whistleblowers 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 Whistleblower knowing it to be false or bogus or with a *mala fide* intention.

DECISION

If an investigation leads the Counsellor / Chairman to conclude that an improper or unethical act has been committed, the Counsellor / Chairman shall recommend to the management of the Company to take such disciplinary or corrective action.

REPORTING

The Counsellor shall submit a report to the Board on timely basis about Protected Disclosures referred to him since the last report together with the results of investigations, if any.

AMENDMENT

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