

SOFTRAK VENTURE INVESTMENT LIMITED

WHISTEL BLOWER POLICY

**Pursuant to Regulation 22 of SEBI
(Listing obligations and disclosure
requirements), Regulations 2015 and
Section 177 of Companies Act, 2013**

1. Introduction:

Section 177(9) of the Companies Act, 2013 provides that:

‘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’

Regulation 22 of SEBI (Listing obligations and disclosure requirements), Regulations 2015 provides that:

‘The listed entity shall formulate a vigil mechanism for directors and employees to report genuine concerns.’

Therefore, to ensure compliance with the aforesaid Act, and regulation, the Company has revised its policy on Whistle Blower. This policy has been adopted by the Board of Director and Audit Committee.

2. POLICY OBJECTIVES:

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

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee 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

3. DEFINITIONS:

“**Protected Disclosure**” means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

“**Subject**” means a person or group of persons against or in relation to whom a

Protected Disclosure is made or evidence gathered during the course of an investigation.

"Vigilance Officer/Vigilance Committee or Committee" is a person or Committee of persons, nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

"Whistle Blower" is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

"Alleged wrongful conduct" shall mean violation of law, Infringement of Companies Rules misappropriation of money, actual suspected fraud, substantial and specific danger to public health and safety or abuse authority."

"Board" means the Board of directors of the company."

"Code" means Code of Conduct for Directors and Executives adopted by the Softrak Venture Investment Limited."

"Disciplinary Actions" means action or measures taken against the Subject by the Vigilant Officer or Audit Committee which shall be per the prevailing Service Rules of the Company and Civil/ Criminal Law as, be applicable."

4. ELIGIBILITY:

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

5. SCOPE:

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and 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
6. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Perforation of confidential/propriety information
9. Gross Wastage/ misappropriation of Company funds/assetj.

6. Role of Complainant:

1. The complainant's role is that a reporting party with reliable information.
2. The complainant is not required or expected to conduct any investigations on his own.
3. The complainant may also be associated with the investigations, if the case so warrants. However, he/ she shall not have a right to participate.
4. Protected Disclosure will be appropriately dealt with by the Competent Authority.
5. The complainant shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

7. PROTECTION OF COMPLAINANT:

- i. The identity of the complainant shall not be revealed.
- ii. The Complainant shall not be subject to victimization due to the fact that he had filed a Complaint under this mechanism.
- iii. If the Complainant is required to submit evidence in legal or any other proceeding under this Mechanism, arrangements towards his travel, etc will be made.
- iv. Protection under this mechanism does not mean protection against disciplinary action arising out of any false, motivated or vexatious Complaint.
- v. Any other employee assisting in the investigation or furnishing evidence with regard to a Complaint shall also be protected.

8. Procedure for Filing a Complaint:

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English. The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower policy" or sent through email with the subject "Protected disclosure under the Whistle Blower policy".

If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure. Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

The contact details of the Vigilance Officer are as under:-

Name : Dhirajlal Gaglani
Designation : Managing Director cum Compliance Officer
Softrak Venture Investment Limited
Address : 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in
Road, Memnagar, Ahmedabad GJ 380052 IN,

Email Id : softrakventure@gmail.com

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

9. INVESTIGATION:

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit. Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern / interest forthwith and shall not deal with the matter.

10. ROLE OF INVESTIGATOR(S):

1. Investigators(s) are required to conduct a process towards fact finding and analysis. Investigator(s) shall derive their authority from "Competent Authority when acting within the course and scope of their investigation. The Investigator(s) shall submit his/their report to the Competent Authority.

2. All Investigators shall perform their role in an independent and unbiased manner; Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviors and observance of professional standards.

3. All Investigators are authorized to take reasonable steps including reprimand against the Whistle blower in case of repeated frivolous complaints

11.DECISION AND REPORTING:

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

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

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

12.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 be prosecuted.

13.ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

14.DISCLOSURE OF THE POLICY :

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website for public information.