

**VIGIL MECHANISM POLICY  
UNI-COM INDIA PRIVATE LIMITED**

**1) PREAMBLE**

Uni-Com India Private Limited (Hereinafter referred to as “Company”) believes in promoting a fair, transparent, ethical and professional work environment.

The Vigil mechanism is implemented not only as a safeguard to unethical practices. This mechanism is intended to provide mechanism for reporting genuine concerns or grievance and ensure that deviations from the company’s Code of Conduct and Values are dealt with in a fair and unbiased manner as provided in Section 177 (9) and (10) of the Companies Act, 2013 read with the Companies Rules, 2014.

**2) APPLICABILITY**

- i. Every listed company;
- ii. Every other company which accepts deposits from the public;
- iii. Every company which have borrowed money from banks and public financial institutions in excess of Rs. 50 Crores.

*Not Applicable on specified IFSC Public Companies vide exemption Notification No. G.S.R. 8 ( E), dated 4<sup>th</sup> January 2017.*

Pursuant to the provisions of Section 177 (9) & (10) read with rule 7 of Chapter XII of the Companies Act, 2013, the Company has set up and adopted the following Vigil Mechanism which lays down the principles and standards governing the management of grievances and concerns of Employees and Directors of the Company. The mechanism shall be overseen by the Audit Committee (hereinafter referred to as 'Committee') of the Company. *And where is there is No audit Committee, the board of Directors to nominate one Director for overseeing the vigil mechanism and to whom Directors or Employees may report their concern.* The mechanism as set up herein-below shall enable the Employees and the Directors of the Company to report their genuine concerns or grievances about the actual and potential violation of the principles and standards laid down herein.

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Any actual or potential violation of these standards, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Directors, Employees in pointing out such violations of these standards cannot be undermined.

**3) DEFINITIONS**

- I. **Company** means "Uni-Com India Private Limited"
- II. **Director** means a director on the Board of Directors of the Company.

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- III. **Disciplinary Action** means any action that can be taken on the completion of / during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties, termination of employment or any such action as is deemed to be fit considering the gravity of the matter.
- IV. **Employee** means an employee on the rolls of the Company and appointed as such.
- V. **Fraud** in relation to affairs of a company or anybody corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.
- VI. **Investigator** means those persons authorized, appointed, consulted or approached by the Nominated Director and includes the auditors of the Company.
- VII. **Nominated Director** means a Director nominated by the Board of Directors for the purpose of addressing the complaints / Protected Disclosures made under this Policy(nominated by the Board to play the role of Audit Committee for the purpose of Vigil Mechanism to whom other directors and employees may report their concerns. )
- VIII. **Policy** means the Vigil Mechanism Policy.
- IX. **Protected Disclosure** means a concern raised by an Employee/s or a Director of the Company, through a written communication and made in good faith which discloses or demonstrates verifiable information about an unethical or improper activity with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- X. **Subject** means a person(s) against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- XI. **Whistleblower** means an Employee or a Director making a Protected Disclosure under this Policy.

4) **APPLICABILITY**

This Policy is applicable to every Employees and Directors of the Company.

5) **POLICY OBJECTIVES**

The objective of the Policy is that any genuine concern raised are thoroughly investigated and appropriate actions are taken to deal with the outcome of that investigation.

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The Vigil Mechanism aims to provide a channel to the Directors and Employees to report genuine concerns about unethical behavior, actual or suspected fraud or Policy adopted by the Company from time to time.

The mechanism provides for adequate safeguards against victimization of Directors & Employees and also provide for direct access in certain cases to the Committee at the specific request.

Subject to the provisions, this Policy, 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.

**6) SCOPE**

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- i. Abuse of authority
- ii. Breach of contract
- iii. Manipulation of company data/records
- iv. Financial irregularities, including Fraud or suspected fraud or deficiencies in Internal Control and checks or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports.
- v. Pilferage of confidential proprietary information
- vi. Deliberate violation of law/regulation
- vii. Breach of Company Policies or failure to implement or comply with any approved Company Policy

**7) PROCEDURE**

- i. All Protected Disclosures concerning financial/Accounting matters should be addressed to the Nominated Director who will act as vigilance in charge.

The contact details of the Nominated Director are as under:

**Ms. Neeraj**  
**Director**  
**Uni-Com India Private Limited**  
**Address: SCO-4, 1st floor, Puda Complex, Near Dainik Bhaskar Office, Jalandhar Punjab**  
**Email ID: neeraj@uni-com.in**

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- ii. Protected Disclosure should be reported in writing so as to ensure a clear understanding of the Issues raised. The Employee or Director who is making the complaint must put his name, contact details and full identification with the allegations.
- iii. Protected Disclosure should be submitted under a **covering letter signed by the complainant** giving his **full details like name, contact details and full identification information in a closed** and secured envelope and should be super scribed as "**Protected Disclosure**" or sent through email with the subject "**Protected Disclosure**".
- iv. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- v. The Nominated Director on the receipt of any of the above protected disclosures shall make a record of the disclosure and also ascertain from the whistleblower whether he/she was the person who made the disclosure or not.
- vi. The Nominated Director and Investigator shall maintain confidentiality on the identity of the whistleblower.

**8) INVESTIGATION**

- i. All Protected Disclosures reported under the policy will be thoroughly investigated by the Nominated Director or the Investigators so appointed under the authorization of the Nominated Director.
- ii. Investigators are required to conduct a process towards fact findings and analysis. Investigators shall derive their authority from the Nominated Director when acting within the course and scope for their investigation.
- iii. If the Nominated Director or Investigator involved in the investigation has a conflict of interest in a given case, they should recuse themselves and the other member of the Committee would deal with the matter on hand.
- iv. The Nominated Director / Investigator as it deems fit, may call for further information from the whistleblower.
- v. The Nominated Director shall inform the Committee about the receipt of Protected Disclosure and the action being taken.
- vi. The Nominated Director himself or with the help of Investigator shall carry out detailed investigation if the reported disclosure is found to be correct.

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- vii. The identity of the Subject will be kept confidential to the extent possible.
- viii. Subjects will normally be informed of the allegations and have opportunities for providing their inputs during the investigations.
- ix. The Nominated Director / Investigator shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Committee as soon as practically possible and in any case, not later than 60 days from the date of receipt of the Protected Disclosure. Committee may allow additional time for submission of the report based on the circumstances of the case.
- x. If an investigation leads to a conclusion that an improper or unethical act has been committed, the Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.
- xi. The Nominated Director will ensure action on the recommendations of the members of the Committee and keep the Whistleblower informed of the same.

The contact details of the Investigating officer are as under:

**Mr. Shalender Singh Sandhu**

**AGM - Operations & HR**

**Uni-Com India Private Limited**

**Address: SCO-4, 1st floor, Puda Complex, Near Dainik Bhasker Office, Jalandhar**

**Email ID: shalender@uni-com.in**

**9) CONFIDENTIALITY**

The Whistleblower, Vigilance Officer, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

**10) PROTECTION**

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

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**11) REPORTING & DISCLOSURE**

An annual report with the number of complaints received under the Policy and their outcome shall be placed before the Board of Directors. Details of Vigil Mechanism Establishment shall be disclosed on the website & also on the board report of the Company.

**12) 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. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to the Employees and Directors in writing.

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