



WHISTLE BLOWER POLICY

ODYSSEY TECHNOLOGIES LIMITED



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VIGIL MECHANISM/WHISTLE BLOWER POLICY

1. PREFACE

- i. Section 177 (9) of the Companies Act, 2013 requires *“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”*. The Company has adopted a Code of Conduct for Directors and Senior Management (**“the Code”**), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. As per Section 177(10) of Companies Act, 2013, *the Vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases; Provided that the details of establishment of such mechanism shall be disclosed by the Company on its website and in the Board’s report.*
- ii. Regulation 22 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 provides that all listed companies should establish a mechanism called *“Whistle Blower Policy”* for Director and Employees to report concerns to the management about instances of unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy. This mechanism should also provide for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of Audit Committee in exceptional cases. The details of establishment of such mechanism shall be disclosed by the Company on its website and in the Board’s report.
- iii. Under these circumstances, **Odyssey Technologies Limited** (*“the Company”*), being a Listed Company has established a Vigil Mechanism and formulated a Whistle Blower Policy for the same, which is below mentioned:

2. POLICY OBJECTIVES

- i. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the Employees and Directors to report to the management concerns

about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of Employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

- ii. 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 against people in authority and / or colleagues in general.

3. DEFINITIONS

- i. **“Alleged wrongful conduct”** shall mean violation of law, infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- ii. **“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance with SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 and Section 177 of the Companies Act, 2013.
- iii. **“Board”** means the Board of Directors of the Company.
- iv. **“Company”** means Odyssey Technologies Limited and all its Offices.
- v. **“Code”** means Code of Conduct for Directors and Senior Management adopted by Odyssey Technologies Limited.
- vi. **“Employee”** means every employee of the Company whether temporary, permanent, contractual, trainees including Directors in the employment of the Company (whether working in India or abroad).
- vii. **“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “Scope of the Policy” 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.
- viii. **“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.

- ix. **“Whistle Blower”** is an employee or group of employees who make a Protected Disclosure under this Policy and also referred to in this policy as a complainant.
- x. **“Investigators”** mean those persons authorised, appointed, consulted or approached by the Compliance Officer/Chairman of the Audit Committee and include the auditors of the Company and the police.

4. SCOPE OF THE POLICY

It covers all malpractices and events (*hereinafter referred to as “Concern”*) which have taken place / suspected to take place which includes a whole variety of issues listed below:

- i. Any unlawful act, whether criminal or a breach of the civil law;
- ii. Breach of any Policy or Manual or Code adopted by the Company;
- iii. Abuse of power/ authority (through physical, sexual, psychological or financial abuse, exploitation or neglect);
- iv. Negligence causing substantial and specific danger to public health and safety ;
- v. Manipulation of company data/records ;
- vi. Financial irregularities, including fraud, or suspected fraud ;
- vii. Perforation of confidential / propriety information
- viii. Deliberate violation of law(s)/regulation (s)
- ix. Wastage / misappropriation of Company’s funds/assets
- x. Breach of employee Code of Conduct or Rules

Any other unethical or improper conduct.

5. ELIGIBILITY

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

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- i. All Protected Disclosures should be reported in writing by the complainant to the Compliance Officer/Chairman of Audit Committee, as the case may be, as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in Tamil or in concerned regional language.

- ii. The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as "Protected disclosure under the vigil mechanism/ whistle blower policy". Alternatively, the same can also be sent through email with the subject "Protected disclosure under the vigil mechanism / whistle blower policy". If the complaint is not superscribed and closed as mentioned above, it will not be possible to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, no acknowledgment will be issued to the complainant and they are neither advised to write their name / address on the envelope nor enter into any further correspondence with the Compliance Officer/Chairman of Audit Committee. In case any further clarification is required, the complainant shall be accordingly requested to provide the same.
- iii. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Compliance Officer /Chairman of Audit Committee shall detach the covering letter bearing the identity of the Whistle Blower and process only the 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.
- v. All Protected Disclosure should be addressed to (i) Immediate Supervisor; (ii) Compliance Officer (herein after referred to as "the concerned authorities") or (iii) anonymously, by sending an e-mail to whistleblower@odysseytec.com

A letter can also be sent to the Compliance Officer at:-

The Compliance Officer & Company Secretary
Odyssey Technologies Limited
5th Floor, Dowlath Towers,
63, Taylors Road,
Kilpauk,
Chennai-600010.
e-mail: cs@odysseytec.com

If there is a reason to believe that immediate superior or Compliance Officer is involved in the suspected violation, a report may be made to the Chairman of the Audit Committee of Board of Directors at:

The Chairman, Audit Committee
Odyssey Technologies Limited

5th Floor, Dowlath Towers,
63, Taylors Road,
Kilpauk,
Chennai-600010.

On receipt of the protected disclosure the concerned authorities shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. They shall carry out an enquiry by themselves or by involving any other Officer of the Company or by hiring the services of an outside agency for needful action.

7. INVESTIGATION

- i. All Protected Disclosure under this policy will be recorded and thoroughly investigated.
- ii. The decision to conduct an investigation by the concerned authorities is not an accusation and is to be treated as a neutral fact finding process.
- iii. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- iv. Subject(s) shall have a duty to co-operate with the concerned authorities or any of the Officers appointed by it in this regard.
- v. Subject(s) have a right to consult with a person or persons of their choice, other than the concerned authorities.
- vi. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- vii. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- viii. Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

- ix. The investigation shall be completed normally within 45 days of the receipt of the protected Disclosure.
- x. The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of the law and the investigation.

8. DECISION AND REPORTING

- i. If an investigation leads to conclude that an improper or unethical act has been committed, then action shall be taken against the person concerned. If the complaint is shown to be justified, then the concerned authorities shall invoke the disciplinary or other appropriate action against the concerned as per the Organization's procedures. The following actions may be taken after investigation of the concern;
 - a. Disciplinary action (*up to and including dismissal*) against the Subject depending on the results of the investigation; or
 - b. Disciplinary action (*up to and including dismissal*) against the whistleblower if the claim is found to be malicious or otherwise in bad faith; or
 - c. No action if the allegation proves unfounded.
- ii. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- iii. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject, then he/she shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. SECRECY / CONFIDENTIALITY

- i. The complainant, Compliance Officer/ Chairman of Audit Committee, the Subject and everybody involved in the process shall:
 - a. Maintain confidentiality of all matters under this Policy;
 - b. Discuss only to the extent or with those persons as required under this Policy for completing the process of investigations;
 - c. Not keep the papers unattended anywhere at any time;
 - d. Keep the electronic mails / files under password.

10. PROTECTION

- i. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of 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 Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- ii. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- iii. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- iv. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

11. INVESTIGATORS

- i. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.
- ii. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- iii. Investigations will be launched only after a preliminary review by the Chairman of the Audit Committee, which establishes that:
 - a. the alleged act constitutes an improper or unethical activity or conduct, and
 - b. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is

felt that the concerned matter is worthy of management review. Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

12. 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.

13. COMMUNICATION

A whistle Blower policy cannot be effective unless it is properly communicated to Directors and Employees. Director and Employees shall be informed through by publishing in the website of the company.

14. RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a minimum period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

15. ADMINISTRATION AND REVIEW OF THE POLICY

The Chairman of the Audit Committee and Compliance Officer shall be responsible for the administration, interpretation, application and review of this policy. They shall also be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee. The Audit Committee shall oversee the administration of this policy and ensure proper implementation and follow-up of the same.

16. 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 Directors and Employees unless the same is notified to them in writing.



17. **ACKNOWLEDGEMENT AND AGREEMENT REGARDING THE POLICY**

All Directors and Employees of the Company are requested to sign the acknowledgment form below and return it to Human Resource Department. This will let the Company know that all the Directors and Employees have received the Whistleblower Policy and are aware of the Company's commitment to a work environment free of retaliation for reporting violations of any Company policies or any applicable laws.



**ACKNOWLEDGMENT AND AGREEMENT REGARDING THE
WHISTLEBLOWER POLICY**

This is to acknowledge that I have received a copy of the Company's Whistle blower Policy.

I understand that compliance with applicable laws and the Company's Code of Conduct and Ethics is important and, as a public Company, 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 if 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 Whistle blower 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 if I do not use the procedures outlined in the Whistle blower 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.

Director/Employee's signature

Director/Employee's Name

Date