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PRODOCS SOLUTIONS LIMITED

Corporate Identity Number: U72900MH2019PLC322408

VIGIL MECHANISM (WHISTLE BLOWER POLICY)

[*Pursuant to Regulation 22 of theSecurities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*]

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I. INTRODUCTION

(a) Prodocs Solutions Limited ("**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 behaviour.

(b) The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

(c) Section 177 of the Companies Act, 2013 ("**Act**") read with Rule 7 of the Companies (Meetings of Board and its Powers), 2014 and Regulation22 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015require all listed companies to establish a mechanism called "**Vigil Mechanism (Whistle Blower Policy)**" for directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

(d) The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects directors and employees wishing to raise a concern about serious irregularities within the Company.

(e) The policy neither releases directors and employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

II. POLICY

(a) This Policy is for the Directors and the Employees (*as defined hereinafter*).

(b) The Policy has been drawn up so that the Directors and Employees can be confident about raising a concern. The areas of concern covered by this Policy are summarized in paragraph V below.

(c) This Policy shall be effective from the date of approval of the Policy by the board of directors of the Company("Board").

III. DEFINITIONS

(a) "**Director**" means any person who has been appointed as a director on the board of the Company, whether whole-time, additional or otherwise.

(b) "**Disciplinary Action**" means any action that can be taken on the completion of/during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

(c) "**Employee**" means every employee of the Company (whether working in India or abroad) including expatriates stationed in India.

(d) "**Protected Disclosure**" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

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(e) "**Subject**" means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

(f) "**Whistle Blower**" is someone who makes a Protected Disclosure under this Policy.

(g) "**Vigilance Officer**" / "**Vigilance Committee**" means an officer or Committee of persons who is 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.

IV. THE GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

(a) Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;

(b) Treat victimization as a serious matter including initiating disciplinary action on such person/(s), if any;

(c) Ensure complete confidentiality of all Employees/person(s) involved in the processes provided in this Policy;

(d) Not / not attempt to conceal evidence of the Protected Disclosure;

(e) Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made; and

(f) Provide an opportunity of being heard to the persons involved especially to the Subject.

V. COVERAGE OF POLICY

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

(i) Abuse of authority

(ii) Breach of contract

(iii) Negligence causing substantial and specific danger to public health and safety

(iv) Manipulation of company data/records

(v) Financial irregularities, including fraud, or suspected fraud

(vi) Criminal offence

(vii) Perforation of confidential/propriety information

(viii) Deliberate violation of law/regulation

(ix) Wastage/misappropriation of company funds/assets

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(x) Breach of employee Code of Conduct/Ethics Policy or Rules

(xi) Any other unethical, biased, favoured, imprudent event.

(b) The Policy should not be used in place of the Company's grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

VI. DISQUALIFICATIONS

(a) 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 by the Company.

(b) 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.

(c) 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 under Company's Code of Conduct.

VII. MANNER IN WHICH CONCERN CAN BE RAISED

(a) The Whistle Blower can make Protected Disclosure in writing to Vigilance Officer, as soon as possible but not later than 30 (thirty) consecutive days after becoming aware of the same.

(b) The complaints specifically related to violation of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" and any leak of unpublished price sensitive information shall be addressed to Chief Investor Relations Officer/Compliance Officer of the Company with a copy to Chairperson of the Company and the Chairman of Audit Committee. The investigation in this regard shall be carried out in accordance with the Company's Policy for inquiry in case of leak of Unpublished Price Sensitive Information.

(c) The Whistle Blower must put his/her name in the Protected Disclosure. Concerns expressed anonymously will not be investigated under this policy. In order to protect the identity of the Whistle Blower, the Vigilance Officer will not issue any acknowledgement to the Whistle Blowerand they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

(d) If initial enquiries by the Vigilance Officer indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision shall be documented.

(e) Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Vigilance Officer alone, or by the Vigilance Committee nominated by the Vigilance Officer for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

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(f) 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.

(g) The Vigilance Officer as he deems fit, may call for further information from the Whistle Blower.

(h) In case of exceptional circumstances, the Protected Disclosure may directly be made by the Whistle Blower to the Chairperson of the Audit Committee in which case the investigation shall be made by the Chairperson.

(i) The Vigilance Officer, Vigilance Committee or the Chairperson of the Audit Committee, as the case may be, shall make a detailed written record of the Protected Disclosure. The record will include:

1. Facts of the matter;
2. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
3. Whether any Protected Disclosure was raised previously against the same Subject;
4. The financial/otherwise loss which has been incurred/would have been incurred by the Company;
5. Findings; and
6. The recommendations on disciplinary/other action/(s).

(j) If an investigation leads to conclusion that an improper or unethical act has been omitted, the Vigilance Officer or the Chairperson of the Audit Committee, as the case may be, 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.

(k) Where the Whistle Blower is not satisfied with the outcome of the investigation by the Vigilance Officer and the decision, she /he can make an appeal to the Chairperson of the Audit Committee.

(l) The investigation shall be completed within a period of 60 days from the date of receipt of the Protected Disclosure.

VIII. PROTECTION

(a) 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 Blower. Complete protection will, therefore, be given to the Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour 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

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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.

(b) The identity of the Whistle Blower shall be kept confidential at all times.

(c) Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

IX. SECRECY/CONFIDENTIALITY

The Whistle Blower, the Subject, the Vigilance Officer and everyone involved in the process shall:

(a) maintain complete confidentiality/ secrecy of the matter

(b) not discuss the matter in any informal/social gatherings/ meetings

(c) discuss only to the extent or with the persons required for the purpose of completing the process and investigations

(d) not keep the papers unattended anywhere at any time

(e) keep the electronic mails/files under password

If any person is found not complying with the above requirements, he/she shall be held liable for such disciplinary action as is considered fit by the authorised person/authority in this regard.

X. REPORTING

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

Nidhi P. Sheth

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