

WHISTLE BLOWER POLICY

PREAMBLE

As a matter of good corporate governance, the Board of Directors (“Board”) of the Company had adopted the Whistle Blower Policy for the permanent employees of the Company.

To comply with the applicable provisions of the newly enacted Companies Act, 2013 and the amended Clause 49 of the Listing Agreement entered into by the Company with the stock exchanges, the Board has amended the said Policy so as to cover the Directors of the Company and to make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. The revised Policy is set forth below.

APPLICABILITY

All the Directors and Employees of the Company

PURPOSE

The Company believes in conduct of its affairs in a transparent and fair manner and adopting high standards of honesty and integrity. The purposes of this policy are:

To create a window for the directors and employees, who observe an unethical practice either organizationally or individually, to be able to raise it without any fear of victimisation or reprisal.

To encourage timely, safe and open reporting of alleged wrong doings or suspected impropriety.

- To ensure consistent and timely institutional response.
- To ensure appropriate reporting of whistleblower investigations; and
- To encourage ethical and lawful conduct.

Accordingly, this Whistle Blower Policy has been formulated in order to provide a framework to promote responsible and secure whistle blowing/vigil mechanism.

This 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.

POLICY

Definitions

"Audit Committee" means a Committee of Board of Directors of the Company constituted in accordance with provisions of Section 177 of the Companies Act, 2013 read with amended Clause 49 of the Listing Agreement entered into by the Company with Stock Exchanges.

"Company" means Tecpro Systems Limited.

"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 or any such action as is deemed to be fit considering the gravity of the matter.

"Director" means all the Executive and Non-Executive Directors on the Board of Directors of the Company.

"Employee" means every permanent employee of the Company, whether working in India or abroad.

"Ombudsperson" will be Chairman & Managing Director or Vice Chairman & Managing Director for the purpose of receiving all complaints under this Policy and ensuring appropriate action.

"Policy" means Whistle Blower Policy.

"Protected Disclosure/Complaint" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity with respect to the Company.

"Whistle Blower/Complainant" is a Director or Employee who makes a Protected Disclosure under this Policy.

Scope

To ensure strict compliance with ethical and legal standards across the Company, the policy has been introduced. The Policy covers malpractices and events which have taken place or are suspected to take place involving :

- Abuse of Authority including use of Company resources for personal benefit
- Favoritism in award of contracts to related persons/parties
- Breach of contract
- Manipulation of Company data/records
- Financial irregularities, including fraud
- Leakage of confidential/propriety information to outsiders
- Theft of Company property

- Any other unethical, biased, favoured, imprudent event.

Disqualifications

While it will be ensured that genuine Complainants i.e. Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this Policy including malafide or malicious complaints by the Whistle Blower will warrant disciplinary action.

Protection

- a. Complete confidentiality will be maintained of Complainant (Whistle Blower) and his name will not be disclosed to any one.
- b. Complete protection against victimization will be given to the Complainant against any unfair practice like retaliation, threat of termination/suspension of service, disciplinary action, transfer etc.
- c. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Complainant.

Reporting Process

- 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, under a covering letter signed by the Complainant in a sealed envelope or sent through email with the subject "Protected disclosure under the Whistle Blower Policy". The complaint will not be entertained through telephone or any other mode.
- The Protected Disclosures should be factual rather than speculative and must contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures.
- The Whistle Blower need not prove the concern but must demonstrate sufficient grounds for raising the concern.
- Anonymous / Pseudonymous disclosure shall not be entertained by the Ombudsperson / Chairperson of the Audit Committee.
- The Protected Disclosure should be addressed to the Ombudsperson at the following addresses:

Mr. Ajay Kumar Bishnoi/ Mr.AmulGabrani

The Ombudsperson (s)
Chairman and Managing Director / Vice Chairman & Managing Director
Tecpro Systems Limited
106, Vishwadeep Tower
Plot No. 4, District Centre

JanakPuri, New Delhi
PIN 110058

Email: An email complaint can be sent to the Ombudsperson at whistleblower.tecpro@gmail.com

Access to the Chairperson of the Audit Committee

The Whistle Blower shall have the right to access Chairperson of the Audit Committee directly in appropriate or exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard. The contact details of Chairperson of the Audit Committee are as under:

The Chairperson – Audit Committee
Tecpro Systems Limited
106, Vishwadeep Tower
Plot No. 4, District Centre
JanakPuri, New Delhi
PIN 110058
Email: whistleblower.tecpro@gmail.com

Investigation

- All Protected Disclosures under this policy will be recorded and thoroughly investigated.
- The Ombudsperson will carry out an investigation either himself or by constituting Committee of at least 2 officers of the Company/ involving an outside agency to carry out investigation 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 will be done in a fair manner to find out the facts without any bias or presumption; place on record all facts and includes:
 - Estimation of financial or any other loss incurred or would have been incurred by the Company due to the concern raised.
 - Point out weaknesses in the system and remedial measures to be taken.
 - Find out any adverse impact on the prestige, credibility and image of the Company.
 - Assign responsibility of the irregularity committed
- 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.

Decision and Reporting

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairperson 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 in accordance with the rules, procedures and policies of the Company.

A complainant who makes repeated false allegations of unethical & improper practices or about alleged wrongful conduct to the Ombudsperson or the Audit Committee shall be subject to appropriate disciplinary action including reprimand.

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

Reward

In case the concern raised is proved and is of significant nature, the company may reward complainant and/or assisting person suitably at its sole discretion.

EFFECTIVE DATE

The above Revised Policy shall be effective from 1st April, 2014.

AMENDMENT

The Board of Directors may as per the recommendations of Audit Committee amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.