

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

1. PREAMBLE

In pursuance of clause (9) of section 177 of the Companies Act, 2013 requires every Listed Company and such class or classes of companies, as may be prescribed to establish a Vigil Mechanism for the 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 Personnel (“the Code”), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

As per Regulation 22 of SEBI Listing Obligation and Disclosure Requirements, Regulation 2015, between listed companies and the Stock Exchanges, *inter alia*, provides for a mandatory requirement for all listed companies to establish a mechanism called “Vigil Mechanism/ Whistle Blower Policy” for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company’s code of conduct. In compliance with the above requirements, Company has established a Vigil Mechanism and formulated a Vigil Mechanism/ Whistle Blower Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

2. DEFINITION

“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.

“Audit Committee” means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 22 of SEBI LODR, Regulation 2015, with the Stock Exchanges.

“Board” means the Board of Directors of the Company.

“Code” means Code of Conduct for Directors and Senior Management Executives adopted by them.

“Company” means **BANGALORE SOFTSELL LIMITED**.

“Employee” means all the present employees and Directors of the Company (Whether working in India or abroad).

“Investigators” means those persons authorised, appointed, consulted or approached by the Ombudsperson / Chairman of the Audit Committee and includes the auditors of the Company and the Police.

“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.

“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 and Ethics Officer” means an officer 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.

3. INTERPRETATION OF VARIOUS TERMS USED IN THE POLICY

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Rules notified there under, Listing agreement, and/or SEBI Act and/or any other SEBI Regulation(s) as amended from time to time.

4. POLICY OBJECTIVES

A Vigil Mechanism/ Whistle Blower Policy 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 Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc. 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.

5. SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place/ suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest

of the Company is affected and formally reported by whistle blowers concerning its employees such as:

- 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) Pilferation of confidential/propriety information;
- 9) Gross Wastage/misappropriation of Company funds/assets.

6. ELIGIBILITY

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

7. PROCEDURE

a) All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.

b) In respect of all other Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

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

Company secretary and compliance officer

Bangalore Softsell Limited

Registered Office: NO.334/22, 1ST FLOOR, 1ST MAIN, 41ST CROSS, 8TH BLOCK JAYANAGAR
BANGALORE KA 560082

Contact Number: 9845011800

E-Mail Id exclusively for Investor's Grievances: sragothaman@bangaloresoftsell.com

d) If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Vigilance Officer, the same should be forwarded to the Company's Vigilance Officer or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.

e) Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle blower.

f) The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee / Vigilance Officer, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

g) 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.

h) The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblowers.

8. INVESTIGATION

a) 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.

b) 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.

c) The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

d) 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.

e) 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.

9. 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.

b) Adequate safeguards against victimization of complainants shall be provided.

c) The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

d) The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

e) Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10. DECISION AND REPORTING

a) 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.

b) 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.

c) 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.

11. 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 period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

12. SECRECY/ CONFIDENTIALITY

The complainant, Vigilance and Ethics Officer, Members 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.

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. COMMUNICATION

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

15. ADMINISTRATION AND REVIEW OF THE POLICY

The Board of Directors shall be responsible for the administration, interpretation, application and review of this policy. The Board also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

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

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