

Last Amendment Date	Effective Date	Approved By
March 13, 2019	March 14, 2019	Board of Directors

MPS LIMITED

WHISTLE BLOWER POLICY

1. OBJECTIVE

The objective of this policy is to provide employees an avenue to raise concerns, in line with the commitment of MPS Limited and its subsidiary (together called MPS Group) to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. To provide necessary safeguards for protection of employees from reprisals or victimization, for reporting a concern in good faith

The another objective of the Policy is to provide employees the procedure for reporting in case of Leak of Unpublished price sensitive information and suspected Leak of Unpublished price sensitive information pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. SCOPE & COVERAGE

This Policy covers all the Directors and Employees of MPS Group.

3. WHAT THIS POLICY COVERS

The Whistleblower policy is intended to cover serious concerns that could have a large impact on MPS Group such as actions (actual or suspected) that:

- May lead to incorrect financial reporting
- Are not in line with the Code of Conduct
- Are unlawful
- Otherwise amount to serious improper conduct

4. DEFINITIONS

4.1 Complainant (Whistleblower)

An employee making a disclosure under this policy is commonly referred to as a complainant (whistleblower). The complainant's role is as a reporting party, he/she is not an investigator.

4.2 Ombudsperson

The Ombudsperson will be a person, a full time senior employee, well respected for his/her integrity, independence and fairness. He/she would be authorised by the Board of Directors of the Company for the purpose of receiving all complaints under this policy and ensuring appropriate action.

4.3 Unpublished Price Sensitive Information(UPS)

Means any information, relating to a company or its securities, directly or indirectly, that is not generally available and which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel.

5. WHISTLE BLOWER PROCESS

5.1 Reporting

The Whistleblower procedure is intended to be used for serious issues. Serious concerns relating to financial reporting, unethical or illegal conduct, should be reported to either the:

- Immediate supervisor or
- Ombudsperson or
- Chairperson of the Audit Committee.

The immediate supervisor shall, without any delay, report the concern either to the Ombudsperson or to the Chairperson of the Audit Committee.

Annexure I provides the necessary contact details of the Ombudsperson and the Chairperson of the Audit Committee.

5.2 Investigation

All complaints received will be recorded and looked into. An enquiry will be carried through by the Ombudsperson and/or the Chairperson of the Audit Committee, who, if required, may include other person(s) to assist in the investigation. 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. Every person working for the MPS Group has a duty to cooperate in such an investigation.

5.3 Investigation Result

Based on a thorough examination of the findings, the Ombudsperson and the Chairperson of the Audit Committee would decide an appropriate course of action where an improper practice is proved. This would cover suggested disciplinary action, including dismissal, if applicable, as well as preventive measures for the future. All discussions would be minuted and the final report prepared. Decision of the Chairperson of the Audit Committee in the matter will be final.

5.4 Investigation Subject

The investigation subject is the person/group of persons who are the focus of the investigation. Their identity would be kept confidential to the extent possible.

5.5 Reporting by Ombudsperson

The Ombudsperson will provide a quarterly report to the Audit Committee of complaints received and action taken against each complaint.

5.6 Communication with Complainant

The complainant will receive an acknowledgement on receipt of the concern.

The amount of contact between the complainant and the body investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from him/her. Subject to legal constraints, he/she will receive information about the outcome of any investigations.

6. WHISTLE BLOWER PROCESS IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF INFORMATION

6.1 REPORTING:

The Complainant shall report instance of leak of unpublished price sensitive information and all suspected violations to:

- (i) the Immediate Superior
- (ii) Company Secretary & Compliance Officer; at investors@mpslimited.com

If the complainant has reasons to believe that his immediate superior, Compliance Officer or Company Secretary is involved in the suspected violation, the complainant may report instance of leak of UPSI to the Chairman of Audit Committee of the Company.

6.2 INQUIRY IN CASE OF LEAK OF UPSI

The Company has formulated policies and procedures for enquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information in order to initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

7. RESPONSIBILITIES:

7.1 Employees

- Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern.
- Co-operate with investigating authorities, maintaining full confidentiality.
- The intent of the policy is to bring genuine and serious issues to the fore. Malicious allegations by employees must be avoided and will be viewed negatively.
- A complainant has the right to protection from retaliation. But this does not extend to immunity to the complainant for collusion in the matters that are the subject of the allegations and investigation.

7.2 Ombudsperson

- Ensure that the policy is implemented and wide coverage given including putting up on the notice boards, intranet site and including the same in the induction process of new joiners. Similar process to be followed for subsidiary company(ies) also.
- Acknowledge receipt of the complaint to the complainant
- Ensure that necessary safeguards are provided to the complainant.
- To carry investigation in the complaint.
- Document the details of the complaint, the investigation process and the final outcome. Minute Committee deliberations, wherever applicable, and document the final report.

Reporting process

- Ombudsperson to provide a quarterly report to the Audit Committee.

7.3 Chairperson of the Audit Committee/Ombudsperson

- Conduct the enquiry in a fair, unbiased manner
 - Ensure complete fact-finding.
 - Maintain strict confidentiality.
 - Decide whether an improper practice has been committed and if so by whom.
 - Committee to present the investigation result to the Ombudsperson or the Chairperson of the Audit Committee and if required by them, to recommend an appropriate course of action.
 - The Ombudsperson and the Chairperson of the Audit Committee to decide disciplinary action, including dismissal and preventive measures.
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Whistleblower Policy

7.4 Investigation Subject

- Provide full co-operation to the Investigation team.
- Be informed of the outcome of the investigation.
- Accept the decision of the Ombudsperson and the Chairperson of the Audit Committee.
- Maintain strict confidentiality.

8. GUIDELINES

8.1 Harassment or Victimization:

Harassment or victimisation of the complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee.

8.2 Confidentiality:

Every effort will be made to protect the complainant's identity, subject to legal constraints.

8.3 Anonymous Allegations:

All concerns expressed anonymously will be accepted and investigated.

Whistleblower Policy

ANNEXURE I

CONTACT DETAILS

CHAIRMAN OF THE AUDIT COMMITTEE: MR. AJAY MANKOTIA

Mobile: +91 9711353002

E-mail: ajaymankotia@hotmail.com

OMBUDSPERSON: MR. SUNIT MALHOTRA

Address: A-1, Tower-A, 4th floor, Windsor IT Park, Sector-125, Noida-201303

Phone: 0120 - 4599750

E-mail: ombudsman@mpslimited.com

COMPANY SECRETARY AND COMPLIANCE OFFICER: MR. RAMAN SAPRA

Address: A-1, Tower-A, 4th floor, Windsor IT Park, Sector-125, Noida-201303

Phone: 0120 - 4599750

E-mail: investors@mpslimited.com
