



**FX MULTITECH LIMITED**  
(Earlier Known as FX MULTITECH PRIVATE LIMITED)  
CIN NO: U52100GJ2008PLC053391

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**VIGIL MECHANISM  
(WHISTLE BLOWER) POLICY**

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

**(Approved Board meeting dated 03.06.2025)**

### **1. PREAMBLE**

- 1.1 Section 177 of the Companies Act, 2013 requires every listed company to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company had adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern their actions. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company and should be brought to the attention of the concerned. A vigil mechanism shall provide for adequate safeguards against victimization of persons who can also use such mechanism for reporting genuine concerns including above. It also makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
- 1.2 Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 9A of the SEBI (PIT) Regulations, 2015 mandates all listed companies to establish a mechanism called '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.
- 1.3 Under these circumstances, the Company, being a Listed Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

### **2. DEFINITIONS**

- a. "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".
- b. "Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance guidelines of Listing Agreement and Companies Act, 2013.
- c. "Board" means the Board of Directors of the Company.

- d. "Code" means Code of Conduct for Directors and Senior Management Executives adopted by FX Multitech Limited.
- e. "Employee" means all the present employees and whole time Directors of the Company (Whether working in India or abroad).
- f. "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.
- g. "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.
- h. "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.
- i. "Whistle Blower" is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

### **3. POLICY OBJECTIVES**

- 3.1 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.
- 3.2 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.
- 3.3 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 Codes 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/ Managing Director/ Chairman of the Audit Committee in exceptional cases.

3.4 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 about a personal situation.

#### **4. 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:

- ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- ensure complete confidentiality.
- not attempt to conceal evidence of the Protected Disclosure;
- take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- Provide an opportunity of being heard to the persons involved especially to the Subject;

#### **5. SCOPE**

- a. The Policy covers malpractices and events which have taken place/ suspected to take place involving:
  - 1) Abuse of authority
  - 2) Breach of contract
  - 3) Negligence causing substantial and specific danger to public health and safety
  - 4) Manipulation of company data/records
  - 5) Financial irregularities, including fraud, or suspected fraud
  - 6) Criminal offence
  - 7) Perforation of confidential/propriety information
  - 8) Deliberate violation of law/regulation
  - 9) Wastage/misappropriation of company funds/assets
  - 10) Breach of employee Code of Conduct or Rules.
  - 11) instances of leak of unpublished price sensitive information.
- b. The Policy is a channel to reinforce a robust implementation of the Company's Code. Through this Policy, the Company seeks to provide a procedure for all the employees of the Company to disclose any unethical and improper practice taking place in the Company for appropriate action and reporting.

## **6. 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.
- 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.

## **7. ELIGIBILITY**

All Directors and Employees of the Company are eligible to make disclosures under the policy in relation to alleged Wrongful conduct.

## **8. INVESTIGATION**

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.

Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment.

If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination.

Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

A Complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the vigilance officer of the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the company.

## **9. CONFIDENTIALITY**

The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

- i. Maintain confidentiality of all matters under this Policy
- ii. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- iii. Not keep the papers unattended anywhere at any time
- iv. Keep the electronic mails / files under password.

## **10. PROTECTION**

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 identity of the Whistle Blower shall be kept confidential.

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

## **11. 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.

## **12. COMMUNICATION**

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

## **13. 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 Five years or such other period as specified by any other law in force, whichever is more

## **14. 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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