

**WHISTLEBLOWER POLICY AND VIGIL MECHANISM
Of LYKA LABS LIMITED**

PREFACE

In accordance with Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and Its Powers) Rules, 2014 which has come into effect from 1st April 2014, every listed company shall have to establish a vigil mechanism for directors and employees to report their genuine concerns or grievances.

Further, Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges has been recently amended which, *inter alia*, provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Whistleblower Policy' for directors and employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

Accordingly, this Whistleblower Policy ("the Policy") has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the Ethics Counsellor / Chairman of the Audit Committee of the Company.

The mechanism should also provide for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee.

The details of establishment of such mechanism shall be disclosed by the company on its website and in the Board's report.

DEFINATION

The definitions of some of the key terms used in this Policy are given below.

- a. **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.
- b. **"Employee"** means every employee who is on the payroll of the Company, who is subject to the control and direction of the Company, including regular and contractual employees. Employees also includes the directors in the employment of the Company
- c. **"Code"** means the LYKA LABS LIMITED code of Conduct.
- d. **"Investigators"** mean those persons authorised, appointed, consulted or approached by the Chairman of the Audit Committee and includes the auditors of the Company and the police.



e. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

f. **“Subject”** means person or persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

g. **“Whistleblower”** means an employee and director.

ELIGIBILITY

All employees and director of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company i.e. LYKA LABS LIMITED.

SCOPE

- A) Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy pertaining to unethical behavior, actual or suspected fraud or violation of the company’s code of conduct / terms and conditions of employment.
- B) Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee, as the case may be.
- C) Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators.

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 Whistleblower processing the Protected Disclosure is not victimized.
- b) Ensure full confidentiality of the Whistleblower.
- c) Not make any attempt to conceal evidence submitted in the Protected Disclosure.
- d) Provide an opportunity of being heard to the persons involved especially to the Subject.
- e) To provide for direct access by the Whistleblower to the Chairman of the Audit Committee.



f) Anonymous disclosures made by Whistleblowers without identifying themselves will not be given cognizance to them. Whistleblowers must put their names to the Protected Disclosures, as follow-up questions and investigation may not be possible unless the source of the information is identified.

PROCEDURE

a. All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company for investigation.

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

c. 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 Whistleblower.

d. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee, shall forward only the Protected Disclosure to the Investigators for investigation.

e. 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.

f. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure.



INVESTIGATORS

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review which establishes that:
- the alleged act constitutes an improper or unethical activity or conduct, and
 - either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

DECISION

If an investigation leads the Chairman of Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall direct the management of the Company to take such disciplinary or corrective action as the Audit Committee deems fit. It is clarified that 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.

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. The revised Policy shall be uploaded on the Company's website as and when amended.

Place: Mumbai
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