

INTEGRATED TECHNOLOGIES LIMITED

WHISTLE BLOWER POLICY/VIGIL MECHANISM

1. PURPOSE

As per Section 177 of the Companies Act, 2013 and the rules made there under and Clause 49 of the Listing Agreement, requires company to establish a vigil mechanism for its Directors and employees to freely communicate their concerns about illegal or unethical practices, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

Accordingly, this Whistle blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

2. DEFINITIONS

"Reportable Matters" means abuse of authority, breach of Company's Code of Conduct or ethics policy, fraud, bribery, corruption, employee misconduct, illegality, health & safety, misappropriation of company funds/assets and any other unethical conduct.

"Whistleblower" is defined as any Personnel (defined below) who has or had access to data, events or information about an actual, suspected or anticipated reportable matter within or by the organization, and makes or attempts to make a deliberate, disclosure or complaint of organizational malpractice.

"Employee" means any employee of the Company.

"Personnel" means any employee, director, officer, contractor and/or third-party intermediary engaged to conduct business on behalf of the Company, such as agents and consultants etc.

"Audit Committee" means a committee of Board constituted in terms of Section 177 of the Companies Act, 2013 and the rules made there under and pursuant to Clause 49 of the Listing Agreement.

3. POLICY

The company's Board shall discuss this matter and formulate a policy, in which the Board shall provide full protection to the whistleblower. As per the policy, any personnel who have any information or is witness to any Wrong doing/Unethical act or any pertaining to the Company's business / operations etc. matter in the company, which may affect the business of the Company, can communicate to the higher Authorities/Audit Committee through written, typed or electronic communication, such malpractice/ act/ unethical conduct etc. The Company shall not disclose his/her name and investigate the matter and take appropriate actions to protect the interest of the Company.

The policy outlines the procedures for reporting, investigating and deciding on the course of action to be taken in case inappropriate conduct is noticed or suspected in the working of the Company. It also aims to provide adequate protection to the Whistleblower (s).

4. SCOPE

The Policy covers malpractices and events which have taken place/ suspected to take place which may affect the Company adversely.

Only Directors and Employees of the Company are eligible and duty bound to make disclosures of reportable matters under the Policy in relation to matters concerning the Company

5. REPORTING MECHANISM

Any personnel having knowledge of reportable matters should report the same immediately to the higher authority/audit committee as mention earlier herein.

Upon receipt of a complaint the Audit Committee shall investigate and address all concerns or complaints regarding reportable matters which are placed before them, and ensure resolution of the same.

All information disclosed during the course of the investigation will remain confidential, except as deemed necessary or appropriate to conduct the investigation and to facilitate taking any remedial action, in accordance with applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Reportable Matters to appropriate external regulatory authorities. All Personnel are duty bound to co-operate in the investigation of complaints reported as mentioned hereinabove.

Depending on the nature of the complaint, any concerned personnel, at the initiation of formal investigations, may be informed of the allegations being investigated against him/her and he/ she may be provided with adequate opportunity to submit documents or any other material in support of their defence to such allegations.

Personnel shall be subject to appropriate disciplinary action up to and including immediate dismissal, if they fail to cooperate in an investigation, or deliberately provide false information during such investigations.

If, at the conclusion of its investigation, the Company determines that a violation has occurred or the allegations are substantiated, the Company will take effective remedial action commensurate with the severity of the offence. This may include disciplinary action against the concerned Personnel. The Company may also take all necessary measures to prevent any further violations,

PROTECTION TO WHISTLEBLOWER

This policy shall contain specific provisions preventing whistle blowers from suffering any form of discrimination, retaliation, retribution or harassment of any kind including and not limited to future growth prospects within the company, job loss, demotion, unwarranted transfers or curtailment of his or her rights/ duties/ powers/ position within the organization.

6. FALSE COMPLAINTS

Any personnel indulging in false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to strict disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures in force at that time.

7. REVIEW

The Audit Committee shall periodically review the coverage and impact of functioning of this policy and the “whistle blower mechanism” to ensure that persons should raise genuine concerns and issues and the policy should become an instrument of abuse or be harassment to bonafide members of the Company.

AMENDMENT

The Board shall have the power to amend this Policy in whole or part, at any point of time.