

SPARC SYSTEMS LIMITED

**VIGIL MECHANISM
(WHISTLE BLOWER POLICY)**

PREFACE

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior and to provide the adequate safeguard against victimization of employees and directors.

The Company is committed for developing a culture where it is safe for all employees and directors to raise concerns about any unacceptable practice and any event of misconduct, unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

Section 177 of the Companies Act, 2013, read with rules made there under and requirement of the Listing Agreement for all listed companies to establish a mechanism called "Vigil Mechanism" for employees and directors and report any genuine concerns and grievances and to direct access to the chairperson of the Audit Committee.

The purpose of this policy is to provide the adequate safeguard against victimization of employees and directors and to promote responsibility. It protects employees wishing to raise a concern about serious concerns and irregularities within the Company.

The policy neither releases employees from their duty of confidentiality in the course of their work nor it is a route for taking up a grievance about a personal situation.

ABOUT THE POLICY

This policy is formulated to provide opportunity to employees and directors to access in good faith, to the Chairperson of the Audit Committee in case they are raising any concern or grievances, observe unethical and improper practices or any other alleged wrongful conduct in the Company.

No adverse personnel action shall be taken or recommended against an employee in relation to his disclosure in good faith. The policy protects such employees/ director from unfair termination and unfair prejudicial employment practices.

The areas of concern covered by this Policy are summarized as follows under "Coverage of Policy"

APPLICABILITY

This Policy is for the all employees and directors of the company.

DEFINITIONS

"Policy or Mechanism" Policy or Mechanism means "Whistle Blower Policy" or "Vigil Mechanism"

"Company" Company means "Sparc Systems Limited".

"Whistle Blower" Means employee(s) or director(s) of the company who makes the protected disclosure under this mechanism.

“Employee” Means permanent employee of the Company (whether working in India or abroad).

“Adverse Personnel Action” An employment-related act or decision or a failure to take appropriate action by managerial personnel which may affect the employee’s employment, including but not limited to compensation, promotion, job location, job profile, immunities, leaves & training rights or other privileges.

“Alleged Wrongful Conduct” Alleged wrongful conduct shall mean violation of law, infringement of Company’s code of conduct or ethic policies, violation of company’s rules and regulations, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

“Audit Committee” Audit Committee shall mean a committee of Board of Directors of the Company, constituted in accordance with the provisions of Companies Act, 2013, rules made there under read with Listing Agreement entered into by the Company with Stock Exchange.

“Compliance Officer” Compliance Officer means “Company Secretary” of the Company.

“Good Faith” An employee shall be deemed to communicating in ‘good faith’ if there is a reasonable basis for communication of unethical & improper practices or any other alleged wrongful conduct. Good faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical & improper practices or alleged wrongful conduct is malicious, false or frivolous.

“Managerial Personnel” Managerial personnel shall include director, president, vice president, manager, department head, supervisor or other employee who has authority to make or materially influence significant personnel decisions.

“Unethical & Improper Practices” Unethical & improper practices shall mean:

- An act which does not confirm to approved standard of social and professional behavior;
- An act which leads to unethical business practices;
- Improper refers to unethical conduct;
- Breach of etiquette or morally offensive behavior, etc.

“Protected Disclosure” means disclosure in good faith of any genuine concerns, grievances, unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy, Company’s rules and regulations to the chairperson of the Audit committee or other person as nominate for this purpose.

INTERPRETATION

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

COVERAGE OF POLICY

The Policy covers the genuine concerns, grievances, unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and any wrong practices and events which have taken place/ suspected to take place and inter-alia includes:

- Abuse of authority
- Mismanagement
- Any fraud- actual or suspected
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of company data/records
- Financial irregularities, including fraud, or suspected fraud
- Criminal offence
- Pilferage of confidential/propriety information
- Deliberate violation of law/regulation
- Wastage/misappropriation of company funds/assets
- Breach of employee Code of Conduct or Rules
- Any other unethical, biased, favoured, imprudent event

GUIDELINES

1. Internal Policy & Protection under Policy

This policy is an internal policy on disclosure by the Whistle Blower of any unethical and improper practices or wrongful conduct and access to Audit Committee. This policy prohibits the Company to take any adverse personnel action against its employees/ directors for disclosing in good faith any unethical & improper practices or alleged wrongful conduct to the Audit Committee. Any employee/ directors against whom any adverse personnel action has been taken due to disclosure of information under this policy may approach the Audit Committee.

2. False Allegation & Legitimate Employment Action

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct to the Audit Committee shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company's rules, policies and procedures. Further, this policy may not be used as a defence by an employee against whom an adverse personnel action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under Company rules and policies.

3. Disclosure & Maintenance of Confidentiality

An employee who observes any unethical & improper practices or alleged wrongful conduct in the Company may report the same to Compliance officer/Audit Committee in writing by way of protected disclosure to:

The Chairperson
Audit Committee
Sparc Systems Limited
#16 Ground Floor
Lovely, Sector 2
Airoli, Navi Mumbai – 400708

The confidentiality of whistle blower shall be maintained to the greatest extent possible.

PROCEDURES

- Any employee who observes any unethical & improper practices, alleged wrongful conduct or any grievances shall make a Protected disclosure to the Audit Committee as soon as possible but not later than thirty consecutive calendar days after becoming aware of the same.
- If the employee unable to put disclosure in writing, he may approach Compliance Officer directly or through his superior or any other employee. The Compliance Officer shall prepare a written summary of the employee's disclosure and provide a copy to the employee.
- Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, Audit Committee, in its own discretion, may appoint a senior officer or a committee of managerial personnel to investigate into the matter.
- Audit Committee shall have right to outline detailed procedure for an investigation.
- Where the Audit Committee has designated a senior officer or a committee of managerial personnel for investigation, they shall mandatory adhere to procedure outlined by Audit Committee for investigation.
- The Audit Committee or officer or committee of managerial personnel, as the case may be, shall have right to call for any information/ document and examination of any employee of the Company or other person(s), for the purpose of conducting investigation of any matter under this policy. Number of employees can be called together. Before this, it must be decided that the whole investigation must be in accordance with the formulated policy.
- A report shall be prepared after completion of investigation and the Audit Committee shall consider the same.

- If the investigation leads the Audit Committee to conclude that the alleged unethical and improper practice or wrongful conduct existed or is in the existence, the committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as they may think fit.
- After considering the report, the Audit Committee shall determine the cause of alleged adverse personnel action and may order for remedies which may inter-alia include:
 - Order for an injunction to restrain continuous violation of this policy;
 - Reinstatement of the employee to the same position or to an equivalent position;
 - Order for compensation for lost wages, remuneration or any other benefits, etc.

SECRECY/CONFIDENTIALITY

The Employees, Investigator, Designate officer/ Committee or such other persons as involved in the process shall:

- maintain complete confidentiality/ secrecy of the matter
- not discuss the matter in any informal/social gatherings/ meetings
- discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- not keep the papers unattended anywhere at any time
- keep the electronic mails/files under password

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

REPORTING

A quarterly report with number of complaints received under this mechanism and their outcome shall be placed before the Audit Committee.

AMENDMENT

The Managing Director of the Company has the right to amend or modify this policy in whole or in part, at any time without assigning any reason, whatsoever.

This policy may be updated from time to time.

FORMAT FOR PROTECTED DISCLOSURE

Date:

To,

The Chairperson
Audit Committee
Sparc Systems Limited
#16 Ground Floor
Lovely, Sector 2
Airoli, Navi Mumbai – 400708

Name of the Whistle Blower	
Designation	
E- mail id	
Communication Address	
Contact No.	
Subject matter which is reported (Name of the person/ event focused at)	
Brief about the concern	
Evidence (enclose, if any)	
Other Information (if any)	

Signature

Note: The form shall be submitted within 30 days of the occurrence of the concern/ event/ grievances.