

Online Instruments (India) Limited
(Formerly known as Online Instruments (India) Private Limited)

VIGIL MECHANISM AND WHISTLE BLOWER'S POLICY

1. PREFACE

- 1.1 Online Instruments (India) Limited (formerly known as Online Instruments (India) Private Limited) ("**the Company**") believes and is committed to adhere to the highest ethical, moral and legal standards and ensuring compliance with laws and regulations applicable to its business. The Company has laid down various policies and processes including a code of conduct which promotes the ethical and legal behaviour within the Company and its employees.
- 1.2 The Company encourages and supports its directors, employees and other stakeholders to report and disclose instances of unethical practices, actual or suspected fraud, leak or suspected leak of Unpublished Price Sensitive Information ("**UPSI**") or violation of the Company's code of conduct and intends to provide for a mechanism to channelize the reporting of such instances/ complaints to ensure proper governance.
- 1.3 Section 177 of the Companies Act, 2013 and Regulation 4(2)(d)(iv) and 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**SEBI Listing Regulations**" or "**SEBI LODR Regulations, 2015**"), *inter-alia*, requires every listed company to establish a vigil mechanism, to report instances of unethical practices, actual or suspected fraud or violation of the Company's code of conduct.
- 1.4 Further, in terms of Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, including any amendments thereto, (hereinafter also referred to as "**Insider Trading Regulations**"), the Company is required to formulate a whistle blower policy to enable employees to report instances of leak of UPSI. The Company has adopted an internal code of conduct to regulate, monitor and report trading by designated persons & code of practices and procedures for fair disclosure of UPSI (hereinafter referred to as "**Code of Conduct for Insider Trading**") as required under Insider Trading Regulations.
- 1.5 The Company has adopted a code of conduct for directors, senior management and the management team (hereinafter referred to as the "**Code of Conduct**"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code is a matter of serious concern for the Company. Vigil mechanism shall provide for adequate safeguard against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

- 1.6 Accordingly, this Vigil Mechanism/Whistleblower Policy (“Policy”) has been formulated with a view to provide a mechanism for directors, employees and other stakeholders of the Company to approach the vigilance and ethics officer/chairperson of the audit committee of the Company.

2. POLICY OBJECTIVES

- 2.1 To provide a channel to the directors, employees and other stakeholders to report their genuine concerns or grievances about unethical behaviour, actual or suspected fraud or instances of leak or suspected leak of UPSI or violation of the code of conduct or policy of the Company.
- 2.2 To provide adequate safeguards to the directors, employees and other stakeholders against victimization who avails this mechanism.
- 2.3 This however neither releases whistle blowers 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 against people in authority and/or colleagues in general.

3. SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulation of Company’s data/records, negligence causing danger to public health and safety, misappropriation of monies, financial irregularities, including fraud, or suspected fraud, or deliberate error in preparation of financial statements, or misrepresentation of financial reports, criminal offence, deliberate violation of any law/regulations, wastage/misappropriation of the Company’s fund/assets, any activity substantial and specific danger to health and safety, pilferage if confidential/propriety information, breach of contract, or Company’s code of conduct or rules, any instances of leak of UPSI or suspected leak of UPSI, allegation of corruption and bribery, breach of business integrity and ethics, any other unethical, biased event, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers. This Policy is not intended to question financial or business decisions taken by the Company that are not reportable matter, nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. The whistle-blower’s role is that of a reporting party. Whistle-blowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

4. DEFINITIONS

- 4.1 “**Alleged Wrongful Conduct**” shall mean violation of law, infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial, specific danger to public health and safety or abuse of authority and any instances of leak or suspected leak of UPSI.



- 4.2 **“Audit Committee”** means a Committee constituted by the Board of Directors in accordance with the Section 177 of the Companies Act, 2013 and as per the regulation 18 of the Listing Regulations.
- 4.3 **“Board”** means the Board of Directors of the Company.
- 4.4 **“Code”** or **“Code of Conduct”** means code of conduct for directors and senior management personnel adopted by Company.
- 4.5 **“Employee”** means all the present employees, executives directors and KMPs, of the Company.
- 4.6 **“Leak of UPSI”** shall have same meaning as defined in the Policy and procedure for inquiry in case of leak or suspected leak of unpublished price sensitive information of the Company.
- 4.7 **“Protected Disclosure”** means any communication made in good faith either orally or written or by way of email or any electronic mode 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.
- 4.8 **“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.
- 4.9 **“Un-published Price Sensitive Information”** or **“UPSI”** shall have same meaning as defined in Policy and procedure for inquiry in case of leak or suspected leak of unpublished price sensitive information.
- 4.10 **“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.
- 4.11 **“Whistle Blower”** means any director, employee or group of employees and other stakeholders who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. ELIGIBILITY

- 5.1 All the directors, employees and other stakeholders of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

- 5.2 A complainant must act in good faith and have reasonable grounds for forming a belief that his or her complaint constitutes a *prima facie* case of violation of the Code.
- 5.3 This Policy must not be used as a tool for victimization, making false allegation or acting *mala fide*.
- 5.4 Any person who is found to be making baseless, reckless, malicious or deliberately false allegation, shall be Subject to disciplinary proceedings, which may extend to termination of employment.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- 6.1 All Protected Disclosures concerning financial/accounting matters should be addressed to the chairperson of the Audit Committee of the Company for investigation.
- 6.2 In respect of all other Protected Disclosures,
- a) those concerning the Vigilance and Ethics Officer and Employees at the levels of vice presidents and above should be addressed to the chairperson of the Audit Committee of the Company and;
 - b) those concerning other employees should be addressed to the Vigilance and Ethics Officer of the Company.
- 6.3 Protected Disclosures can be sent to the chairperson of the Audit Committee and to the Vigilance and Ethics Officer i.e. to the designated Vigilance Officer of the Company.

Alternatively, physical copy addressed to the chairperson of the Audit Committee/Vigilance and Ethics Officer can be sent at the below mentioned address:

Online Instruments (India) Limited
(formerly known as Online Instruments (India) Private Limited)
Contact person: Ms. Vijaylaxmi Kedia or Mr. Shivanand Mallappa Mahashetti
DNR Altitude, No.8/1, 11th Floor, Tumkur Road,
Yeswanthpura, Bangalore, Karnataka, India, 560022

- 6.4 If a Protected Disclosure is received by any executive of the Company other than chairperson of the Audit Committee or the Vigilance and Ethics Officer, the same should be forwarded to the Company's Vigilance and Ethics Officer or the chairperson of the Audit Committee for further appropriate action.
- 6.5 Protected Disclosures should preferably be made in writing and must include as much information about the suspected violation as the complainant can provide. It should describe as:

- the nature, period of commission and details of the alleged violation;
 - the identities of the persons suspected to have committed the alleged violation; and
 - a description of the documents that would prove or relate to the suspected violation.
- 6.6 The Protected Disclosure if in writing should be submitted in a closed and secured envelope and may be superscribed as "Protected Disclosure under the Whistle Blower Policy". Alternatively, the same can also be sent through email with the subject "Protected Disclosure under the Whistle Blower Policy". If the complaint is not superscribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant, and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Vigilance and Ethics Officer/chairperson of the Audit Committee will not issue any acknowledgement to the complainants and further they are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Vigilance and Ethics officer/chairperson of the Audit Committee. The Vigilance and Ethics Officer/chairperson of the Audit Committee shall assure that in case any further clarification is required they will get in touch with the complainant.
- 6.7 Anonymous/pseudonymous disclosure shall be considered and dealt by the Vigilance and Ethics Officer in the same manner as a Protected Disclosure. Such concerns will be evaluated by the Company for investigation.
- 6.8 The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and ethics officer/chairperson of the Audit Committee as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- 6.9 To the extent possible, the Protected Disclosure must include the following:
- a) The name of the employee, and/or third party or parties involved;
 - b) Where it happened (division or office or location);
 - c) When did it happen; a date or a period of time;
 - d) Type of concern (what happened);
 - e) Submit proof or identify where proof can be found, if possible;
 - f) Whom to contact for more information, if possible; and/or
 - g) Prior efforts to address the problem, if any.

7. INVESTIGATION

- 7.1 On receipt of the protected disclosure the Vigilance and Ethics Officer/chairperson of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before

referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

- Brief facts;
 - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - Whether the same Protected Disclosure was raised previously on the same Subject;
 - Details of actions taken by Vigilance and Ethics Officer/chairperson of the Audit Committee for processing the complaint;
 - Findings of the Audit Committee;
 - The recommendations of the Audit Committee/other action(s);
 - Vigilance and Ethics Officer/chairperson of the Audit Committee on receiving a complaint related to sexual harassment or if there is *prima facie* reason to believe that there is any incident of sexual harassment, then it will promptly inform such complaints to Prevention of Sexual Harassment Committee.
- 7.2 The Audit Committee, if deems fit, may call for further information or particulars from the complainant.
- 7.3 The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.
- 7.4 Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 7.5 Subject(s) shall have a duty to co-operate with the Vigilance and Ethics Officer/Chairperson of the Audit Committee or any of the Subject(s) have a right to consult with a person or persons of their choice, other than the Whistle Blower.
- 7.6 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 7.7 Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.8 Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.



7.9 The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deemed fit.

8. DECISION AND REPORTING

8.1 If an investigation leads the Vigilance and Ethics Officer/chairperson of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer/chairperson of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem 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.

8.2 The Vigilance and Ethics Officer shall submit a report to the chairperson of the Audit Committee and the Board on a quarterly basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

8.3 In case the Subject is the Chairperson/Managing Director or CEO of the Company, the chairperson of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

8.4 If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

8.5 A complainant who makes false allegations of unethical and improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officer or the chairperson of the Audit Committee, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. NO RETALIATION

No Whistle-blower, who in "Good Faith" makes a Protected Disclosure shall suffer harassment, retaliation, or adverse actions or any similar consequences. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

A supervisor or manager who retaliates against a Whistle-blower who has made a Protected Disclosure in good faith will be subject to disciplinary action including termination of employment, or a similar consequence if not employed by the



Company. This Policy is intended to encourage and enable personnel to raise concerns within the Company prior to seeking resolution outside of the Company.

10. CONFIDENTIALITY

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

- maintain confidentiality of all matters under this Policy;
- not discuss the matter in any informal/social gatherings/ meetings.
- discuss only to the extent or with those persons as required for the purpose of completing the process and investigation under this Policy;
- for completing the process of investigations;
- not to 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.

11. PROTECTION

11.1 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 Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

11.2 A Whistle Blower may report any violation of the above clause to the chairperson of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

11.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the



Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies.

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

Provided however that the complainant before making a complaint has reasonable belief that an issue exists, and he has acted in good faith. Any complaint not made in good faith as assessed as such by the chairperson of the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the rules/certified standing orders of the Company.

This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc., unrelated to a disclosure made pursuant to this policy.

12. DISQUALIFICATIONS

- 12.1 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.
- 12.2 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.
- 12.3 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious or found to be baseless or reported not-in-good-faith, shall be liable to be prosecuted.

13. ACCESS TO THE CHAIRPERSON OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access the chairperson of the Audit Committee directly in exceptional cases and the chairperson of the Audit Committee is authorized to prescribe suitable directions in this regard, as may be deemed fit.

14. COMMUNICATION

Directors and employees shall be informed of the Policy and contact details of the Vigilance Officer by publishing on the notice board as soon as practicable from the date of its first approval. The Whistleblower Policy and Vigil Mechanism will be displayed at a prominent place inside the Company's premises and on the website of the Company.



15. RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with the results of the investigation relating thereto, shall be retained by the Company for a minimum period of 8 (eight) years or such other period as specified by any other laws in force, whichever is more.

16. ADMINISTRATION AND REVIEW OF THE POLICY

The Managing Director shall be responsible for the administration, interpretation, application and review of this policy. The Managing Director also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

17. 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 in accordance with applicable law. However, no such amendment or modification will be binding on the directors, employees and other stakeholders unless the same is intimated to the directors and employees and displayed on the website in case of stakeholders. Any or all provisions of this Policy are subject to revision/amendment in accordance with the rules, regulations, notifications etc., on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc., issued by the relevant authorities found inconsistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc., shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc. whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

**For Online Instruments (India) Limited
(Formerly Online Instruments (India) Private Limited)**



Shivanand Mallappa Mahashetti
Managing Director
DIN: 01180544

For Online Instruments (India) Limited

Authorised Signatory

The Policy is adopted by the Board of Directors on March 10, 2026

For Questions 1-10, write the letter of the correct answer.

Answered Signatory