

WHISTLEBLOWER POLICY



Version 1.5, adopted by the Board of Directors effective May 16, 2018

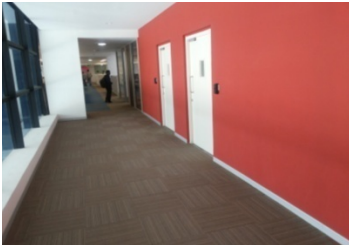
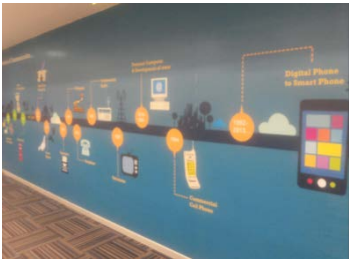


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A. INTRODUCTION

OnMobile Global Limited and all its subsidiaries and affiliated entities (hereinafter collectively referred to as 'OnMobile' or 'the Company') are committed to lawful and ethical behavior in its everyday activities. The Company expects all **stakeholders** to act in accordance with all applicable laws, regulations and Company policies and to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The Company recognizes the value of transparency and accountability in its administrative and management practices. These values can only be followed when our **stakeholders**, the keepers of our values, are free to speak fearlessly, whenever they need to bring to light instances that do not agree with defined values of the Company.

The Company has an open door policy and encourages **stakeholders** to share their questions, concerns, suggestions or complaints of actual, potential or suspected misconduct witnessed. Through this Policy, the Company aims at a culture of disclosure and transparency which will pre-empt or curtail acts of misconduct, malpractice, impropriety, abuse or wrongdoing, including but not limited to the examples stated below, in their early stages or before they take place at all. The Policy also aims to enable **stakeholders** to raise their concerns without fear of discrimination, victimization, retaliation or subsequent disadvantage.

As per the provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, the listed entity shall formulate a vigil mechanism/ whistle blower policy for directors and employees to report genuine concerns. The vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases. Further, the listed entity shall disseminate on its website details of establishment of vigil mechanism/ Whistle Blower policy.

B. SCOPE

The Policy is applicable to all **employees** of the Company (including Board of Directors), **agents**, vendors, subsidiaries, venture partners, business partners, customers /clients, associates, contract /sub-contractors, interns and other third parties/affiliates (hereinafter collectively referred to as '**stakeholders**').

C. CATEGORIES OF COMPLAINTS TO BE REPORTED

Stakeholders are free to report any concerns or issues, without fear of retaliation to make known any inappropriate act or conduct, whether actual, potential or suspected. The **stakeholders** can report their concerns under the categories stated below. The list is not definitive but is intended to give an indication of the kind of conduct that might be considered as wrongdoing. Each of the categories of complaints will be reviewed and investigated by members of the specific WB Committee identified for this purpose (Refer Clause E).



I. Misconduct having a financial impact (including fraud):**Examples:**

- Misappropriation of funds
- Fraudulent accounting of transactions
- Unauthorized use of money or funds
- A criminal offence or an unlawful act
- Failure to comply with any legal obligation
- Fraud and financial irregularities
- Abuse of position for any unauthorized use or for personal gain
Example: Favoring a related party for a contract
- Deliberate non compliance with a policy, an official code of practice or any law or regulation
- Acceptance or giving kickbacks/bribes
- Potential infractions of audit (or other applicable) regulations
- Potential infractions of the codes of conduct of all relevant professional institutions
- Deliberate improper business conduct
- Insider trading
- Theft or embezzlement
- Misuse of company assets

II. Harassment**Examples:**

- Sexual Harassment
- Bullying or ragging
- Coercion
- Stalking
- Passing personal comments

III. Any other circumstances not covered under I and II**Examples:**

- Drug and alcohol usage in company premises

IV. Any category of complaint against the respective WB Committee members**Categories specifically not covered under this Policy:**

The Whistleblower Policy does not cover the following, as the same is reportable through the employee grievance forum of the Company:

Examples:

- An act which does not conform to approved standard of social and professional behavior
- Improper/Inappropriate administration facilities
- Favoritism



- Malfunctioning of IT assets
- Compensation / Promotion
- Recruitment

D. ROLES AND RESPONSIBILITIES

a. Whistleblower

1. **Whistleblowers** are not to act on their own in conducting any investigation.
2. Even if **stakeholders** only suspect misconduct, reporting of the same is essential, as the earliest questions are the best questions. Such reporting will enable the Company to solve a concern in its initial stage, well before it escalates into a large problem and much damage occurs.
3. The **whistleblower** shall co-operate with the actions and procedures conducted by the WB Committee on such concerns.
4. The **whistleblower** has the right to be informed about the action initiated on the complaint reported. The Company has the right to share the outcome of the investigation.
5. Any complaint that is made without disclosing the identity of the Whistleblower shall not be considered as a valid complaint requiring any action or investigation by the WB Committee.

b. Subject

1. The **Subject** has the right to be informed about the outcome of the investigation.
2. The **Subject** has the right to be heard before proceeding with any disciplinary actions.

E. REPORTING AND INVESTIGATION

If any **stakeholder** has reason to believe that he/she has become aware of any concern or misconduct of any nature as shared above, he/she must immediately

1. Report those facts to immediate superior, or
2. Mail concerns to whistleblower@onmobile.com. (The email will be acknowledged through an auto mailer). Or
3. Any Whistleblower desirous of having direct access to the Chairman of the Audit Committee may send a mail directly to-

- Mr. Sanjay Baweja, Chairman of the Audit Committee
san_baweja@yahoo.com

In case of any complaint against any of the WB Committee members, an email may be sent to: -

- Mr. Sanjay Kapoor, Independent Director,
sanjaykapoor2802@gmail.com or
4. Write a letter to the following postal address:
Mr. Sanjay Baweja, Chairman of the **Audit Committee**
Tower#1, 94/1C & 94/2, Veerasandra Village, Attibele Hobli, Anekal Taluk, Electronic City
Phase-1, Bangalore-560100 Karnataka – India.



To maintain the sanctity and secrecy and to serve the purpose of providing the whistleblower mechanism, all complaints lodged through whistleblower@onmobile.com will be accessed only by the WB Committee, as designated through the approval of the Board of Directors and **Audit Committee**, as applicable, who shall not disclose the identity of the whistleblower. In exceptional cases, where the complainant is not satisfied with the action initiated by the WB Committee, a direct appeal can be made to the **Audit Committee**.

A panel has been appointed by the Board of Directors to review and investigate the complaints reported through the Whistleblower Policy. For every category of complaint registered under this Policy, WB committees are authorized. The Committees formed for this purpose are:

Category		WB Committee Members	E-mail ID	Contact Numbers
I	Misconduct having financial impact (including fraud): ^a	<ul style="list-style-type: none"> • Audit Committee Chairman • CFO • Executive Chairman & CEO 	san_baweja@yahoo.com ganesh.murthy@onmobile.com fcsiros@telesystem.ca	+91-7760208182
II	Harassment (other than sexual harassment)*	<ul style="list-style-type: none"> • Audit Committee Chairman • CFO • President & COO (Europe, NAM & LATAM) 	san_baweja@yahoo.com ganesh.murthy@onmobile.com ignacio.velasco@onmobile.com	+91-7760208182
III	Any other circumstances not covered under I & II			+34673282455
IV	Any category of complaint against the WB Committee members	<ul style="list-style-type: none"> • Executive Chairman & CEO • VP - APAC Sales • Independent Director 	fcsiros@telesystem.ca bikram@onmobile.com sanjaykapoor2802@gmail.com	+91-9900250507

***Special clause on sexual harassment complaints:**

Complaints about any sexual harassment shall be made to the Internal Complaints Committee (ICC) constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013. The ICC is chaired by a woman **employee**, in compliance with the provisions of the Act.

Any complaint of sexual harassment against any member of the ICC needs to be reported to the Local Complaints Committee (District Level), as per The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 or contact CFO for further information.



F. DISCIPLINARY ACTIONS

All complaints reported will be taken seriously by the Company and will be promptly scrutinized. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported. Violations reported under this Policy will be treated seriously by the Company and may result in one or more of the disciplinary actions as given below:

In respect of **employees**, it includes:

- ▶ Verbal warning
- ▶ Written warning
- ▶ Imposition of penalty
- ▶ Suspension without pay
- ▶ Reduction in salary
- ▶ Termination of employment
- ▶ Restitution
- ▶ Demotion
- ▶ Initiation of legal action
- ▶ Suspension of salary increments
- ▶ Publication of the incident within the Company (through intranet, email, etc.)

In respect of others, it includes:

- ▶ Suspension
- ▶ Termination of the contracts, sub-contracts or any other arrangement
- ▶ Restitution
- ▶ Initiation of legal action

G. DISCRIMINATION, RETALIATION OR HARASSMENT

The Company strictly prohibits any discrimination, retaliation or harassment against any person who:

- Reports incidents of fraudulent financial information, or of misconduct, based on the person's reasonable belief that such misconduct occurred
- Participates in an investigation of complaints of fraudulent financial information, or of misconduct of any nature
- Refuses to take part in any misconduct

It is imperative that any victim brings the matter to the Company's attention promptly so that any concern of discrimination, retaliation or harassment can be investigated and addressed promptly and appropriately. If a complaint of discrimination, retaliation or harassment is substantiated, appropriate disciplinary action, up to and including discharge of service, will be taken.

H. TREATMENT AGAINST FALSE COMPLAINTS

A **whistleblower** who knowingly makes false complaint or allegations shall be subject to disciplinary action, up to and including penalty, suspension and termination. Further, protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a **whistleblower** knowing it to be false or with a mala fide intention.



I. RETENTION

All documents relating to the reporting, investigation and enforcement of this policy, as a result of reporting of misconduct shall be kept in accordance with the Company's record retention policy and applicable laws.

J. ADDITIONAL ENFORCEMENT INFORMATION

In addition to the Company's internal complaint procedure, **employees** should also be aware that certain law enforcement agencies are authorized to review questionable accounting or auditing matters, or potentially fraudulent reports of financial information. Nothing in this policy is intended to prevent an **employee** from reporting information to the appropriate agency when the **employee** has reasonable cause to believe that the violation of a statute or regulation has occurred.

K. APPLICABILITY OF LOCAL LAWS

In view of global operations of Company, business practices across geographies may be varied. However strict adherence to guidelines mentioned in this Policy is expected. In instances where the local law contradicts the Policy, the local law prevails. This Policy should be read and applied in conjunction with the Company:

- Code of Business Conduct and Ethics
- Anti - Bribery Policy

In instances where the policy is more restrictive than the applicable rules and regulations, then the **stakeholders** are required to abide by the Policy even when it imposes requirements that go beyond legal obligations. If **stakeholders** believe that there are conflicting legal obligations, they must take up the same with the CFO.

L. WAIVER

There is no permitted deviation or waiver from this Policy.

M. MODIFICATION

Modifications and updations to this Policy may be necessary; to comply with applicable regulations and/ or accommodate organizational changes, evolving legislations and business requirements, among other reasons. Any change/ updation to this Policy can be made by the **Audit Committee** unilaterally, at any time, without any notice.



N. ANNUAL AFFIRMATION

The Company shall annually affirm that it has not denied any personnel access to the **Audit Committee** and that it has provided protection to **whistleblower** from adverse personnel action. The affirmation shall form part of Corporate Governance report attached to the Annual Report of the Company.

O. DEFINITIONS

The terms indicated shall carry the meaning of the term for the purpose of this Policy alone.

Word	Meaning/Definition
Agent	Any third party, regardless of the nature of engagement by the Company, who represents/ acts on behalf of/ takes decision on behalf of or jointly acts with the Company. Agents may include sales agents, distributors, sub contractors, consultants, merger/ acquisition/ joint venture partners, clearing and forwarding agents, legal advisors, etc.
Audit Committee	It refers to the Audit Committee constituted by the Board of Directors of OnMobile in accordance with Section 177 of the Companies Act, 2013 and read with clause 49 of the Listing Agreement in India with the Stock Exchange.
Employee	Employee of OnMobile Global limited, all its subsidiaries and affiliated entities including contracted employees, sub contracted employees and interns.
Stakeholders	All employees of the Company, Board of Directors, agents, vendors, venture partners, business partners, customers/ clients, associates, contract/ sub contractors, interns and other third parties/ affiliates.
Subject	It refers to the person or persons against or in relation to whom a complaint has been reported or evidence gathered during the course of an investigation.
Whistleblower	It refers to the person making a complaint or a disclosure under this Policy in good faith any actual, suspected or potential unethical and improper practices or alleged wrongful conduct to authorized personnel through recognized means. Whistleblowers could be employees of the Company (including Board of Directors), agents, vendors, venture partners, business partners, customers/ clients, associates, contract/sub contractors, interns and other third parties/affiliates.



P. ACRONYMS

APAC	Asia Pacific
CEO	Chief Executive Officer
CFO	Chief Financial Officer
HR	Human Resource
VP	Vice President
WB	Whistleblower

Q. FREQUENTLY ASKED QUESTIONS



1. What information should a whistleblower provide?

The whistleblower should provide supporting evidence for the allegations, if available, that would help the Company in the process of disposition of the complaint. However, the Company does not require whistleblowers to have evidence before reporting the matter, while it does require that the whistleblower must reasonably believe the information is substantially true.

2. Can whistleblower complaints be raised confidentially or anonymously?

It is suggested that whistleblowers raise complaints openly. This would facilitate the Company to assess the issue, strategize a review or investigation, understand any motive and get any additional information that may help in the process of disposition of the complaint. Any complaint that is made without disclosing the identity of the Whistleblower shall not be considered as a valid complaint requiring any action or investigation by the WB Committee. However, complaints may be made anonymously only where any local law or regulation of a particular country mandate that the complaints may be made anonymously and the case is fit for such anonymity in all respects. In either case, to maintain the sanctity & secrecy and to serve the purpose of providing the whistleblower mechanism, the identity of the whistleblower shall not be disclosed by the WB Committee.

Any such complaint made by any Whistleblower on whistleblower@onmobile.com shall be accessed only by the members of the Whistleblower Committee.

Any Whistleblower desirous of having a direct access to the Chairman of the Audit Committee, may send a mail directly to Mr. Sanjay Baweja at his email id san.baweja@yahoo.com

3. Should anyone report a violation only when he/ she are part of it?

No, everyone should report irrespective of whether he/ she is directly involved or affected by the situation. He/ she should bring the concerns to the notice of the WB Committees, so that problems can be resolved quickly before serious harm occurs.



4. Is there a deadline for filing a complaint under the Whistleblower Policy?

There is no deadline under the Whistleblower Policy to report any concerns. But it is important that any concerns should be reported at the earliest. Delay in reporting of the concern may adversely affect the investigation process for reasons such as manipulation of evidences.

5. Can the whistleblower discuss the matter reported with his colleagues?

It is recommended that you do not discuss the matter with others, as it may affect your confidentiality and confidentiality of the investigation.

6. What is not covered under the Whistleblower Policy?

The Whistleblower Policy does not cover matters that are covered by other procedures and policies, such as employee grievances about facilities or compensation. These complaints are dealt with through the grievance procedure.

7. Are all complaints received through the Whistleblower Policy first sent to the HR Department?

No, all reports and allegations will be routed to the WB Committee members on the basis of category of complaint raised. The WB Committee will further initiate the appropriate action.

8. Can the whistleblower himself conduct the investigation before reporting?

No. The whistleblower's duty is to report the concerns to the appropriate authority.

9. Does the whistleblower have the right to be informed about the action initiated by the Company on the complaint raised?

The whistleblower has the right to be informed about the action initiated on the complaint raised, while the Company has the right to decide whether to share any information on the outcome of such action initiated.

10. Does a person who helps in the process of investigation have protection from retaliation even though he is not the whistleblower?

Yes, the Whistleblower Policy provides for safeguard from any retaliation not just to the whistleblower but also to anybody who helps in the process of investigation.

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