



LINAKS MICROELECTRONICS LIMITED

CIN: L32101UP1986PLC007841

VIGIL MECHANISM POLICY

**This Policy was reviewed and approved by the Board of Directors at the meeting held on
November 12, 2018**

OVERVIEW

1.1 INTRODUCTION AND POLICY APPLICABILITY:

Pursuant to Section 177(9) & 177(10) of the Companies Act, 2013 and as per Regulation 4(2)(d)(iv) & 22 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company, Linaks Microelectronics Limited has formulated this Whistle Blower Policy or Vigil Mechanism for Directors and employees to report genuine concerns.

This policy provides an opportunity to its employees and directors to report their genuine concerns or grievances to the Audit Committee and also provide for direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee, as the case may be in exceptional cases.

This mechanism enables the stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

1.2 SCOPE:

- It covers all the Permanent employees and Directors of the Company
- Whistle Blowers shall 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 by the Ethics Counselor(s).
- Protected disclosure will be appropriately dealt with by the Chairman of the Audit Committee or by the Ethics Counselors, as the case may be.

1.3 DEFINITIONS

- The Company means “**LINAKS MICROELECTRONICS LIMITED.**”
- Employees mean all permanent employees of the Company.
- Directors means as defined in Section 2(36) of the Companies Act, 2013.
- Audit Committee means a Committee of Board of Directors of the

Company, constituted in accordance with provisions of Section 177 of the Companies Act, 2013 read with **Regulation 18 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.**

- Policy or This Policy means, “**Vigil Mechanism Policy.**”

1.4 INTERPRETATION:

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 read along with the provisions of **Regulation 22 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015** and rules as amended from time to time.

1.5 GUIDELINES:

Protection under Policy

The vigil mechanism provides for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and report their genuine concerns or grievances.

Disclosure & Maintenance of Confidentiality

Employees and directors shall report to e-mail address **linakspcbcs@gmail.com**. Confidentiality must be maintained to the greatest extent possible.

1.6 PROCEDURE:

- Any employee or director shall submit a report of the genuine concerns or grievances to the Audit Committee.
- An audit committee shall oversee through the committee and if any of the members of the committee have a conflict of interest in a given case, they should reclude themselves and the others on the committee would deal with the matter on hand.
- In exceptional case, the vigil mechanism will provide direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee.
- Audit Committee must appropriately investigate all grievances received. In this regard, Audit Committee to investigate into the matter and prescribe the scope and time limit there for.

- Audit Committee have the right to outline detailed procedure for an investigation.
- The Audit Committee or chairman or the director nominated to play the role of Audit Committee, as the case may be, have the right to call for any information/document and examination of any employee or director of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.
- A report should be prepared after completion of investigation and the Audit Committee shall consider the same.

The decision or direction of Audit Committee will be final and binding.

1.7 SAVINGS:

This policy can be changed, modified or abrogated at any time by the Audit committee of the Company.

1.8 NOTIFICATION:

The Compliance Officer will be responsible for intimating to all Directors and Departmental heads of any changes in policy.

This policy as amended from time to time shall be disclosed by the company on its website and in the Board's report.

1.9 AMENDMENT:

The Board reserves its right to amend or modify this mechanism in whole or in part at any time. However, no such amendment or modification shall be inconsistent with the applicable provision of **Listing Agreement, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Companies Act, 2013** and any law for the time being in force.