

VIVO MOBILE INDIA PRIVATE LIMITED

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Vivo Mobile India Private Limited upholds the highest standards of integrity in all its employees and business interactions. Each one of us should work with absolute honesty and professional integrity, creating an environment of trust and transparency.

The Company encourages its employees and the directors to report suspected legal violations, fraudulent or irregular conduct of an employee or business associate of the Company. Such incidents, if not reported would breach trust and endanger the Company's reputation. The employee, director or officer within the company raising the issue is referred to as a "Whistle Blower" in common corporate language.

Employee, director or officer raising a concern or report will be provided safeguards for protection from reprisals or victimization for reporting suspected concerns in good faith. Harassment or victimization of the complainant will attract severe disciplinary action. Every effort will be made to protect the identity of the Complainant subject to legal constraints.

1. DEFINITIONS

Definitions of some of the key terms used in the mechanism are given below:

- (i) **"Alleged wrongful conduct"** shall mean violation of law, infringement of Company's rules & policies, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- (ii) **"Board"** means the Board of Directors of the Company.
- (iii) **"Company"** means the vivo Mobile India Private Limited
- (iv) **"Vigilance & Ethics Officer"** means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Board for its disposal and informing the Whistle Blower the results thereof.
- (v) **"Employee"** means all the present employees and the directors of the Company.
- (vi) **"Investigators"** selected employees or third parties charged with conducting investigations to ascertain the credibility of such whistle blower complaints.
- (vii) **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the Company.
- (viii) **"Subject"** means a person against whom or in relation to whom the protected disclosures is made or evidence is gathered during the course of an investigation.
- (ix) **"Whistle Blower" or "Complainant"** is a directors, officers and employees of the Company who makes a protected disclosure under this policy and referred in this policy as Complainant.

2. OBJECTIVE OF POLICY

The Vigil Mechanism/Whistle Blower Policy aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy.

No Complainant who in good faith reports a violation of the code shall suffer harassment, retaliation or adverse employment consequence.

3. ADMINISTRATION

The HR/ Sr. Management are responsible for the implementation and administration of this policy.

4. ELIGIBILITY

All employees and directors of the Company are eligible to make protected disclosures under the Policy. The protected disclosures may be in relation to matters concerning the Company.

5. SCOPE OF THE POLICY

This policy is intended to cover serious concerns that could have a large impact on the Company such as including but not limited to action (actual, planned or suspected) that could lead to the following:

- (i) A violation of federal law or regulation
- (ii) A violation of the laws or rules of the state or any jurisdiction in which the Company operates.
- (iii) Violations of internal accounting controls or actions that may lead to incorrect or fraudulent financial reporting.
- (iv) The mismanagement or gross misuse of resources entrusted
- (v) Any attempt to conceal a potential violation or evidence of a potential violation
- (vi) A violation of Internal Code of conduct of company.

Any retaliation for any report, complaint, allegation, or other disclosure made pursuant to this policy.

6. LIST OF EXCLUSIONS

The following types of complaints will ordinarily not be considered and taken up:

- (i) Complaints that are Illegible, if handwritten
- (ii) Complaints that are trivial or frivolous in nature
- (iii) Matters which are pending before a court of law, state, National Human Rights Commission Tribunal or any other judiciary or sub judiciary body
- (iv) Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc.)

7. REPORTING RESPONSIBILITY

All protected disclosure should be reported in writing by the Complainant as soon as possible to the Vigilance & Ethics Officer:

Contact details of the vigilance & Ethics Officer are as under:

Name: Zhiyong Chen
Designation: Managing Director
E mail: jerome.chen@vivoglobal.com

Name: Ye Mingxing
Designation: Factory Head
E mail: sing.ye@vivoglobal.com

Contact No: 0124-4193300

Employee may report the issue in the following ways:

- Send email directly by name to the above individual
- Call the individual and report the issue directly verbally

The whistle blower shall have a right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

8. HANDLING OF REPORTED VIOLATIONS

All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

9. INVESTIGATION

All protected disclosures under this policy will be recorded and thoroughly investigated. The Vigilance & Ethics Officer will carry out an investigation either himself/herself or by involving any other officer of the Company.

- (i) The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.
- (ii) Subject(s) will normally be informed in writing the allegations at the outset of a formal investigations and have opportunities for providing their inputs during the investigation.
- (iii) Subject(s) shall have a duty to co-operate with the Vigilance & Ethics Officer.
- (iv) Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject(s).
- (v) 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 wrong doing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- (vi) 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.

- (vii) The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Vigilance & Ethics Officer deems fit.

10. DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, Vigilance & Ethics Officer take such disciplinary or corrective action as it may deem fit.

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.

11. REVIEW OR REVISION OF THE POLICY

The Board of Directors shall be responsible for interpretation, application and review of this policy. The Board also shall be empowered to bring about necessary changes to this policy, if required at any stage.