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A) Preface

1. Maxop believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.
2. The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
3. While Maxop's code of conduct defines the expectations from employees in terms of their integrity and professional conduct, the vigil mechanism defines the mechanism for reporting deviations from the standards defined in the code.
4. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company.
5. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

B) Definitions

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

1. Protected disclosure: Any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.
2. Whistleblower: An individual who makes a protected disclosure under this mechanism. This could be an Employee, Director, Vendor, Supplier, Dealer and Consultant, including Auditors and Advocates of Maxop.
3. Code of Conduct: A set of rule outlining the responsibilities of or proper practices for an individual, party or organization. In this case, it refers to Maxop's Code of Conduct for Employees, Senior Management and Directors.
4. Whistle Committee: Selected employees of the company who are authorized to receive whistleblower complaints internally or through a third party
5. Investigators: Selected employees or third parties charged with conducting investigations to ascertain the creditability of such whistleblower complaints.
6. Subject: means a person against whom, or in relation to whom a Protected Disclosure is made.
7. Disciplinary Action - means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning,

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imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

C) Guiding principles of the vigil mechanism

To ensure effective implementation of vigil mechanism, the company shall:

1. Ensure protection of the whistleblower against victimization for the disclosures made by him/her.
2. Ensure complete confidentiality of the whistleblower identity and the information provided by him/her.
3. Ensure that the protected disclosure is acted upon within specified timeframes and no evidence is concealed or destroyed.
4. Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner.
5. Ensure whistleblower would not get involved in conducting any investigative activities other than as instructed or requested by Whistle Committee or Managing Director of the company.
6. Ensure the subject or other involved persons in relation with the protected disclosure be given an opportunity to be heard.
7. Ensure disciplinary actions are taken against anyone who conceals or destroys evidences related to protected disclosures made under this mechanism.

D) Protection for whistleblower

1. A whistleblower would be given the option to keep his/ her identity anonymous while reporting an incident on Ethics. The company will make no attempt to discover the identity of an anonymous whistleblower. If the whistleblower's identity becomes known during the course of the investigation, Maxop will ensure that the identity of the whistleblower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings.
2. A whistleblower reporting issues related to sexual harassment, child labour, discrimination, violation of human rights would necessarily need to disclose their identity to enable effective investigation.
3. Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the whistleblower.

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4. The Whistle Committee would safeguard the whistleblower from any adverse action. This includes discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices.
5. Protection under this mechanism would not mean protection from disciplinary action arising out of false allegations made by a whistleblower.
6. A whistleblower may not be granted protection under this mechanism if he/she is subject of a separate complaint or allegations related to any misconduct.
7. If a complainant believes that she or he has been treated adversely as a consequence of their use of the vigil mechanism can approach the Managing Director of the Company. The contact information for the Managing Director of the Company is provided on Appendix A to this document.

E) Coverage of the vigil mechanism

All employees, directors, vendors, suppliers, dealers and consultants, including auditors and advocates who are associated with Maxop can raise concerns regarding malpractices and events which may negatively impact the company.

1. Inaccuracy in maintaining the Company's books of account and financial records.
2. Financial misappropriation and fraud.
3. Procurement fraud
4. Conflict of interest
5. False expense reimbursements
6. Misuse of company assets & resources
7. Inappropriate sharing of company sensitive information
8. Corruption & bribery
9. Unfair trade practices & anti-competitive behavior
10. Non-adherence to safety guidelines

11. Sexual harassment
12. Child labor
13. Discrimination in any form
14. Violation of human rights

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All matters not covered under this mechanism can be reported directly to your Manager or Human Resource Head.

F) Reporting mechanism

1. Employees can make Protected Disclosure to Chairman of Whistle Committee, as soon as possible but not later than 30 consecutive days after becoming aware of the same and the reporting channels which can be made available to the whistleblower are covered in Appendix A.
2. Complainants will be provided a reference number for their complaint that can be used to provide any additional information or seek feedback or updates on actions taken by the company.
3. Initial enquiries will be conducted by Whistle Committee. If initial enquiries by the Committee indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
4. Where initial enquiries indicate that further investigation is necessary, it will be carried through by Whistle Committee or an investigator nominated by the Whistle Committee for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
5. The Whistle Committee/ Investigator shall make a detailed written record of the Protected Disclosure. The record will include
 - a) Facts of the matter
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c) Whether any Protected Disclosure was raised previously against the same Subject;
 - d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
 - e) Findings of Whistle Committee;
 - f) The recommendations of the Whistle Committee on disciplinary/other action/(s).
6. Under exceptional circumstances where a complainant wants to complain directly to the Managing Director of the company, he or she may do so at the email address provided on Appendix A to this document. For any complaints made to the MD

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directly, it is mandatory for the complainant to disclose their identity and provide their contact information. The Managing Director of the company may choose to discuss the matter with the complainant prior to initiating any review or investigation.

G) Whistle Committee

Maxop has established a Whistle committee for managing the vigil mechanism. The current composition of the Whistle Committee is provided in Appendix B to this document. Whistle committee would be responsible for –

1. Acting in an unbiased manner.
2. Whistle committee shall take necessary actions to maintain confidentiality within the organization on issues reported.
3. One of the whistle committee member (Preferably Corp Head HR Function) shall be responsible for recording of reported Concerns and maintaining investigation records
4. Whistle committee will identify the resources who would conduct the investigation, based on the nature of the issue reported.
5. Whistle committee would be responsible for recommending disciplinary or corrective action to the Managing Director of the company against the subject if investigation proves to be in favor of the allegations raised by the whistleblower.

H) Investigation

1. The investigation would be carried out to determine the authenticity of the allegations and for fact-finding process.
2. The investigation team should not consist of any member with possible involvement in the said allegation.
3. During the course of the investigation:
 - i) Whistle Committee will be given authority to take decisions related to the investigation.
 - ii) Any required information related to the scope of the allegation would be made available to the investigators.
4. The findings of the investigation should be submitted to the Whistle committee by the investigator with all the supporting documents.

I) Role of investigator

1. A structured approach should be followed to ascertain the creditability of the charge.
2. Ensure the confidentiality and secrecy of the issue reported and subject is maintained.

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3. Provide timely update to the Whistle Committee on the progress of the investigation.
4. Ensure investigation is carried out in independent and unbiased manner.
5. Document the entire approach of the investigation.
6. Investigation Report including the approach of investigation should be submitted to the Whistle Committee with all the documents in support of the observations.

J) Management Decision

1. If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Whistle Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.
2. The decision of board should be considered as final and no challenge against the decision would be entertained, unless additional information becomes available.
3. In case of frivolous or false complaints, action may be taken against the complainant.

K) Maintaining secrecy and confidentiality

Maxop expect individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be initiated against anyone found not complying with the below:

1. Maintain complete confidentiality and secrecy of the matter.
2. The matter should not be discussed in social gatherings or with individuals who are not involved in the review or investigation of the matter.
3. The matter should only be discussed only to the extent or with the persons required for the purpose of completing the investigation.
4. Ensure confidentiality of documents reviewed during the investigation should be maintained.
5. Ensure secrecy of the whistleblower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.

L) Retention of records

Minimum retention period of investigation records should be 3 year.

M) Right to amendment

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The Company holds the right to amend or modify the policy. Any amendment or modification of the policy would be done by an appropriate authority as mandated in law. The updated Vigil mechanism would be shared with the employees, suppliers and vendors thereafter.

APPENDIX A: REPORTING CHANNELS

S. No.	Reporting Channel	Contact Information	Availability
1.	Email	vigil.mechanism@gmail.com	24 hours a day
2.	Post	To, Corporate Head HR & Admin Plot No. 10 & 27, Sector 6, IMT Manesar, Gurgaon - 122050	24 hours a day

The Managing Director of the company can be reached at emailshailesharora@gmail.com

APPENDIX B: THE WHISTLE COMMITTEE

The Whistle Committee of MAXOP would be as follows:

1. Mr. Mitesh Gera - Chief Operating Officer (Chairman of the Committee)
2. Mr. Anil Garg - Accounts Head
3. Mr. Amitabh Kashyap - Chief of HR Function



Mitesh Gera

COO