

OCEANAA BIOTEK INDUSTRIES LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

WHISTLE BLOWER POLICY (VIGIL MECHANISM)

OCEANAA BIOTEK INDUSTRIES LIMITED

In compliance with Section 177 (9) of the Companies Act, 2013 ("the Act") and pursuant to the SME Listing Agreement, the Board of Directors of the Company have adopted the Vigil Mechanism/Whistleblower Policy ("the Policy") for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

This policy also provides for adequate safeguards against victimization of director(s)/employee(s) who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee.

The Company had also adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of Oceanaa Biotek Industries Limited. The Directors, Senior Managers and other employees of the Company are expected to adhere to the standards of care, loyalty, good faith and the avoidance of conflicts of interest.

Any amendments/modifications to the code shall be intimated to the Stock Exchange and displayed on the website of the Company.

DEFINITIONS

"Act" means the Companies Act, 2013 and the Rules prescribed thereunder, including any statutory amendment or modification thereof.

"Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013 and the provisions of the Listing Agreement.

"Board of Directors" means the Board of Directors of the Company, Oceanaa Biotek Industries Limited.

"Company" means Oceanaa Biotek Industries Limited.

"Director" means every Director of the Company

"Employee" means all the employees of the Company.

"Whistle Blower" is a Director or employee who makes a Protected Disclosure under this Policy.

"Policy" means this Whistleblower Policy including modifications made from time to time by the Company, Oceanaa Biotek Industries Limited.

"Protected Disclosure" means any communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity.

"Subject" means a person against whom, or in relation to whom a Protected Disclosure is made.

“Vigilance Officer” is a person or Committee of persons, 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.

SCOPE

This Policy covers disclosures or formal reporting by the whistleblowers of any unethical and improper practices and events which have taken place/ suspected to have taken place. This policy provides for transparency in dealings and timely and regular response of whistleblower investigations.

APPLICABILITY AND ELIGIBILITY

This Policy is applicable to all the Employees and Directors of the Company and they are eligible to make Protected Disclosures under the Policy.

This policy also ensures disciplinary action against any whistleblower that misuse or abuse the policy.

PROCEDURE FOR DEALING WITH PROTECTED DISCLOSURES

All Protected Disclosures should be addressed to the Chairperson of the Audit Committee of the Company for investigation. Such disclosure shall be reported in writing as soon as the whistleblower becomes aware of such information. The disclosure shall be in English, Tamil or any other regional language of the place of employment of the Whistleblower.

The protected disclosure should be submitted under a covering letter signed by the whistleblower. The envelope containing the covering letter and protected disclosure shall be super scribed as **“Protected disclosure under the Whistle Blower policy”**. All steps must be taken to keep the identity of the whistleblower confidential. The Chairperson shall remove the covering letter and forward the information under Protected Disclosures to the investigators for investigation.

Anonymous disclosures shall not be entertained by the Chairperson of the Audit Committee or the Vigilance Officer.

The contact details of the Chairperson of the Audit Committee are as under:

Mrs.Beaula Raj

Chairperson – Audit Committee

Corp.Office: No.6, First Floor, Wellington Estate

53, Ethiraj Salai, Egmore, Chennai – 600 008,

Tamil Nadu.

INVESTIGATION OF PROTECTED DISCLOSURES

The Vigilance Officer shall call for a thorough investigation under this policy which shall be overseen by the Chairperson of the Audit Committee. The Investigation shall be called for within 15 days of receipt of Protected Disclosure

The Vigilance Officer shall carry out the investigation by appointing a committee consisting of two or three officers of the Company or outside investigators, in consultation with the Audit Committee.

Any member part of the investigation Committee having any interest in the investigation shall disclose his/her interest before the commencement of the investigation and shall not take part in the proceedings.

The subject will be informed of the claims/allegations made against him/her and shall be given the benefit of doubt for providing his/her inputs during the investigation. The identity of a Subject shall be kept confidential. The Subject shall at all times co-operate with the Vigilance Officer/ Chairperson of the Audit Committee.

The investigation shall be completed within 60 days of receipt of the protected disclosure. It may be extended by such time as deemed fit by the Audit Committee.

REPORTING

If an investigation by the Vigilance Officer or committee duly constituted for the purpose reveals that an improper/unethical/fraudulent act has been committed, the Chairperson of the Audit Committee shall forward and recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deemed necessary keeping in view the procedures and policies of the Company.

A quarterly status report on the total number of complaints received and corrective actions taken during the period, by the Vigilance Officer or by the duly constituted Committee for this purpose shall be laid before the Audit Committee.

QUESTIONS/CLARIFICATIONS

The secretarial department of the Company may be contacted in case of any questions or clarifications with reference to this policy. The contact details are as under:

Secretarial Department

Oceanaa Biotek Industries Limited

obil@oceanaabiotek.com

Corp.Office: No.6, First Floor, Wellington Estate

53, Ethiraj Salai, Egmore, Chennai – 600 008,

Tamil Nadu.