

Odyssey Corporation Limited

Whistle Blower Policy
(Effective from November
14, 2014)

Whistleblower Policy

Objective

The Company is committed to adhere to the highest standards of ethical, moral and legal affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, Integrity and ethical behavior. The Company developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct encourages disclosures by its stakeholders who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

This policy aims to provide mechanism for stakeholders to raise concerns about violation of law, unethical practices or gross misconduct by the employees of the Company that can lead to financial loss or reputational risk to the organization.

- 2 The policy does not aim to releases employees from their duty of confidentiality in the course of their work neither address issues related to complains regarding service conditions, nor is it a route for taking up a grievance about a personal situation

Scope

The Policy is applicable to various stakeholders of Odyssey Corporation Ltd and Employees so that They can be confident about raising a concern. Every employee is expected to discharge the functions honestly and diligently and in the best interest of the institution.

. Various stakeholders under the policy may fall into any of the following categories:

- ☐ Directors of the Company
- ☐ Employees of the Company
- ☐ Contractors, vendors, suppliers or agencies (or any of their employees)
- ☐ Shareholders of the Company
- ☐ Any other person having an association with the Company

Definitions

1 “Disciplinary Action” means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

2 “Employee” means every employee of the Company.

3 “Protected Disclosure” means a concern raised through a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

4 “Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

5 “Whistle Blower” is someone who makes a Protected Disclosure under this Policy.

6 “Whistle Officer” or “Committee” means an officer or Committee of persons who is nominated /appointed to conduct detailed investigation.

7 “Ombudsperson” will be a Non-Executive Director for the purpose of receiving all complaints under this Policy and ensuring appropriate action. In the first instance, the Board shall appoint this Ombudsperson. The Managing Director shall have the authority to change the Ombudsperson in case of need.

Guidelines

1. Manner of Disclosure to be made?

A Disclosure should be made in writing through physical letter or email .

2. Whom to Report?

All suspect violation may be reported to

- a) Immediate Supervisor or
- b) Compliance officer i.e. compliance.ocl@gmail.com
- c) ‘OMBUDSPERSON’ as per the given details

Email Address: ocl.ombudsperson@gmail.com

Name of the Ombudsperson: Mr. Sameer Relia (Chairperson Audit Committee)

Mailing Address: To, Chairperson Audit Committee

Odyssey Corporation Limited,
3-Hemu Castle,Near Gokli School
Dadabhai Road Vile Parle West
, Mumbai –400056

2. Format for submitting the Disclosure

While there is no specific format for submitting a Disclosure, the following details MUST be mentioned:

- a) Name, address and contact details of the Whistleblower (add Employee ID if the Whistleblower is an employee).
Whistleblowers must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified.
- b) Brief description of the Malpractice, giving the names of those alleged to have committed or about to commit a Malpractice.
- c) Whistleblower should provide specific details such as time and place of occurrence as it is also important.
- d) Whistleblower can request for anonymity & in that case the identity of the Whistleblower will be kept confidential to the extent possible.

3. Complaint Handling Process

- a) The Ombudsperson shall acknowledge receipt of the Disclosure as soon as practical where the Whistleblower has provided his/her contact details.
- b) The Ombudsperson will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Disclosure constitute a Malpractice. If the Ombudsperson determines that the allegations do not constitute a Malpractice, it will record this finding with reasons and communicate the same to the Whistleblower.
- c) If the Ombudsperson determines that the allegations constitute a Malpractice, it will initiate investigation along with Whistle blowing Investigation Committee (WIC). If the alleged Malpractice is required by law to be dealt with under any other mechanism, the Ombudsperson shall refer the Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
- d) The WIC shall conduct such investigations as soon as practically possible and in any case, not later than 90 days from the date of receipt of the Disclosure. The Ombudsperson may allow additional time based on the circumstances of the case.
- e) Whilst it may be difficult for the Ombudsperson to keep the Whistleblower regularly updated on the progress of the investigations, it will keep the Whistleblower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.
- f) The Ombudsperson at its discretion may decide not to disclose the name of the whistleblower to investigating committee members (WIC) in case of sensitive matters.

4. Protection /Safeguard's

If one submits a disclosure under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Disclosure, as a result of reporting under this Policy.

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password if anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

The protection is available provided that:

- a) The communication/ disclosure is made in good faith
- b) He/She reasonably believes that information, and any allegations contained in it, are substantially true; and
- c) He/She is not acting for personal gain

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower. However, a disciplinary action against the Whistle Blower which occurs on account of poor job performance or misconduct by the Whistle Blower and which is independent of any disclosure made by the Whistleblower, shall not be protected under this policy.

PROCEDURE

Investigation

- ❑ All the disclosures will be investigated by ombudsperson along with WIC
- ❑ In case investigation process leads to another investigation which has not been reported by the whistleblower, the ombudsperson may expand the scope and timeline to take final decision. Ombudsperson based on his/her discretion may take decision based on interim report in cases leading to more investigation and take the final decision after final report is submitted.
- ❑ If allegations are against a team member of any of the WIC member(s) or in case of conflict of interest in a given case, the member(s) should recuse themselves and the others on the committee would deal with the matter on hand.

Reporting

The Company Secretary shall quarterly report with number of complaints received under the Policy and the outcome shall be placed before the Audit Committee and the Board.

The Audit Committee or the nominated director, as the case may be, may at any time takeover the treatment of and reply the complaints.

Document Retention

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the OCL record retention policy and applicable law.

False Reporting

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

If the investigation leads the WIC to conclude that an improper or unethical act has been committed, it will propose its recommendations after consultation with CEO. The Ombudsperson then will recommend the disciplinary or corrective action to be taken against the subject. Any disciplinary action could result in the termination of the service of the subject.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

Modification

The Company reserves its right to amend or modify this Policy in whole or in part, at any time. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local regulations. OCL Board of Directors and Audit Committee will review and may amend this policy from time to time without prior notice.

Disclosure

The would be sent to all Directors and employees of the Company.

Effective Date of the Policy

This Policy will come into effect from the date of approval of the same by the Board of Directors of Company.

Signed

Effective Date