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VIGIL MECHANISM/WHISTLE BLOWER POLICY OF OKPIL LIMITED

1. The Vigil mechanism/Whistle Blower Policy shall come into effect from 12th February, 2015.

2. **Preface**

OKPIL Limited ("the Company") is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, honesty, integrity and ethical conduct. Towards this end, the Company has adopted Codes of Conduct for its Directors, Senior Management Personnel and Employees (referred to as "Company's Code of Conduct" or "the Code") and various Policies under the helm of Corporate Governance which lays down the principles and standards that should govern the actions of the Company, its Directors and its Employees. Any actual or potential violation of the Code/Policies, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Directors/Employees in pointing out such violations of the Code/Policies cannot be undermined.

Section 177 (9) of the Companies Act, 2013 mandates the following classes of companies to constitute a vigil mechanism for its directors and employees to report their genuine concerns or grievances -

Every Listed Company;

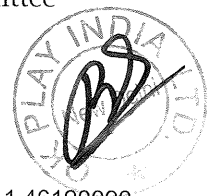
Every other Company which accepts deposits from the public;

Every Company which has borrowed money from banks and public financial institutions in excess of fifty crore rupees.

Further, Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges has been recently amended which, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Whistle Blower Policy' for its directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

This mechanism shall also provide for adequate safeguard against victimization of director(s)/employee(s) who shall avail the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

Accordingly, this Vigil Mechanism/Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for Directors and Employees of the Company to approach the Chairperson of the Audit Committee of the Company in exceptional cases.



OK PLAY INDIA LIMITED

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3. Definition

The definitions of the key terms used in this Policy are given below. Terms not defined herein below shall have the meaning assigned to them under the Code/Policy.

- a. **"Associates"** means and includes vendors, suppliers and other with whom the Company has any financial or commercial dealings.
- b. **"Associate Company"** means as Associate Company as defined in Sub Section (6) of Section 2 of the Companies Act, 2013.
- c. **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.
- d. **"Code"** means the OK Play India Limited (OKPIL Limited) Code of Conduct.
- e. **"Director"** means every Director of the Company, past or present.
- f. **"Employee"** means every employee of the Company (whether working in India or abroad), including the Directors in the whole time employment of the Company.
- g. **"Investigators"** mean those persons authorised, appointed, consulted or approached by the Chairperson of the Audit Committee/Chairperson of the Company including the Auditors of the Company and the Police.
- h. **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behaviour, actual or suspected fraud or violation of the Company's Codes or Policies or any improper activity.
- i. **"Subject"** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- j. **"Whistle Blower"** means an Employee or Director making a Protected Disclosure under this Policy.

4. Scope

- a. This Policy is an extension of the Company's Code of Conduct. The Whistleblower's role is that of a reporting party with reliable information.





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Neither they are required or expected to act as investigators or finders of facts nor they would determine the appropriate, corrective or remedial actions that may be warranted in a given case.

- b. Neither Whistleblowers can act on their own in conducting any investigative activities, nor they do have the right to participate in any investigative activities other than as requested by the Chairperson of the Audit Committee or the investigators.
- c. Protected Disclosure will be appropriately dealt with by the Chairperson of the Audit Committee.

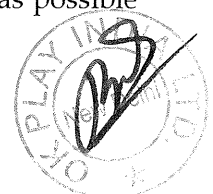
5. Eligibility

All employees and directors of the Company are eligible to make Protected Disclosures under this Policy. The Protected Disclosures may be in relation to matters concerning the Company or any of its Associate Company.

6. Procedure

- a. All Protected Disclosures should be addressed to the Chairperson of the Audit Committee of the Company for investigation.
- b. The contact details of the Chairperson of the Audit Committee is as under:

The Chairperson of Audit Committee
C/o Corporate Office: 124, New Manglapuri, Mehrauli, New Delhi-110030
- c. If a protected disclosure is received by any Executive(s) of the Company other than Chairperson of Audit Committee, the same should be forwarded to the Chairperson of the Audit Committee for appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower(s) confidential.
- d. Protected Disclosures should be preferably reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower(s).
- e. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower(s). The Chairperson of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- f. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible





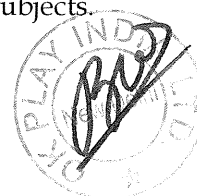
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to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

- g. The Whistle Blower(s) must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistle Blower(s).

7. Investigation

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairperson of the Audit Committee of the Company who will investigate/oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should rescue himself/herself and the other members of the Audit Committee should deal with the matter on hand.
- b. The Chairperson of the Audit Committee may at his/her discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Chairperson of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower(s) that an improper or unethical act was committed.
- d. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and shall have opportunities for providing their inputs during the investigation.
- f. Subjects shall have the duty to co-operate with the Chairperson of the Audit Committee or any of the Investigators during the investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit Committee and/or the Whistle Blower(s). Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. Subjects have the 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 Subjects.





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- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the said allegation.
- j. Subjects have the right to be informed about the outcome of the investigation. 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.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosures.

8. Protection

- a. No unfair treatment will be meted out to a Whistle Blower(s) by virtue of his/her having reported a Protected Disclosure under this Policy.
- b. For the purpose of providing protection to Whistle Blower(s), the Whistle Blower(s) should disclose his/her identity in covering letter forwarding such Protected Disclosure.
- c. The identity of the Whistle Blower(s) shall be kept confidential unless otherwise required by law, and in which case the Whistle Blower(s) would be informed accordingly.
- d. Any other employee or director assisting in the said investigation shall also be protected to the same extent as the Whistle Blower(s).

9. Disqualifications

- a. While it will be ensured that genuine Whistle Blower(s) are accorded complete protection from any kind of unfair treatment as set out in this policy and any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- c. Whistle Blower(s) who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosure under this Policy. In respect of such Whistle Blower(s), the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary actions.

