

# CISTRO TELELINK LIMITED

CIN No: L19201MP1992PLC006925

206, Airen Heights, AB Road, Indore 452010, Madhya Pradesh

Tel No.:0731-2555022; Fax No.:0731-2555722

Email [ID-cistrotelelink@gmail.com](mailto:ID-cistrotelelink@gmail.com)

Website: [www.cistrotelelink.com](http://www.cistrotelelink.com)

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## WHISTLE BLOWER POLICY OR VIGIL MECHANISM

### 1. PROLOGUE :

a. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has adopted the Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined. There is a provision under the Code requiring employees to report violations, which states:

#### Reporting Concerns

Every employee of the Company shall promptly report to the management any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of his or any other Company.

b. As per the amended Clause 49 (F) (1) of the Listing Agreement published on 17th, April, 2014 which is coming in to effect from 1st of October, 2014 between listed companies and the Stock Exchanges which inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called ‘Vigil Mechanism or Whistle Blower Policy’ for the directors and employees of the Company to report concern about unethical behavior, actual or suspected fraud or violation of the company’s code of conduct or ethics policy.

c. Accordingly, this Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees of the Company to approach the Ethics Counsellor / Chairman of the Audit Committee of the Company.

### DEFINITIONS:

“**Alleged wrongful conduct**” shall mean violation of applicable laws to the Company, Infringement of Company’s rules, misappropriation of monies, substantial and specific danger to public health and safety non-adherence to the Code or abuse of authority.

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

“**Board**” means the Board of Directors of the Company.

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**“Code”** means The Code of Conduct 2.5 **“Company”** means Cistro Telelink Limited

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**“Employee”** means all the present employees and Whole-time Directors of the Company (whether working in India or abroad).

**“Protected Disclosure”** means a concern raised by an employee/director or group of employees/directors of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity falling under the title “COVERAGE OF THE POLICY” or Alleged wrongful conduct with respect to the Company.

**“Investigators”** mean those persons authorised, appointed, consulted or approached by the Ethics Counselor/Chairman of the Audit Committee and includes the auditors of the Company and the police.

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

**“Vigilance Officer”** means an officer appointed to receive protected disclosures from Whistle Blower, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

**“Whistle Blower”** is an employee/director or group of employees/director(s) who make a Protected Disclosure under this Policy and also referred in this policy as complainant

## **1. POLICY OBJECTIVES:**

- a. The Company is committed to developing a culture where it is safe for all directors/employees to raise concerns about any unacceptable practice and any event of misconduct.
- b. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its directors/employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.
- c. The Vigil (Whistle Blower) Mechanism provides a channel to the employees and directors to report concerns about unethical behaviour, actual or suspected fraud or violation of the Code or Policy. The mechanism provides for adequate safeguards against victimization of employees and Directors who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases
- d. The mechanism/policy neither releases employees and directors from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation or with a mala fide inte

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## 2. THE GUIDING PRINCIPLES:

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- a. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- b. Treat victimization as a serious matter including initiating disciplinary action on such person/(s)
- c. Ensure complete confidentiality;
- d. Not attempt to conceal evidence of the Protected Disclosure;
- e. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made; and
- f. Provide an opportunity of being heard to the persons involved especially to the Subject

## 3. COVERAGE OF POLICY:

The Policy covers malpractices and events which have taken place/suspected to take place involving:

- (a) Alleged wrongful conduct;
- (b) Abuse of authority;
- (c) Breach of contract;
- (d) Negligence causing substantial and specific danger to public health and safety;
- (e) Manipulation of company data/records;
- (f) Financial irregularities, including fraud, or suspected fraud; Page 4 of 9
- (g) Criminal offence;
- (h) Pilferation of confidential/propriety information;
- (i) Deliberate violation of law/regulation including Insider Trading;
- (j) Misuse/misappropriation of Company's funds/assets;
- (k) Breach of Company's Code of Conduct or 'ules; and
- (l) Any other unethical, biased, favoured, imprudent event.

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The above list is only illustrative and should not be considered as exhaustive

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The Policy should not be used as a route for raising malicious or unfounded allegations against colleagues

#### 4. DISQUALIFICATIONS:

- a. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, 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 Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable for disciplinary action under the Company's Code of Conduct besides being disqualified from reporting further Protected Disclosures. In case of repeated frivolous complaints being filed by a Whistle Blower, the Audit Committee may take suitable action against such person including reprimand.

#### 5. ELIGIBILITY:

All Employees of the Company including Directors are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

#### 6. PROCEDURE

All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.

b. In respect of all other Protected Disclosures, should be addressed to the Chairman of the Audit Committee of the Company.

c. The contact details of the Chairman of the Audit Committee are as under:

Ms.Renu Singh - Chairman of Audit Committee

Add: 206, Airen Heights, Ab Road Indore Mp 452010

Email ID:- [cistrotelelink@gmail.com](mailto:cistrotelelink@gmail.com)

d. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action.

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Appropriate care must be taken to keep the identity of the Whistle Blower Confidential.

e. Protected Disclosures should preferably be 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.

f. Alternatively, Protected Disclosures can also be reported by leaving a mail on the following email id [cistrotelelink@gmail.com](mailto:cistrotelelink@gmail.com) reports will normally be documented by the Chairman of the Audit Committee

g. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

h. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

i. For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure.

## **7. INVESTIGATION**

a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee.

b. The Chairman of the Audit Committee may at his discretion, consider involving any Investigators for the purpose of investigation

c. The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral factfinding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

d. The identity of a Subject and the Whistle Blower 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 have opportunities for providing their inputs during the investigation.

f. Subjects shall have a duty to co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-

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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 Ethics Counselor / Investigators and/or members of the Audit Committee and/or the Whistle Blower. Subjects

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shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. However, if the allegations against the subject are not sustainable, then the Company may see reason to reimburse such costs

h. Subjects 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 Subjects.

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 allegation.

j. Subjects have a right to be informed of 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 30 days of the receipt of the Protected Disclosure.

## **8. PROTECTION**

a. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted Against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc

b. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

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## 9. INVESTIGATORS

a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.

b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

c. Investigations will be launched only after a preliminary review by the Chairman of the Audit Committee or the Ethics Counselor, as the case may be, which establishes that:

i. The alleged act constitutes an improper or unethical activity or conduct, and

ii. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review. Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

## 10. DECISION

If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Ethics Counselor / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee may deem fit. It is clarified that 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. REPORTING

The Ethics Counselor shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any. As per the Clause 49 (IIF) of the Listing Agreement, the compliance to the whistle blower policy shall be reported in the quarterly Compliances Report on the Corporate Governance to the Stock Exchanges where the shares of the Company listed.

## 12. DISCLOSURE

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As per the requirement of Clause 49 (F) (3) of the Listing Agreement, the details of establishment of such mechanism shall be disclosed by the company on its website and in the Board's report. The Annual Report of the Company shall also disclose and affirm that no personnel has been denied the access of the audit committee for to raise his/her concern pursuant to the policy

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## **13. REVIEW OF FUNCTIONING BY AUDIT COMMITTEE**

The Audit Committee of the Company shall be responsible to review periodically the efficient and effective functioning of the vigil mechanism.

## **14. RETENTION OF DOCUMENTS**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

## **15. AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees