

## **POLICY ON WHISTLE BLOWER POLICY & VIGIL MECHANISM**

### **PREAMBLE:**

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Power) Rules, 2014 mandates following classes of Companies to constitute a Vigil Mechanism:

- Every Listed Company
- The Companies which accept deposits from public
- The Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees.

### **PURPOSE:**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concern without fear of punishment or unfair treatment.

A Vigil Mechanism provides a channel to the Employees and Directors to report to the management concern's about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The mechanism provides for adequate safeguards against victimization of both the whistle blower and also the accused under a whistle-blower event and to avail of the mechanism and also provide for direct and discreet access to the Vigilance Officer and further escalation to Chairperson of the Audit Committee in exceptional cases.

This policy, however, neither releases employees 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 against people in authority and / or colleagues in general.

### **SCOPE:**

The Policy covers disclosure of any unethical and improper or malpractices and events which have taken place or suspected to take place involving:

- 1) Breach of terms of conditions of employment and rules thereof.
- 2) Intentional Financial irregularities including fraud or suspected fraud.
- 3) Deliberate violation of laws and regulations.
- 4) Manipulation of Company data /records.
- 5) Perforation of confidential/propriety information
- 6) Willful negligence causing substantial and specific danger to health, safety and environment.
- 7) Gross wastage or misappropriation of Company funds/assets.

### **PROCEDURE:**

- All Protected disclosures should be reported in writing by the complainant as soon as possible not later than 30 days after the Whistle Blower become aware of the same.
- It should be written, factual nor speculative or not in nature of conclusion and should be sent in a closed envelope and should be super scribed as "Protected Disclosure under Whistle Blower Policy" or send through email with the subject "Protected Disclosure under Whistle Blower Policy". If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

- All protected disclosures concerning financial /accounting matters should be addressed to the Chairman of the Audit Committee for investigation.
- In respect of all other protected Disclosures, those concerning the vigilance officer and Key Managerial Personnel should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to Vigilance officer of the Company.
- If the employee believes that they have violated the Code of Conduct, then they may report the violation to the company so that appropriate action can be taken. While taking disciplinary action, the company will take into consideration that the employee has voluntarily reported their breach of code of conduct.
- If the employee becomes aware that another employee has, in all likelihood, violated the code, including any law or regulation applicable to the company's business, then it is their duty to report that violation to the whistle blower committee, so that the company can take necessary steps to rectify the problem and prevent a recurrence. The identity of the person or persons making a report will remain confidential except on a "need to know" basis.

**WHISTLE BLOWER COMMITTEE:**

Sr. No.	Name	Designation	Email ID
1.	Mr.Anshu Shrivastava	Independent Director	anshu@vibgyorcapital.com
2.	Mr. Abhinav Sharma	Independent Director	abhinav.ibs@gmail.com
3.	Mr. Manish Shah	Managing Director	manish@manbafinance.com

**PROTECTION:**

No unfair treatment will be meted out to a whistleblower by virtue, if 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 Whistleblowers. The adequate safeguard against victimization of complaints shall be provided.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under the law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

**CONFIDENTIALITY:**

The Complainant , Vigilance Officer, Members of Audit Committee , the Subject and everybody involved in the process shall, maintain confidentiality of the matters under this policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

**ACCESS TO CHAIRMAN OF AUDIT COMMITTEE:**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

**COMMUNICATION:**

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

**RETENTION OF THE DOCUMENTS:**

All Protected Disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 5(Five) years or such other period as specified by law in force , whichever is more.