

VIGIL MECHANISM POLICY

VATIKA LIMITED: GURGAON

1. INTRODUCTION

This policy seeks to define and establish the position of Vatika Limited and its subsidiaries (hereinafter referred to as the 'Company') on the framework for reporting instances of unethical/improper conduct and actioning suitable steps to investigate and correct the same. Accordingly, this policy details the following:

- Procedure to disclose any suspected unethical and/or improper practice taking place in the Company;
- Protection available to the person making such disclosure in good faith;
- Mechanism for actioning and reporting on such disclosures to the relevant authority within the Company; and
- Relevant authority and its powers to review disclosures and direct corrective action relating to such disclosures.

2. OBJECTIVE

The Company seeks to maintain the highest ethical and business standards in the course of conduct of its business. In doing so, the Company has articulated and published its Code of Conduct, which is applicable to all employees of the Company, to regulate and build a strong culture of corporate governance, by promoting transparency and ethical conduct in its business operations, along with providing the framework within which the Company expects its business operations to be carried out. The Whistleblower Policy is an extension of the Company's Code of Conduct through which the Company seeks to provide a mechanism for its employees or directors to disclose any unethical and/or improper practice(s) taking place in the Company for appropriate action and reporting. Through this policy, the Company provides the necessary safeguards to all Whistle Blowers for making disclosures in good faith.

3. DEFINITIONS

The definitions of some of the key terms used in this policy are given below:

- a) **"Act"**, shall mean the Companies Act, 2013 and the amendments made thereto;
- b) **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.
- c) **"Company"** means Vatika Limited and its subsidiaries.
- d) **"Director"** means any executive, non-executive, nominee or alternate director of the Company.
- e) **"Disclosure"** means any communication in writing in relation to an Unethical Practice (including anonymous disclosures) made in good faith by the Whistle Blower to the designated personnel under this policy.

- f) **“Employee”** means any employee or officer of the Company.
- g) **“Investigators”** mean any person(s) duly appointed/consulted by the Whistle Blower Committee to conduct an investigation under this policy.
- h) **“Subject Employee”** means an employee against or in relation to whom a Disclosure is made under this policy.
- i) **“Unethical Practice”** means and includes, but not limited to, the following activities/ improper practices being followed in the Company:
 - i. Manipulation of Company data / records;
 - ii. Abuse of authority at any defined level in the Company;
 - iii. Disclosure of confidential / proprietary information to unauthorized personnel;
 - iv. Any violation of applicable legal law and regulations to the Company, thereby exposing the Company to penalties/ fines;
 - v. Any instances of misappropriation of Company assets;
 - vi. Activity violating any laid down Company policy, including the Code of Conduct;
 - vii. Any other activities whether unethical or improper in nature and injurious to the interests of the Company.
 - viii. “Whistle Blower” shall have the meaning assigned under clause 4.

4. WHISTLE BLOWERS

Whistle Blowers shall mean and include the following categories of people in this Policy:

- a) Employees of the Company;
- b) Directors of the Company;

5. PROCEDURE FOR REPORTING

- a) The Disclosures can be made against an Employee or Director to Head People Services- Vatika Limited and also can submit the Disclosure to the e-mail id vigilsupport@vatikagroup.com.
- b) It is strongly advised that the Whistle Blower discloses his/ her identity in the Disclosure for ensuring that adequate protection is granted to him/ her under the relevant provisions of this policy. However, anonymous Disclosures, though discouraged, may also be made.
- c) The Whistle Blower must address the following issues, while reporting any Disclosures under this policy:
 - i. The Disclosures made should bring out a clear understanding of the issue being raised.
 - ii. The Disclosures made should not be merely speculative in nature but should be based on actual facts.
 - iii. The Disclosure made should not be in the nature of a conclusion and should contain as much specific and quantitative information with supporting’s to the extent possible to allow for proper conduct of the inquiry/ investigation.
 - iv. The Whistle Blower is not required to give reasons for such Disclosure.

6. INVESTIGATION OF DISCLOSURES

- a. The Whistle Blower Committee (**Audit Committee**) is duly authorized to investigate / oversee any Disclosures reported under this policy.
- b. All Disclosures made under this policy shall be recorded and duly actioned, if required, in accordance with the recommendation made by the Whistle Blower Committee (**Audit Committee**).
- c. The Whistle Blower Committee (**Audit Committee**) may, at its discretion, conduct an investigation. However, an investigation shall be launched only after the review of the Disclosures prima facie establishes that:
 - i. The Disclosure made, constitutes an unethical/ improper practice, as defined under this policy;
 - ii. The Disclosure made is supported by adequate information to support an investigation. Confidentiality of the Whistle Blower shall be maintained during the inquiry/ investigation process.
- d. Any inquiry/ investigation conducted against any Subject Employee shall not be construed by itself as an act of accusation and shall be carried out as a neutral fact finding process, without presumption of any guilt.
- e. The inquiry/ investigation shall be conducted in a fair manner and provide an equal opportunity for hearing to the affected party and a written report of the findings should be prepared.
- f. The Whistle Blower Committee Chairman (Chairman of Audit Committee) and the Investigators (after obtaining adequate authorization from the Whistle Blower Committee Chairman) shall have right to call for and examine any information / document and /or employees of the Company, as may be deemed necessary for the purpose of conducting inquiry/ investigation under this policy.

7. SUBJECT EMPLOYEES

- a. All Subject Employees shall be duly informed about the Disclosures of unethical practice(s) made against them at the commencement of the formal inquiry/ investigation process and shall have regular opportunities for providing explanations during the course of the inquiry/ investigation process.
- b. No Subject Employee shall directly/ indirectly interfere with the investigation process, till the completion of the inquiry/ investigation.
- c. The Subject Employee shall not destroy or tamper with any evidence, and shall have a duty to co-operate with the Whistle Blower Committee Chairman in the inquiry/ investigation process or with any of the Investigators appointed, till the time the inquiry/ investigation process is completed.

- d. During the course of the inquiry/investigation process, all Subject Employees shall have a right to consult any person(s) of their choice, other than the Investigators, and engage any legal counsel at their own cost to represent them in any inquiry/ investigation proceedings.
- e. All Subject Employees shall have a right to be informed about the results of the investigation process and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process.
- f. All Subject Employees shall be given an opportunity to respond to results of the inquiry/ investigation as contained in an investigation report. No allegation of wrongdoing against any Subject Employee shall be considered as tenable, unless the allegations are duly supported by valid evidence in support of the allegation.
- g. Where the results of the inquiry/ investigation highlight that the allegations made against the Subject Employee are eventually dismissed as non-tenable, then the Company shall reimburse all such reasonable costs as shall have been incurred by the Subject Employee to defend him/her, during the process of inquiry/ investigation. In such cases, the Subject Employee will also be consulted whether a public disclosure of the investigation result should be in their best interest. The Whistle Blower Committee Chairman shall have the final discretion on whether such disclosure is necessary and if so, the scope and medium of such disclosure.
- h. Where a Disclosure gets substantiated, the Whistle Blower Committee shall forward its findings to:
 - For Subject Employees upto the level of AGM/ Chief Manager: the respective Head of Human Resources and Business Heads for consideration and taking further steps/action as may be deemed expedient and considered necessary.
 - For Subject Employees in levels DGM and above: the Head of Human Resources in consultation with Chairman/ Managing Director for consideration and taking further steps/action as may be deemed expedient and considered necessary.

8. PROTECTION TO WHISTLE BLOWER

- a) The identity of the Whistle Blower, Subject Employee and any other Employee assisting the inquiry/ investigation, shall be kept confidential at all times, except during the course of any legal proceedings, where a Disclosure/ statement is required to be filed.
- b) The Company, as a policy, strongly condemns any kind of discrimination, harassment or any other unfair employment practice being adopted against the Whistle Blowers for Disclosures made under this policy. No unfair treatment shall be vetted out towards the Whistle Blower by virtue of his/her having reported a Disclosure under this policy and the Company shall ensure that full protection has been granted to him/her against:
 - i. Unfair employment practices like retaliation, threat or intimidation of termination/suspension of services, etc;
 - ii. Disciplinary action including transfer, demotion, refusal of promotion, etc;

- iii. Direct or indirect abuse of authority to obstruct the Whistle Blowers right to continue performance of his duties/functions during routine daily operations, including making further Disclosures under this policy.

9. MANAGEMENT ACTION ON FALSE DISCLOSURES

If an employee knowingly makes false disclosures under this policy, such employee shall be subject to disciplinary action on the terms deemed fit by the Whistle Blower Committee.

10. AMENDMENTS

This policy may be amended or modified by the Company after due consultation with the Audit Committee.

11. RETENTION OF DOCUMENTS

All Disclosures made by the Whistle Blower or documents obtained during the course of inquiry/ investigation, along with the results of investigation relating thereto, shall be retained by the Company for a minimum period of 2 years.