
Whistle Blower Policy

Vivriti Capital Private Limited



vivriti
C A P I T A L

Vigil Mechanism /Whistle Blower policy

This Policy is pursuant to the mandate prescribed by Section 177 of the Companies Act, which mandates

- Every listed company
- Companies which accepts deposits from the public and
- Companies that have borrowed from banks/financial institutions more than INR 50 Cr

to establish a Whistle Blower policy / Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the company's Code of Conduct.

Vivriti Capital Private Limited ("Vivriti Capital" or the "Company") has adopted a 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. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

Applicability

This policy applies to all the employees of Vivriti Capital Private Limited at all locations across the country.

Objectives

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 employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports etc.

Scope

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place /suspected to have taken place involving:

- Breach of business integrity and ethics
- Breach of terms and conditions of employment and rules thereof
- Intentional financial irregularities, including fraud, or suspected fraud
- Violation of any law or regulations, policies including but not limited to corruption, bribery, theft, fraud, coercion and wilful omission.
- Gross or wilful Negligence causing substantial and specific danger to health, safety and environment
- Manipulation of company data/records
- Pilferage of confidential/propriety information
- Gross wastage/misappropriation of Company funds/assets

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

The policy is however not a route for taking up a grievance about a personal situation.

Definitions

- **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 292A of the Companies Act 1956 / Section 177 of the Companies Act 2013 read with Rule 7 of Companies (Meetings of Board and its powers) rules, 2014 and Regulation 22 of SEBI (LODR) Regulations, 2015 in align with RBI Guidelines on Corporate Governance for NBFCs as amended from time to time.
- **“Employee”** means every employee of the Company, including the Directors in the employment of the Company.
- **“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.
- **“Code”** mean Code of Conduct adopted by Vivriti Capital Private Limited.
- **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during an investigation.
- **“Whistle Blower”** means an Employee making a Protected Disclosure under this Policy. This whistle-blower has come to the decision to make a disclosure or express a genuine concern/grievance/allegation, after a lot of thought.
- **“Ethics Officer”** means an officer of the company designated by Competent Authority to conduct detailed investigation under this policy and to receive protected disclosure from Whistle blowers, maintain record thereof, placing the same before the Audit Committee for its disposal and informing the Whistle blower the results thereof.
- **“Company”** means “Vivriti Capital Private Limited”

Eligibility

All Employees of the Company and various stakeholders of the company are eligible to make Protected Disclosure under the Policy in relation to matters concerning the Company.

Receipt and Disposal of Protected Disclosures

- All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting.
- The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”.
- The same shall also, be sent through email with the subject “Protected disclosure under the Whistle Blower policy”.
- If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Ethics officer/Chairman of the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure.
- To protect identity of the complainant, the Ethics Officer will not issue any acknowledgement to the complainant and they are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Ethics Officer.
- The Ethics Officer shall intimate that in case any further clarification is required s/he will get in touch with the complainant.

The Company shall not entertain anonymous/ pseudonymous disclosures.

All Protected Disclosures should be addressed to the Ethics Officer of the Company or to the Chairman of the Audit Committee in exceptional cases. The contact details of the Ethics Officer are as under

- Name: Vamshi Vasudevan, Risk Officer
- Contact Details: whistleblower@vivriticapital.com, 044-40074801
- Address: 12th Floor, Prestige Polygon, Teynampet, Chennai - 35

All correspondences to the officer shall be auto forwarded to the Audit Committee and the Board.

- Protected Disclosure against the Ethics Officer should be addressed to the Wholetime Director of the Company and
- the Protected Disclosure against a Wholetime Director of the Company should be addressed to the Audit Committee.

Details of the Wholetime Directors are given below:

- Name: Vineet Sukumar
- Designation: Wholetime Director
- Contact Details: vineet@vivriticapital.com
- Address: 12th Floor, Prestige Polygon, Teynampet, Chennai – 35

- Name: Gaurav Kumar
- Designation: Wholetime Director
- Contact Details: gaurav@vivriticapital.com
- Address: 12th Floor, Prestige Polygon, Teynampet, Chennai - 35

On receipt of the protected disclosure the Ethics Officer / Wholetime Director/ Chairman of the Audit Committee shall make a record of the Protected Disclosure and will first do a preliminary investigation to check whether the complaint seems to be genuine and falls under the purview of the Whistle Blower Policy. If the complaint is sent with malicious intent, then the officer/committee will take appropriate disciplinary action against the whistle blower.

The record will include:

- Brief facts
- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof
- Whether the same Protected Disclosure was raised previously on the same subject
- Details of actions taken by Ethics Officer / Chairman/ ED for processing the complaint
- Findings of the Audit Committee
- The recommendations of the Audit Committee/ other action(s).

The Audit Committee, if deems fit, may call for further information or from the complainant.

Investigation

- All Protected Disclosures reported under this Policy will be thoroughly investigated by the Ethics Officer of the Company who will investigate / oversee the investigations under the authorization of the Audit committee. Chairman of Audit Committee / Ethics Officer may at its discretion consider involving any external investigators for Investigation.
- Any investigation under this Policy would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt.
- The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.
- Unless there are compelling reasons not to do so, subjects will be given reasonable opportunity for providing their input during the investigation. No allegation of wrongdoing against a subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- Subjects shall have a duty to co-operate with the Ethics Officer / Audit Committee during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.

- Subjects shall have right to access any document/ information for their legitimate need to clarify/defend themselves in the investigation proceedings.
- Subjects shall 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.
- Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- Ethics Officer shall normally complete the investigation within 90 days of the receipt of protected disclosure. If the investigation cannot be completed within 90 days, then the officer needs to have very valid and strong reasons for the same.
- In case allegations against the subject are substantiated by the Ethics Officer in his report, the Audit Committee shall give an opportunity to subject to explain his side.

Protection

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

Confidentiality

The complainant, Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

- Maintain confidentiality of all matters under this Policy
- Discuss only to the extent or with those persons as required under this policy for completing
- the process of investigations.
- Not to keep the papers unattended anywhere at any time
- Keep the electronic mails / files under password.

Decision

If an investigation leads the Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject because of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

Reporting

The Ethics officer 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.

Access to 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

A Whistle Blower policy cannot be effective unless it is properly communicated to employees. The policy should be published on the website of the company and details of establishment of Vigil mechanism shall be disclosed in the Board's Report of the Company.

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 period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

Administration and Review of Policy

A quarterly report about the functioning of the Whistle Blower Mechanism shall be placed before the Audit Committee. A quarterly status report on the total number of compliant received if any during the period with summary of the findings of Whistle / Audit Committee and corrective steps taken should be send to the Chairman of the company. The Wholetime Directors of the company shall be responsible for the administration, interpretation, application and review of this policy.

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 and Directors unless the same is notified to them in writing. The amendments so made shall not be contrary to any act, rules, regulation, circular or notification issued by the Government in this behalf. The amendments shall also be published on the official website of the Company.