



VEDIKA CREDIT CAPITAL LTD
PARTNER IN THE GROWTH OF MICRO ENTREPRENEURS

VIGIL MECHANISM

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Contents

INTRODUCTION	2
GUIDING PRINCIPLES	2
COVERAGE	2
INVESTIGATION	3
ROLE OF INVESTIGATOR	3
MAINTAINING SECRECY AND CONFIDENTIALITY	4
DISQUALIFICATIONS	4
MANAGEMENT DECISION	4
PERIODICAL REVIEW OF THE POLICY	5
AMENDMENT OF THE POLICY	5

INTRODUCTION

Introduction VCCL believes in promoting a fair, transparent, ethical and professional work environment. While the VCCL code of conduct defines the expectations from employees in terms of their integrity and professional conduct, the vigil mechanism defines the mechanism for reporting deviations from the standards defined in the code. The Vigil mechanism is implemented not only as a safeguard to unethical practices. This mechanism is intended to provide mechanism for reporting genuine concerns or grievance and ensure that deviations from the Company's Business Conduct Manual and Values are dealt with in a fair and unbiased manner as provided in Section 177 (9) and (10) of the Companies Act, 2013 and the Companies Rules, 2014.

GUIDING PRINCIPLES

Guiding principles of the vigil mechanism to ensure effective implementation of vigil mechanism, the company shall:

- Ensure protection of the Vigil mechanism against victimization for the disclosures made by him/her.
- Ensure complete confidentiality of the Vigil mechanism identity and the information provided by him/her.
- Ensure that the protected disclosure is acted upon within specified timeframes and no evidence is concealed or destroyed.
- Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner.
- Ensure Vigil mechanism would not get involved in conducting any investigative activities other than as instructed or requested by Ethics Committee or Chairman of the Audit Committee.
- Ensure the subject or other involved persons in relation with the protected disclosure be given an opportunity to be heard.
- Ensure disciplinary actions are taken against anyone who conceals or destroys evidences related to protected disclosures made under this mechanism

COVERAGE

Coverage of the vigil mechanism All employees, directors, vendors, suppliers, dealers and consultants, including auditors and advocates who are associated with VCCL can raise concerns regarding malpractices and events which may negatively impact the company like:

- Inaccuracy in maintaining the Company's books of account and financial records
- Financial misappropriation and fraud
- Procurement fraud



- Conflict of interest
- False expense reimbursements
- Misuse of company assets & resources
- Inappropriate sharing of company sensitive information
- Corruption & bribery
- Insider trading
- Unfair trade practices & anti-competitive behavior
- Non-adherence to safety guidelines
- Sexual harassment and Child labor
- Discrimination in any form
- Violation of human rights
- All matters not covered under this mechanism can be reported directly to your one over manager or your Human Resources contact.

INVESTIGATION

- The investigation would be carried out to determine the authenticity of the allegations and for fact-finding process.
- The investigation team should not consist of any member with possible involvement in the said allegation.
- During the course of the investigation:
 - Ethics Committee will be given authority to take decisions related to the investigation.
 - Any required information related to the scope of the allegation would be made available to the investigators.
 - The findings of the investigation should be submitted to the Ethics committee by the investigator with all the supporting documents.

ROLE OF INVESTIGATOR

- A structured approach should be followed to ascertain the credibility of the charge.
- Ensure the confidentiality and secrecy of the issue reported and subject is maintained.

- Provide timely update to the Ethics Committee on the progress of the investigation.
- Ensure investigation is carried out in independent and unbiased manner.
- Document the entire approach of the investigation.
- Investigation Report including the approach of investigation should be submitted to the Ethics Committee with all the documents in support of the observations.

MAINTAINING SECRECY AND CONFIDENTIALITY

VCCL expects individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be initiated against anyone found not complying with the below:

- Maintain complete confidentiality and secrecy of the matter.
- The matter should not be discussed in social gatherings or with individuals who are not involved in the review or investigation of the matter.
- The matter should only be discussed only to the extent or with the persons required for the purpose of completing the investigation.
- Ensure confidentiality of documents reviewed during the investigation should be maintained.
- Ensure secrecy of the whistleblower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.

DISQUALIFICATIONS

Issues other than those listed under “Coverage of the vigil mechanism”.

The complainant is not able to provide specific information that covers at least some of the following points:

- Location of incident
- Timing of incident
- Personnel involved
- Specific evidence
- Frequency of issues

In case the complainant is unable to provide adequate information, the Ethics Committee reserves the right to not investigate the reported matter.

MANAGEMENT DECISION



- Relevant board committee will take disciplinary or corrective action against the Subject as per the Company's disciplinary procedures and can also take legal action, if required.
- The decision of relevant board committee should be considered as final and no challenge against the decision would be entertained, unless additional information becomes available.
- In case of frivolous or false complaints, action may be taken against the complainant.

PERIODICAL REVIEW OF THE POLICY

The Policy is flexible and easy to understand and comply with by all levels of employees. The Board should review this Policy periodically but at least once in a year, so that it remains appropriate in the light of material changes in regulatory requirement with respect to the Company's size, complexity, geographic reach, business strategy, market and best governance practices.

The policy can also be reviewed as and when deemed necessary by the Top Management and amendments effected to the same, subject to approval of the Board if any, and when practical difficulties are encountered. The Top management may also review the policy on document retention to comply with any local, state, central legislation that may be broadcast from time to time

AMENDMENT OF THE POLICY

The Board of Directors on its own and/or on the recommendation of the Nomination & Remuneration Committee or top management can amend this policy as and when required deemed fit. Any or all provisions of this Policy would be subjected to revision/amendment in accordance with the regulations on the subject as may be issued from relevant statutory authorities, from time to time.