

# VLS Finance Limited

## *Whistleblower Policy*

### **Preamble**

Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement require every listed company to establish a vigil mechanism/ Whistleblower Policy for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted the following policy for implementing Vigil Mechanism.

This policy applies to all directors and employees of the Company. All directors and employees of the Company are eligible to make disclosures under this Policy in relation to matters concerning the Company.

### **Objectives**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. Vigil (whistleblower) mechanism provides a channel to the employees and directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the code of conduct or policy. The mechanism provides for adequate safeguards against victimization of directors and employees to who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This 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 about a personal situation or with a malafide intent.

### ***Scope of Policy***

The policy covers the following unlawful or unethical or improper practice or activity:

- Deliberate violation of any law/regulation;
- Misuse or misappropriation of the assets of the Company;
- Gross waste or misuse or misappropriation of the Company's funds;
- A substantial and specific danger to health and safety;
- An abuse of authority;
- Breach of Company's Code of Conduct or Rules;
- Criminal Offence;
- Any other unethical, biased event.

While it will be ensured that genuine whistleblowers are accorded complete protection from any kind of unfair treatment and any abuse of this protection will warrant disciplinary action. Whistleblowers, who make any disclosures, which have been subsequently found to be malafide, frivolous or malicious shall be liable to be prosecuted under Company's Code of Conduct.

### ***Receipt and Disposal***

Employees can make disclosures as soon as possible but not later than 30 consecutive days after becoming aware of the same.

All disclosures should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman of the Audit Committee are as under:

Name: **Dr. S. Ramesh-Director**  
Address : **Kalika Estate, Ranikhet, Uttrakhand-263645**  
Email: [srameshrkt@gmail.com](mailto:srameshrkt@gmail.com)  
Phone: **09412926015**

The Chairman may himself or by his representative shall carry out investigations as he may deem fit and proper. He shall note the complaint in a register maintained for this purpose and inter-alia find the basis of the complaint. He shall be given access to any information or evidence in relation to the complaint as he pleases and is authorised to call any employee of the Company for clarification(s). He shall within a period of thirty days complete the investigations and submit his findings in a detailed manner to the Audit Committee.

### ***Protection***

No unfair treatment will be meted out to a whistleblower by virtue of his/her having reported a Disclosure under this Policy. The Company, as a rule, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against whistleblower. Complete protection will, therefore, be given to the whistleblower against any unfair practice/s. The identity of the whistleblower shall be kept confidential.

Any other employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the whistleblower.

Any attempt to victimize or meet out unfair treatment to the whistleblower or any person connected with the investigation shall be strictly dealt with, as per Code of Conduct or applicable law, as the case may be.

### ***Reporting***

A quarterly report with number of complaints received under this Policy and their outcome shall be placed before the Audit Committee.

### ***Amendment***

The Board of Directors may amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.