

SURAKSHA ASSET RECONSTRUCTION LIMITED¹

VIGIL MECHANISM AND WHISTLE BLOWER POLICY²

1. INTRODUCTION:

Suraksha Asset Reconstruction Limited ("the Company") believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. In its endeavour to provide its employees a secure and a fearless working environment, the Company has framed this "Vigil Mechanism and Whistle Blower Policy" ("Policy").

2. PURPOSE:

The purpose of this Policy is to create a fearless environment for the employees to report any instance of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy to the Moderator.

The Policy has been drawn up so that Employees can be confident about raising a concern. The framework of the policy strives to foster responsible and secure whistle blowing. The Policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

3. APPLICABILITY:

This Policy is applicable to all employees of Suraksha Asset Reconstruction Limited.

4. DEFINITIONS:

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

- "Audit Committee" means the Audit Committee of Suraksha Asset Reconstruction Limited (Formerly known as Suraksha Asset Reconstruction Private Limited), constituted by the Board of Directors of the Company.

¹ Name of the Company changed pursuant to conversion of the Company into a public limited company and issuance of fresh certificate of incorporation dated May 3, 2019 by Ministry of Corporate Affairs

² Approved at the BM held on 15.11.2019

- “Disciplinary Action” means any action that can be taken on the completion of/during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- “Employee” means every employee of the Company (whether working in India or abroad, whether on contract, full time, part time, retainers, and consultants)
- “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.
- “Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- “Whistle Blower” is someone who makes a Protected Disclosure under this Policy.
- “Moderator” will be the Compliance Officer of the Company for the purpose of receiving all complaints under this Policy and ensuring appropriate action.

5. GUIDING PRINCIPLES:

To ensure that this Policy is adhered to and to assure that the concern will be acted upon seriously, the Company will:

- Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- Ensure complete confidentiality;
- Not attempt to conceal evidence of the Protected Disclosure;
- Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- Provide an opportunity of being heard to the persons involved especially to the Subject;

6. COVERAGE:

This Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues. The Policy covers malpractices and events which have taken place/ suspected to take place involving:-

- a. Abuse of authority
- b. Breach of contract
- c. Negligence causing substantial and specific danger to public health and safety
- d. Manipulation of company data/record
- e. Financial irregularities, including fraud, or suspected fraud
- f. Criminal offence
- g. Pilferage of confidential/propriety information
- h. Deliberate violation of law/regulation
- i. Wastage/ misappropriation of company funds/assets
- j. Breach of employee Code of Conduct or Rules
- k. Any other unethical, biased, favoured, imprudent event

7. DISQUALIFICATIONS:

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under Company's code of conduct.

8. MANNER IN WHICH CONCERN CAN BE RAISED:

- i. Employees can make Protected Disclosure to Moderator, as soon as possible but not later than 30 calendar days after becoming aware of the same.
- ii. The said Protected Disclosure shall be sent and delivered to the following officials in a sealed envelope marked as "Strictly Private & Confidential – to be opened by Addressee only".

- iii. Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.
- iv. If initial enquiries by the Moderator indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- v. Where initial enquiries indicate that further investigation is necessary, this will be carried through by the Moderator alone, the investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- vi. Name of the Whistle Blower if required shall only be disclosed to Board of Directors.
- vii. The Moderator shall have right to call for any information/document and examination of Subject or any employee of the Company or Group Companies or other person(s), as they may deem appropriate for the purpose of conducting investigation under this Policy. The identity of the Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation. The Subject will be informed of the allegations at the appropriate stage and will be given opportunities to provide their explanations during the investigation.
- viii. Subjects shall have the duty to co-operate with the Audit Committee and the Investigators during the investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- ix. Subjects have a right to be informed of the outcome of the investigation.
- x. The Moderator shall make a detailed written record of the Protected Disclosure. The record will include:-
 - a. Facts of the matter
 - b. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof
 - c. Whether any Protected Disclosure was raised previously against the same Subject
 - d. The financial/ otherwise loss which has been incurred / would have been incurred by the Company.

- e. Findings of Moderator;
- f. The recommendations of the Moderator on disciplinary/other action/(s).
- g. On submission of report, the Board of Directors shall discuss the matter with Moderator who shall either:
 - i. In case the Protected Disclosure is proved take such Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter;
 - ii. In case the Protected Disclosure is not proved, extinguish the matter; or
 - iii. Depending upon the seriousness of the matter, Moderator may refer the matter to the Committee of Board of Directors with proposed disciplinary action/counter measures. The Board may decide the matter as it deems fit.
- h. In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, he/she can make a direct appeal to the Chairman of the Audit Committee.

9. PROTECTION:

- i. No unfair treatment will be meted out to a Whistle Blower by virtue of 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 Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour 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 as a result 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.
- ii. The identity of the Whistle Blower shall be kept confidential.

- iii. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

10. CONFIDENTIALITY:

The Whistle Blower, the Subject, the Ombudsmen and everyone involved in the process shall:-

- i. maintain complete confidentiality/ secrecy of the matter
- ii. not discuss the matter in any informal/social gatherings/ meetings
- iii. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- iv. not keep the papers unattended anywhere at any time
- v. Keep the electronic mails/files under password if anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

11. REPORTING:

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

12. AMENDMENT:

The Managing Director/CEO of the Company has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.