

FINOVA CAPITAL PRIVATE LIMITED

VIGIL MECHANISM/WHISTLE BLOWER POLICY

1. Preamble

Finova Capital Private Limited (hereinafter referred to as “the Company”), believes in conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior including in accordance with all applicable laws and regulations. The policy aims to prohibit and proactively target issues linked to employee integrity by ensuring an effective redressal mechanism.

In this context, the Company encourages and supports its employees’ making disclosures of any such suspected instances of unethical/improper/unacceptable practices or behavior at their workplace and intends to provide for a mechanism to channelize reporting of such instances/ complaints to ensure proper governance.

In accordance with the provisions of Section 177 (9) of the Companies Act, 2013 (“Act”), the Company is required to establish a vigil mechanism for the Directors and Employees of the Company to report concerns about unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or terms of service. This policy, hereinafter referred to as the “Vigil Mechanism/Whistle Blower Policy” shall be implemented as per the provision of the Act.

This Policy will be hosted on the Company’s website at www.finova.in.

2. 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 mechanism/policy 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 Codes of conduct or policy. The mechanism/policy provides for adequate safeguards against victimization of employees and Directors to avail benefits of the mechanism/policy.

3. Scope

This Policy intends to cover serious concerns that could have grave impact on the operations & performance of the business of the Company & malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, instances of leak of unpublished price sensitive information as defined in the Regulation 2(1)(n) Securities and Exchange Board of India (Prohibition Of Insider Trading) Regulations, 2015 and other matters or

activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The policy neither releases employees from their duty of confidentiality in the course of their work, nor it is a route for taking up a grievance about a personal situation.

**NOTE: The Company has a separate “Whistle Blower Policy / Policy and procedure for inquiry in case of leak or suspected leak of unpublished price sensitive information (UPSI)” which forms part of the Company’s “Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company” as required under SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) to deal with the instances of leakage or suspected leakage of UPSI.*

4. Applicability

This Policy is applicable to all Directors and Employees of the Company, regardless of their location. This policy will be reviewed at periodical intervals. The Policy has been drawn up so that Whistle Blowers can make Protected Disclosure under the Policy.

5. Definitions and Interpretations

- a. “Alleged wrongful conduct” shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority” and other actions or activity on account of which the interest of the Company is negatively affected.
- b. “Audit Committee” means a committee constituted by the Board of Directors of the Company in accordance with the guidelines of the Reserve Bank of India /Companies Act, 2013 and any other extant statutory requirement.
- c. “Board of Directors” or ‘Board” means the Board of Directors of the Company, as constituted from time to time.
- d. “Company” means “FINOVA CAPITAL PRIVATE LIMITED”
- e. “Disciplinary Action” means any action that can be taken on the completion of / during the investigation proceedings, including but not limited to, a warning, recovery of financial losses incurred by the Company, suspension/dismissal from the services of the Company or any such action as is deemed to be fit considering the gravity of the matter.
- f. “Employee” means every employee of the Company (whether temporary or permanent), and for the purpose this Policy definition of employee includes Directors of the Company.
- g. “Good Faith” shall mean the belief of the Whistle blower that the concerns raised by way of protected disclosure are true, correct and without malice, which shall be deemed lacking when the Whistle blower does not have personal knowledge of the facts for the concerns or where the Whistle blower knew or reasonably should have known that the concerns are malicious, false or frivolous, or where the Whistle blower failed to exercise due care while making a Complaint under this Policy.
- h. “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 or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

- i. Policy” means “Vigil Mechanism/Whistle Blower Policy” as amended from time to time.
- j. “Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- k. “Whistle Blower” means a person making a Protected Disclosure under this Policy.
- l. “Ethics Officer” means an officer of the company appointed by the Audit Committee to receive protected disclosure from Whistle blowers, maintain record thereof, conduct detailed investigation under this policy, placing the same before the Audit Committee for its disposal and informing the Whistle blower the results thereof.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Act read with the rules as amended from time to time.

6. Guiding Principles:

- I. This policy is an internal policy for disclosing wrongful/unethical/improper acts which are considered to be in deviation of the Company’s Code of Conduct. Reporting under the Policy is critical for early detection, proper investigation and remediation and deterrence of violations of Company policies or applicable laws and regulations.
- II. The Company shall ensure to maintain the confidentiality of the Whistle Blower and also shall ensure to provide complete protection from any kind of unfair treatment for disclosing in good faith any unethical or improper practices or alleged wrongful conduct. It will be ensured that the Whistle Blower and/or the employee and / or director, processing or investigating or assisting in the investigation of the Protected Disclosure is not victimized.
- III. Incidents of retaliation against the Whistle Blower or person investigating the matter or assisting in the investigation would be taken seriously by the Company and will result in appropriate disciplinary action against the official responsible.
- IV. This policy should not be used as a defence or a mechanism to mislead the company against a legitimate action initiated. The Company encourages disclosures in good faith but any false allegations of alleged wrongful conduct and / repeated frivolous complaints being filed by any employee or director shall be subject to disciplinary action against the concerned employee or director including reprimand.
- V. In case any member of the Audit Committee has a conflict of interest, in any given matter reported to the Audit Committee, the said member should not participate in the discussion/ investigation relating to the said matter/s. The remaining members of the Audit Committee shall be authorized to deal with the said matter/s.

7. Procedures for reporting Protected Disclosures

- I. The Protected Disclosures shall be made in writing.
- II. All Protected Disclosures shall be addressed to the Ethics Officer of the Company.
- III. The Protected Disclosure may be forwarded by email or by way of a letter.

- IV. The person making the said disclosure may disclose his/her identity to Ethics Officer.
- V. Protected Disclosures relating to Chief Financial Officer/ Chief Executive Officer/Director(s)/Ethics Officer shall be directly addressed to the Chairperson of Audit Committee.
- VI. In exceptional circumstances, where the whistle blower feels that his/her case is not or may not be adequately dealt with by the Ethics Officer, he may write to the Chairperson of the Audit Committee with detailed reasons for seeking a review by Chairperson of Audit Committee.

The contact details of the Ethics Officer and Chairperson of the Audit Committee are as under: -

ETHICS OFFICER

E-mail Id.: ethicsofficer@finova.in

Or

Ethics Officer

Finova Capital Private Limited

7th Floor, Unique Aspire, Plot No.13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021

CHAIRPERSON OF AUDIT COMMITTEE:

E-mail Id.: Chairperson.AC@finova.in

Or

Chairperson of Audit Committee

Finova Capital Private Limited

7th Floor, Unique Aspire, Plot No.13-14 Cosmo Colony, Amrapali Marg, Vaishali Nagar, Jaipur -302021

- VII. the Ethics Officer / Chairperson of the Audit Committee as the case may be shall make a record of the Protected Disclosure and also ascertain from the complainant whether he/she was the person who made the protected disclosure or not. They shall carry out initial investigation either itself or by involving any other Officer of the Company or an outside independent agency for appropriate investigation and needful action. The record will include:
- Brief facts;
 - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - Details of actions taken by Ethics Officer/ Chairperson of the Audit Committee for processing the complaint and findings.

8. 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. He shall have the right to call for any information/document and examination of any employee or other person(s), as it may deem appropriate or may at its discretion consider involving any investigators for the purpose of Investigation.
- The decision to conduct an investigation taken by the Audit Committee/ Ethics Officer is by itself not an accusation and is to be treated as a neutral fact-finding process.
- The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.
- Subject shall have a duty to co-operate with the Ethics Officer /Investigator/Chairperson of Audit Committee or any of the Investigators during investigation to the extent that such co-operation sought does not merely require them to admit guilt.
- Subject 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.
- Subject shall be informed of the allegation at the time when the concerned authority on their preliminary review of the matter determine that the protected disclosure made needs to be investigated further and shall also be provided with an opportunity of being heard during the investigation.
- Every investigation shall be conducted based on the principles of natural justice and reasonability.
- The investigation shall be completed normally within a reasonable period of time or as mandated by the applicable law, from the date of the receipt of complaint. A report shall be prepared after completion of investigation by the Ethics Officer.
- A report on all disclosures investigated shall be submitted to the Audit Committee on a quarterly basis. The decision or direction of Audit Committee shall be final and binding.
- 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 Chairperson of Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. 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 minimum period of 7 (seven) years.

10. Communication

A Policy cannot be effective unless it is properly communicated to employees. Employees shall be informed publishing on the notice board and/or the website of the company at www.finoval.in and/or any other means.

11. Disqualifications

While it will be ensured that genuine Whistle Blowers are given complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will attract 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 Blower, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such whistle blowers, the Chairperson of Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

12. Administration and review of the policy

The Board of Directors of the Company shall be responsible for the administration, interpretation, application and review of this policy. The Board of Directors also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee, if any.

13. Secrecy / confidentiality

The complainant, Ethics Officer/ Chairperson of the 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 keep the papers unattended anywhere at any time
- Keep the electronic mails / files under password.

14. Annual Affirmation

The company shall annually affirm in the Board’s Report that it has not denied any Whistleblower access to the competent authority and that it has provided protection to Whistleblowers as envisaged under this Policy.

15. 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 by publishing on the website of the company and/or any other means.

Department	Approval Authority	Date of last Review/amendment
Compliance	Board of Directors	27.07.2022