

VIGIL MECHANISM

VERSION CONTROL

Version	Date of adoption/renewal	Reason for adoption/change	Approving Authority
1	November 29, 2018	Pursuant to the provisions of Section 177(9) of the Companies Act, 2013	Board of Directors
2	March 17, 2020	Annual Review	Board of Directors

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013, it is required to establish a Vigil Mechanism, for the directors and employees to report genuine concerns, in such manner as may be prescribed. In view of the same, Innoven Capital India Private Limited (“the Company”) has adopted the Vigil Mechanism for its directors and employees to report their genuine concerns.

Group level policies:

The Company has in place group level policies which provides for proactive measures to facilitate a robust Vigil Mechanism which are approved by the Board of Directors of the Company.

Key features of the policies are as follows:

1. Code of Ethics & Business Conduct:

The Group’s Code of Conduct lays down the principles and standards that should govern the actions of employees and Board members. Any actual or potential violation of the Code would be a matter of serious concern and it is the responsibility of the employees/board member to escalate the concerns. The escalation mechanism where concerns can be reported is also specified.

2. Whistleblower Policy:

Based on the Group’s Code of Conduct framework, the Group has drawn a “Whistleblower Policy” which lays down how a director or employee can make a protected disclosure. The Policy lays down the guidelines for investigation, reporting and for providing protection to the whistleblower.

This policy covers malpractices and events which have taken place/ suspected to take place involving but not limited to the below:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
6. Any unlawful act whether Criminal/ Civil
7. Pilferage/wastage/misappropriation of company funds/assets
8. Divulging confidential group or client information
9. Deliberate violation of law/regulation
10. Breach of Company’s Code of Conduct or failure to implement or comply with any approved other Group policy.

Mechanism:

All the suspected violations shall be reported to immediate supervisor, the Country CEO or the Group Director of Governance, Risk and Compliance.

If the employee/board member have reason that they are not comfortable with the people mentioned above, they can anonymously send an email to designated email id whistleblower@innovencapital.com which is created at group level for the employees/board members of the group companies of InnoVen.

The violation received on this email id will be reported to the Chairman of the Audit Committee and will be further placed before the Audit Committee of the Board along with the investigation Report with respect to the concerns raised.