

DIVYA CAPITAL ONE PRIVATE LIMITED

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

1. PREFACE

1.1 Divya Capital One Private Limited (hereafter referred to as “**DCOPL**”) believes in promoting a fair, transparent, ethical and professional work environment.

1.2 Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism –

- a. Every listed company;
- b. Every other company which accepts deposits from the public;
- c. Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

1.3 As per SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2024/96 dated 04.07.2024 NSE circular NSE/INVG/65921 dated 31.03.2024 and BSE circular 20241231-66 dated 31.03.2024 mandates trading members to have Whistle Blower Policy.

1.4 The vigil mechanism provides a mechanism for reporting genuine concerns of unethical behaviour, or grievances or concerns of actual or suspected, fraud or violation of the Company’s Code or ethics policy, without fear of punishment or unfair treatment. This policy seeks to provide necessary safeguards for protection of employees from reprisals or victimization, for providing such information in good faith.

1.5 In compliance of the above requirements, the vigil mechanism policy is being established by DCOPL (the “**Policy**”).

2. DEFINITIONS

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

a) “**Whistle Blower Committee**” means the Whistle Blower Committee of Directors constituted by the Board of Directors of the Company in accordance with 177 of the Companies Act, 2013, and the rules made thereunder.

b) “**Board of Directors**” or “**Board**” means “Board of Directors” or “Board” as per Section 2(10) of Companies Act 2013.

c) “**Code**” means the Divya Capital One Private Limited code of conduct.

d) “**Employee**” means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.

e) “**Protected Disclosure**” means any communication made in good faith that discloses

or demonstrates information that may evidence unethical or improper activity.

f) **“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.

g) **“Whistle Blower Committee”** shall be as per clause 12.1 of Guidance Note in NSE Circular NSE/INVG/65921 dated 31.03.2024 and BSE circular 20241231-66 dated 31.03.2024 which shall consist of the Board of Directors, President of the Company, Compliance Officer and the Company Secretary.

h) **“Whistle Blower Redressal Head”** shall be as per clause 12.2 of Guidance Note in NSE Circular NSE/INVG/65921 dated 31.03.2024 and BSE circular 20241231-66 dated 31.03.2024 President/Vice-President of the Company who shall be responsible for reviewing the complaints and working under the guidance and instruction of Whistle Blower Committee.

i) **“Whistleblower”** means an Employee or director making Protected Disclosure of any unethical activity that they may have observed under this Policy.

3. SCOPE

3.1 This Policy covers disclosures of any unethical behaviour, improper conduct and malpractices and events that have taken place or are suspected to take place including:

- (a). Malpractices and events which have taken place / suspected to have taken place;
- (b). sexual advances;
- (c). bribe;
- (d). wastage or misappropriation of company funds or assets;
- (e). Misuse or abuse of authority;
- (f). Negligence causing danger to public health and safety;
- (g). Violation of terms and conditions of employment and rules thereof;
- (h). Tampering with the data and records of the Company;
- (i). Misuse or causing damage to the properties or assets of the Company or misappropriation of the funds of the Company;
- (j). Breach of business integrity and ethics;
- (k). Causing financial irregularities, including fraud;
- (l). Violation of laws;
- (m). Pilferation of confidential or propriety information.

3.2 This Policy also covers events relating to breach of any of the Company’s Code or such other practices as may be mandated by the policy formulated by the human resources department of the Company if the respective policies/code does not provide for appropriate mechanism for breach of the same.

3.4 The policy neither releases Employees from their duty of confidentiality in their course of work, nor is it a route for taking up grievances about a personal situation.

4. ELIGIBILITY

All Employees and directors of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning DCOPL.

5. DISQUALIFICATIONS

5.1 While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant stringent disciplinary action.

5.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.

5.3 Whistleblowers, who make any Protected Disclosures which have been subsequently found to be malafide, frivolous or malicious shall be liable to appropriate disciplinary action as may be decided or recommended by the Chairman of the Whistle Blower Committee.

6. WHISTLE BLOWER COMMITTEE

The constitution of the Whistle blower committee is as follows:

Name	Designation	Role in the Committee
Mr. Ashok Kumar Dugar	Whole-time Director	Chairman of the committee
Mr. Sushil Kumar Jain	Whole-time Director	Member
Ms. Divya Dugar	President	Whistle Blower Redressal Head
Ms. Haritima Singh	Company Secretary	Member
Mr. Janki Lal Sharma	Compliance Officer	Member

7. PROCEDURE

- 7.1 All Protected Disclosures should be reported in writing by the Whistleblower as soon as possible after the Whistle Blower becomes aware of the same, to the Chairman of the Whistle Blower Committee so as to ensure a clear understanding of the issues raised and should be either typed or written in legible handwriting in English.
- 7.2 The Protected Disclosure should be forwarded to Chairman of the Whistle Blower Committee either by an e- mail or in a closed and secured envelope marked “Private and confidential”. In exceptional cases, the Protected Disclosure can be forwarded to the Board of Directors. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Board of Directors or the Chairman of the Whistle Blower Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

- 7.3 In order to protect the identity of the Whistleblower, the Chairman of the Whistle Blower Committee will not issue any acknowledgment to the Whistleblower and the Whistleblowers are advised not to write their name/address on the envelope or enter into any further correspondence with the Chairman of the Whistle Blower Committee or the Board of Directors, as the case may be. The Chairman of the Whistle Blower Committee or the Board of Directors will ensure that in case any further clarification is required, he/she will get in touch with the Whistleblower.
- 7.4 The contact details of the Board of Directors and of the Chairman of the Whistle Blower Committee of the Company is as under:

Chairman of the Whistle Blower Committee

Divya Capital One Private Limited,
S-3 Level, Hall No.-3, Block-E,
International Trade Tower, Nehru
Place, New Delhi -110019

Board of Directors

Divya Capital One Private Limited,
S-3 Level, Hall No.-3, Block-E,
International Trade Tower, Nehru
Place, New Delhi -110019

OR e-mail to

whistleblower@divyacapitalone.com

- 7.5 Protected Disclosure against the Board of Directors including those against the Managing Director, Chief Executive Officer, key managerial personnel, Designated Directors or Promoter shall be addressed to the should be addressed to the President of the Company. Details of the President of the Company are as under:

Ms. Divya Dugar

President

Divya Capital One Private Limited,
S-3 Level, Hall No.-3, Block-E,
International Trade Tower, Nehru
Place, New Delhi -110019
Email: divya@divyacapitalone.com

Protected Disclosure against the against employees other than mentioned above shall be addressed to the Compliance Officer at:

Mr. Jankilal Sharma

Compliance Officer

S-3 Level, Hall No.-3, Block-E,
International Trade Tower, Nehru
Place, New Delhi -110019

Email: compliance1@divyacapitalone.com

- 7.6 Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- 7.7 If a Protected Disclosure is received by any executive of the Company other than the Board of Directors or the Chairman of the Whistle Blower Committee, the same should be forwarded to the Board of Directors or the Chairman of the Whistle Blower Committee for further appropriate action. Appropriate action must be taken to keep the identity of the Whistleblower confidential.
- 7.8 The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblower.

8. INVESTIGATION

- 8.1 All Protected Disclosures reported under this Policy will be recorded and thoroughly investigated by the Investigating Committee. The Whistle Blower Redressal Head under the authorization of Whistle Blower Committee will investigate or oversee the investigation, as may be required. The Board of Directors will decide the process of investigation as deemed appropriate where Protected Disclosures are received by them.
- 8.2 The Chairman of the Whistle Blower Committee /Board of Directors may at its discretion, consider involving any other officer of the Company or outside agency/Investigators for the purpose of investigation.
- 8.3 If any member of the Board or Whistle Blower Committee has a conflict of interest in any given case, then he/she should rescue himself/herself and the other members of the Whistle Blower Committee should deal with the matter on hand.
- 8.4 The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.

8.5 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

8.6 Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

8.7 Subjects shall have a duty to co-operate with the Investigating Committee/ Chairman of the Whistle Blower Committee /Board of Directors or any of the Investigators, as the case may, be during the process of investigation to the extent that such co-operation sought does not compromise self-incrimination protection available under the applicable law.

8.8 Subjects 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.

8.9 Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

8.10 Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

8.11 The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure and is extendable by such period as the Chairman of the Whistle Blower Committee/Board of Directors deem fit.

8.12 Subjects have a right to consult with person or persons of their choice, other than the Chairman of the Whistle Blower Committee or Investigators or members of the Whistle Blower Committee and/ or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

9. PROTECTION

9.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.

9.2 The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers.

9.3 Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, 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.

9.4 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.

9.5 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Investigating Committee/Chairman of the Whistle Blower Committee/Board of Directors/ or any of the Investigators. (e.g. during investigations carried out by Investigators).

9.6 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10. CONFIDENTIALITY

10.1 The Whistleblower, Investigating Committee, Chairman of the Whistle Blower Committee, Board of Directors, Members of Whistle Blower Committee, Subjects, any of the Investigators and everybody involved in the process shall at all times:

- (a) maintain confidentiality of all matters under this Policy;
- (b) discuss the matter only to the extent or with those persons as required under this Policy for completing the process of Investigations;
- (c) Ensure that all electronic mails/ files are password protected;
- (d) Not keep any documents pertaining to the investigation unattended anywhere at any time; and
- (e) keep the papers in safe custody.
- (f) If anyone is found to be non-compliant with the above, he/ she shall be held liable for such disciplinary action as is considered fit by the Whistle Blower Committee.

11. INVESTIGATIONS

11.1 Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Chairman of the Whistle Blower Committee/ Whistle Blower Committee when acting in the course and

scope of their investigation.

11.2 Technical and other resources may be drawn upon as necessary to augment the investigation. All investigators shall be independent and unbiased. They shall have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.

11.3 Investigations will be launched only after a preliminary review by the Board of Directors, which establishes that:

- the alleged act constitutes an improper or unethical activity or conduct, and
- either the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is not worthy of management review.
- Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

12. OFFENCES AND PENALTIES

Where the Whistle Blower Committee, at the time of examining the information submitted by the officials concerned, is of the opinion that the officials concerned, without any reasonable cause, has not furnished the information within the specified time or intentionally (mala fide) refused to submit the information or knowingly given incomplete, incorrect or misleading or false information or destroyed record or information which was the subject of the disclosure or obstructed in any manner in furnishing the information, it shall impose such penalty as it may deem fit depending upon the nature or fraud or unethical act done by that person.

Provided that no penalty shall be imposed against any person unless he has been given an opportunity of being heard.

13. DECISION

13.1 If an investigation leads the Investigating Committee, Chairman of the Whistle Blower Committee, Board of Directors or Chairman of the Company to conclude that an improper or unethical act has been committed they shall recommend to the management of the Company to take such disciplinary or corrective action as deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

13.2 If the report of investigation is not to the satisfaction of the Whistleblower, the Whistleblower has the right to report the event to the appropriate legal or investigating agency.

14. REPORTING

14.1 The Chairman of the Whistle Blower Committee shall submit a report to the Board on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any. The format of the same is as under:

Grievances received during the quarter	How many Grievances solved during the quarter	How many grievance open

15. RETENTION OF DOCUMENTS

15.1 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 five years or such other period as specified by any other law in force, whichever is more.

16. COMMUNICATION

16.1 Directors and employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

17. AMENDMENT

17.1 The Board of Directors reserves the right to amend or modify this Policy in whole or in part after due approval of the Board as required and shall be reviewed at least once every year. However, no such amendment or modification will be binding on the Employees and directors unless the same is notified to the Employees and directors in writing.
