

GENESIS FINANCE COMPANY LIMITED

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BLOWER POLICY

Introduction

1. Genesis Finance Company Limited (“the company”) believes in conducting all affairs of its constituents in a fair and transparent manner by adopting the highest standards of honesty, professionalism, integrity, and ethical behaviour. The Company is committed to developing a culture where it is safe for any person to raise concerns about any unacceptable practice prevalent in the Company or any event of misconduct in the course of business operations of the Company.

Section 177 read with Rule 7 of The Companies (Meetings of Board and its Powers), 2014, inter-alia, requires the Company to establish a mechanism called “Vigil Mechanism (Whistle Blower Policy) for directors and employees to report genuine concerns or grievances, providing adequate safeguards against victimisation of those who avail of such vigil mechanism and overseeing of such vigil mechanism by the Audit Committee.

Objective of the Policy

2. The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the Whistle Blower wishing to raise a concern about irregularities within the Company. The Policy neither releases Whistle Blowers 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. Rather, it promotes corporate governance norms and transparency where employees, customers and other stakeholders of the Company are encouraged to refer any complaint which has not been resolved or satisfactorily resolved within the usual applicable protocols.

Scope and coverage of the Policy

3. This Policy covers all malpractices and events that have taken place or suspected to have taken place involving, but not limited to the following:
 - Fraudulent activities or activities in which there is suspected fraud;
 - Financial or compliance irregularities including fraud or suspected fraud
 - Intentional or deliberate non-compliance and/or violation of law, rules, regulations and policies
 - Breach of applicable Code of Conduct;
 - Manipulation of Bank’s data / records;
 - Misuse/ Abuse of authority
 - Pilferation of confidential/propriety information
 - Breach of contract
 - Criminal offences having repercussions on the company or its reputation;
 - Misappropriation / misuse of company’s funds/assets
 - Any other unethical, biased or imprudent deed or behaviour.

However, the Policy does not cover:

- Protected Disclosures that are frivolous in nature.
- Issues relating to personal grievance (increment, promotion, etc.)
- Sexual harassment which is covered by the Policy on Prevention of Sexual Harassment.

Definitions

3. The definitions of some of the key terms used in this policy are given below:

- a) **“Whistle Blower”** means any Employee, Customer or Vendor, making a Disclosure under this policy.
- b) **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with applicable rules.
- c) **“Disclosure”** means any communication in relation to an unethical practice (including anonymous disclosures, by any means) made in good faith by the Whistle Blower to the designated authority under this policy.
- d) **“Subject”** means a person against or in relation to whom a Disclosure is made under this policy.
- e) **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.
- f) **“Director”** shall mean a director pursuant to sub-section (34) of Section 2 of CA 2013.
- g) **“Employees”** means all employees including the Directors, KMPs and the Senior Management Personnel.
- h) **“Investigator”** shall mean any person appointed under this policy for the purpose of conducting enquiry/investigation of the disclosure received from any whistleblower.

Applicability

4. This policy is applicable to the following:

- (a) All Staff of the Company.
- (b) All Customers of the Company.
- (c) All Vendors interacting with the Company.

Procedure for Reporting

5. Any Employee, Vendor or Customer of the Company may make a disclosure, duly addressed to the following member of the Audit Committee at the contact details mentioned hereunder:

Gopal Bisht

(Whole Time Director & CFO)

DIN: 00597160

Add.: 705 A/9, Ward No. 3, Flat No. 3, Mehrauli, India, 110030

Phone No.- +919871214200; **Email Id-** gbisht@genesisfinance.net

Where anonymity is insisted, the informer may state so.

6. While making the disclosure, the whistle blower should take into consideration the applicable rules articulated under this policy.
- (a) It is strongly advised that the Whistle Blower discloses his/ her identity in a covering letter for ensuring timely resolution of the issue and also for ensuring that adequate protection is granted to him/ her under the relevant provisions of this policy.
 - (b) The Whistle Blower must address the following issues, while reporting any Disclosures under this policy:
 - (i) The Disclosures made should bring out a clear understanding of the issue being raised containing as much specific information as possible to allow for proper conduct of the inquiry/ investigation.
 - (ii) The Disclosures made should not be merely speculative/ opinionated in nature but should be true and based on actual facts.
 - (iii) The disclosure made must be bona fide and disclosures with malafide intent will be rejected.
 - (iv) The whistleblower having made a disclosure shall not prevaricate from under pressure or otherwise and such acts shall be construed as infidelity.

Investigation

7. Investigations shall be launched only after the review of Disclosure, which establishes that:
- (a) The Disclosure made, prima facie constitutes an unethical/ improper practice, as defined under this policy;
 - (b) The Disclosure made is supported by adequate information to support an investigation or may reasonably be believed to have substance.
 - (c) All the Complaints for purposes of this policy shall be forwarded to the above specified person- member of the Audit Committee, if conditions (a) & (b) above are satisfied.
 - (d) Where the complexity of the disclosure so requires, the Audit Committee, shall on receipt of the compliant, shall recommend appointment of any Investigator(s) and the same may be approved by the Board of Directors;
 - (e) In case of any exceptional compliant, any whistleblower may approach the chairman of the Audit Committee directly.
8. Prior to forwarding any compliants to the Investigator(s), the covering letter (wherever available), shall be detached from the relevant Disclosure, to ensure that the confidentiality of the Whistle Blower is maintained during the inquiry/ investigation process.

9. All Disclosures made by the whistle-blower under this policy shall be recorded and action will be taken in accordance with the recommendation made by Audit Committee, as approved by the company.

10. The following will govern the investigations: -

- (a) Any inquiry/ investigation conducted against any Subject shall not be construed by itself as an act of accusation and shall be carried out as a neutral fact finding process, without presumption of any guilt.
- (b) The inquiry/ investigation shall be conducted in a fair manner and provide and equitable opportunity for hearing to the affected party and a written report of the findings should be prepared by the Investigator for submission to the Audit Committee.
- (c) The Investigator(s) shall have right to call for and examine any information/ document of the Company, examine other persons as witnesses or otherwise as may be deemed necessary for the purpose of conducting inquiry/ investigation under this policy.
- (d) All Subjects shall be duly informed about the disclosures of unethical practice(s) made against them at the commencement of the formal inquiry/ investigation process and shall have reasonable opportunities for providing explanations during the course of the inquiry/ investigation process.
- (e) No Subject shall directly/ indirectly interfere with or detract the investigation process
- (f) The Subjects shall not destroy or tamper with any evidence and shall have a duty to co-operate with the inquiry/ investigation process or with any of the Investigators appointed, till the time the inquiry/ investigation process is completed. Anything contrary will be construed as an affirmation of guilt, besides constituting misconduct.

If deemed necessary, to ensure (e) & (f), the subject may be transferred to another location or placed under suspension based on gravity of the disclosure.

- (g) During the course of the inquiry/investigation process, all Subjects shall have a right to consult any person(s) of their choice, other than the Investigators and engage any other person to represent them in any inquiry/ investigation proceedings.
- (h) All Subjects shall have a right to be informed about the results of the investigation process and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process.
- (i) All Subjects shall be given an opportunity to respond to findings of the inquiry/ investigation as contained in an investigation report. No allegation of wrongdoing against any Subject shall be considered as tenable, unless the allegations are duly supported by valid evidence including circumstantial evidence in support of the allegation.
- (j) Where the results of the inquiry/ investigation highlight that the allegations made against the Subject are eventually dismissed as non-tenable, then the Company shall intimate such details to the Subject. The company shall have the final discretion on whether any disclosure of the results of the inquiry/ investigation is necessary and if

yes, shall decide on the scope and medium of such disclosure. Protection to Whistle Blower.

11. The following shall be ensured to protect the Whistle Blower:

- (a) The identity of the Whistle Blower, subject(s) and any other person assisting the inquiry/ investigation, shall be kept confidential at all times, except during the course of any legal proceedings, where a disclosure/ statement is required to be filed. Where disclosure is made on the basis of anonymity, the company shall rely only on the evidence gathered during the investigation process.
- (b) The Company, as a policy, strongly condemns any kind of discrimination, harassment or any other unfair employment practice being adopted against the Whistle Blowers for disclosures made under this policy. No unfair treatment shall be meted out towards the Whistle Blower by virtue of his/her having reported a Disclosure under this policy and the Company shall ensure that full protection has been granted to him/her against:
 - i. Unfair employment practices like retaliation, threat or intimidation of termination/suspension of services, etc;
 - ii. Disciplinary action including transfer, demotion, refusal of promotion, etc;
 - iii. Direct or indirect abuse of authority to obstruct the Whistle Blowers right to continue performance of his/her duties/functions during routine daily operations, including making further disclosures under this policy.
- (c) The Whistle Blower may also report any violation of the above clause to the Audit Committee Chairman, who may direct an investigation into the same and recommend suitable action to the management.

Management Action on False Disclosures

- 12. If any person, to whom this policy is applicable, knowingly makes false disclosures under this policy, such employee shall be subject to disciplinary action on the terms deemed fit by the company.
- 13. In case of repeated frivolous complaints being filed by a director or an employee, the audit committee or the director nominated to play the role of audit committee may take suitable action against the concerned director or employee including reprimand.

Reporting

- 14. All instances of disclosures noted as part of this policy, including findings/status of all the inquiries/ investigations made against such disclosures shall be documented by the investigator(s) and a final report to be submitted to the Audit Committee and the Board of Directors.

Retention of Documents

- 15. All Disclosures made by the Whistle Blower or documents obtained during the course of inquiry/ investigation, along with the results of investigation relating thereto, shall

be retained by the Company for a minimum period of 8 years under the custody of the Company Secretary.

Amendments

16. The company reserves the right to amend, modify or revise this Policy.

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