

Vigil Mechanism

Preface

Section 177 of the Companies Act, 2013 mandates the company to establish a vigil mechanism for the directors and employees to report genuine concerns in such a manner as may be prescribed. Accordingly, company has formulated the present policy for establishing the vigil mechanism/whistle blower policy to safeguard the interest of its directors and employees, to freely communicate and address to the company their genuine concerns in relation to any illegal or unethical practice being carried out in the company.

Vigil Committee

The audit committee of the company shall be responsible for monitoring and overseeing the functioning of the vigil mechanism so constituted hereunder.

The company shall disclose the details of the vigil mechanism on its website and in the report of the board of directors.

In the event any member of the committee has a conflict of interest in a given case, such a member shall immediately rescue himself from participating and deciding on such matter. The other members of the committee shall deal with such matter on hand.

Policy Objectives

- a.) The company is committed to developing a culture where it is safe for all directors and employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
- b.) 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 and directors who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.
- c.) Vigil (whistle blower) mechanism provides a channel to the employees and directors to report to the management concerns about unethical behavior, fraud, violation of the policy, whether actual or suspected. The mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the chairman of the audit committee in exceptional cases.
- d.) This neither releases employees and directors from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

Definitions

"Protected Disclosure" means a concern raised by an employee or group of employees or directors of the company, through a written communication and made in good faith which

discloses information about an unethical or improper activity with respect to the company. It should be factual and not speculative, 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.

"Subject" means a person or group of persons against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.

"Vigilance Officer" is a person nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the committee for its disposal and informing the whistle blower the result thereof.

"Vigil Committee" ("the committee") shall mean audit committee of the company constituted or reconstituted from time to time.

"Whistle Blower" is an employee or group of employees or Directors who make a protected disclosure under this policy and also referred to in this policy as a complainant.

Scope

The policy provides mechanism for reporting of events which have taken place/suspected to take place involving:

- a.) Abuse of authority
- b.) Breach of contract
- c.) Manipulation of company data/records
- d.) Financial irregularities, including fraud or suspected fraud
- e.) Criminal offence
- f.) Pilferation of confidential/proprietary information
- g.) Deliberate violation of law/regulation
- h.) Wastage/misappropriation of company funds/assets
- i.) Breach of employee code of conduct or rules

Eligibility

All directors and employees of the company are eligible to make ***Protected Disclosures under the Policy*** in relation to matters concerning the company.

Procedure

All protected disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the whistle blower becomes aware of the same, either be typed or written in a legible handwriting in English.

The protected disclosure should be submitted under a covering letter signed by complainant in a closed and secured envelope and should be super scribed as **"Protected disclosure under the whistle blower policy"** or sent through email with the subject **"Protected disclosure under the whistle blower policy"** . If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as a normal disclosure.

The contact details of vigilance officer are as under:-

Name : Compliance Head
Mailing Address : Customercare@bsgoelfinance.com,
Contact No. : 95828 90921

Protected disclosure against the vigilance officer should be addressed to the chairman of the company. The contact details of the chairman of the audit committee are as under:

Name : Compliance Head

In order to protect the identity of the complainant, the vigilance officer will issue acknowledgement to the complainants, if so required by them. complainants are not required to write their name/ address on the envelope nor enter into any further correspondence with the vigilance officer. Anonymous/Pseudonymous disclosure shall not be entertained by the vigilance officer and/or committee. On receipt of the protected disclosure, the Vigilance Officer and/or chairman of the committee, as the case may be, shall detach the covering letter bearing the identity of the whistle blower and process only the protected disclosure.

Investigation

All protected disclosures under this policy will be recorded and thoroughly investigated. The vigilance officer will carry out an investigation either himself/herself or by involving any other officer of the company committee and/or an outside agency, before referring the matter to the committee of the company.

The committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Committee deems fit.

Vigilance Officer or any member of the Committee or other officer having any conflict of interest with the matter, shall disclose his/her concern /interest forthwith and shall not deal with the matter. In the event of conflict of interest with a vigilance officer or compliance head of the committee shall nominate another person to investigate the matter.

Frivolous Complaints

The company supports the initiatives whereby genuine and bona fide concerns of the whistle blower can be addressed and proper/ corrective measures can be taken before the same escalates out of hand. However, this mechanism should not be employed for making malicious and frivolous complaints, which shall be dealt with strictly by the committee.

Rights Of A Whistle Blower/Accused

The whistle blower and accused shall have a right to be heard and adequate time and opportunity shall be given for the subject to communicate his/ her say on the matter.

The whistle blower and accused shall have the right to be informed of the outcome of the investigation in writing by the company after the completion of the Inquiry/investigation process.

Decision And Reporting

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Committee shall take such disciplinary or corrective action as it may deem fit.

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 disciplinary procedures.

A quarterly report with the number of complaints received under the policy and their outcome shall be placed before the committee audit.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the vigilance officer or the committee, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the company.

Non-retaliation

No whistle blower who, in good faith, makes a disclosure or lodges complaints in accordance with this Policy, shall suffer reprisal or discrimination or adverse employment consequences. The company as a Policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against the whistle blower.

Any other official of the company assisting in the said investigation shall also be protected to the same extent as the whistle blower.

Secrecy/Confidentiality

The identity of the whistle blower shall be revealed only amongst the member of the committee/vigilance officer, member of the audit committee of the company or any other person/ outside agency authorized to investigate the matter as the case may be. The identity of the Whistle Blower will not be revealed unless he himself has made either his details public or disclosed his identity to any other officer or authority.

The whistle blower, the accused and everyone involved in the process shall:

- a.) maintain complete confidentiality/secrecy of the matter
- b.) not discuss the matter in any informal/social gathering/meetings
- c.) discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d.) not keep the papers unattended anywhere at any time
- e.) 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 in considered fit

Access To Chairman Of The Committee

The whistle blower shall have the right to access the chairman of the committee directly in exceptional cases and the chairman of the committee is authorized to prescribe suitable directions in this regard.

Administration And Review Of The Policy

The committee shall be responsible for the administration, interpretation, application and review of this policy.

Communication

Directors and employees shall be informed of the policy by publishing on the notice board and the website of the company.

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 period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

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. Such amendment or modification will be binding on the employees and directors.