



WHISTLE BLOWER/VIGIL MECHANISM **POLICY**

Effective From	2nd March 2023
Version	WB/RIPL/March-2023
Policy Owner	Legal & Compliance

WHISTLE BLOWER/ VIGIL MECHANISM POLICY

1. PREAMBLE/BACKGROUND

- a. Resilient Innovations Private Limited (hereinafter referred to as “**RIPL/Company**”) has augmented its operations substantially across various business verticals. With the expansion in the business, the workforce has also grown many folds. As a move towards the implementation of an efficient corporate government structure across the Company, the Company intends to adopt this revise/amend the existing Whistle Blower Policy with this policy document will be known as “**Whistle Blower/Vigil Mechanism Policy**” (hereinafter referred to as “**Policy**”).
- b. This policy is voluntarily framed by the Company and should not be construed as policy under Section 177 of the Companies Act, 2013.
- c. The board of directors (“**Board**”) of RIPL have approved and adopted this Policy which may be amended from time to time by the Audit Committee of the Company.
- d. The Policy is also applicable to the Company’s subsidiaries. Any reference, to the term “Company” in the Policy, shall be deemed to include a reference to the Company’s subsidiaries as well and shall be read accordingly, unless the context provides otherwise.
- e. The Policy is in addition to the other policies of the Company (as may be applicable from time to time) and is to be read harmoniously with such policies.
- f. This Policy will supersede the existing Whistle Blower/Vigil Mechanism Policy.

2. OBJECTIVE

The Policy is prepared in line with Company’s foundational values of integrity, transparency and ethical conduct while running the business operations and upholding the interest of the shareholders, investors, Employee(s) & customers.

This objective of this Policy is as follows:

- Allow the Employee(s) and/or Director to report any unethical conduct or activities or grievance
- Provide safeguards to the whistle blower
- Maintaining the confidentiality to the Employee(s) and/or Director who makes disclosure towards such unethical and/or fraudulent practice in the Company
- Mechanism for acting and reporting on such Protected Disclosures to the relevant authority within the Company.

3. DEFINITIONS

- a. “**Audit Committee**” shall mean the audit committee of the Company established by the Board at any time consisting of the members duly appointed and not ceased to be members of such committee..
- b. “**Board of Director**” (“**Board**”) shall mean have the same meaning assigned to it under Section 2(10) of the Companies Act, 2013;
- c. “**Disciplinary Action**” means any action that can be taken on the completion of /during the investigation proceedings which include suspension and/or termination;

- d. **“Director”** shall have the same meaning assigned to it under Section 2(34) of the Companies Act, 2013;
- e. **“Employee(s)”** means any Employee, officer or group of Employee(s) of Company including Directors of the Company who makes a Protected Disclosure under this Policy;
- f. **“Protected Disclosure”** shall mean a written communication of a concern or conduct or activity made in good faith, which discloses or demonstrates information that may evidence a Reportable Matter as per the scope/applicability as detailed out in Clause 4 of the Policy with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern;
- g. **“Reportable Matter”** means and includes, but not limited to, the following suspected activities/ fraudulent practices being followed in the Company:
 - i. Manipulation/forgery/falsification/alteration of Company data / records including computer file/records;
 - ii. Abuse of authority at any defined level in the Company;
 - iii. Breach of any of the fiduciary duties/obligation by an Employee(s);
 - iv. Unauthorized disclosure of confidential / proprietary information;
 - v. Financial irregularities, including fraud or suspected fraud;
 - vi. Any criminal offence including offences involving moral turpitude;
 - vii. Any breach of any code of conduct for business and/or Employee(s) and/or senior management personnel as may implemented or put in place by the Company from time to time;
 - viii. Misappropriation of Company assets and/or funds and/or resources;
 - ix. Breach of terms and conditions of employment & rules thereof;
 - x. Deliberate violation of any laws/regulation;
 - xi. Any other activities whether unethical or fraudulent nature and injurious to the interest of the Company;
- h. **“Vigilance Officer”** shall mean the Chairman of the Company or Chairman of the Audit Committee or such other person designated by the Audit Committee. The Vigilance officer can form a Committee consisting of required personnel for investigation of Protected Disclosure and communicate/recommend the resulting actions to the Audit Committee. . Provided that if any Protected Disclosure involves or is made against the Vigilance Officer, then such person shall be disqualified from acting as the Vigilance Officer or serve on any Committee for conducting investigation of such Protected Disclosure.
- i. **“Whistle Blower/Vigil Mechanism Committee” or “Committee”** means a Committee of persons who are nominated/appointed by the Vigilance Officer for investigation of the Protected Disclosure from the Employee(s) and recommend appropriate disciplinary action. The Committee may consist of directors/senior management personnel, , external specialist (if required). Provided that any Committee formed for investigation of the Protected Disclosure, shall not include any person against whom such Protected Disclosure is made.

4. SCOPE/ APPLICABILITY

- a. This scope of this Policy covers all the Protected Disclosure made by the Employee(s) with respect to a Reportable Matter.

- b. All the Employee(s) of the Company are eligible to make the Protected Disclosure under this Policy. The Employee(s) are also encouraged to report any Reportable Matter without any fear of retaliation from Company or any such person against whom the Protection Disclosure is made.
- c. The Employee(s) making a Protected Disclosure under this Policy will be protected for any retaliation such as retaliation, threat or intimidation or 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 Employee(s) right to continue to perform his/her duties/functions in a free and fair manner.

5. **VIGILANCE OFFICER**

- a. The Vigilance Officer and/or the Committee to whom Protected Disclosure is made or is in knowledge of any such Protected Disclosure made by any Employee(s) shall maintain the confidentiality of the entire vigil mechanism process.

The Vigilance Officer and/or Committee members having any conflict of interest with the matter shall disclose his/her concern forthwith and shall not be involved in the investigation and/or any of the matter concerning the Protected Disclosure.

- b. If during the course of investigation, it is prima facie discovered or found that persons acting as Vigilance Officer and/or any of the Committee members is involved in such Protected Disclosure, such persons will immediately recuse themselves from their respective position as Vigilance Officer and/or as Committee member and/or will be removed by the Board.

6. **PROCEDURE FOR MAKING PROTECTED DISCLOSURE**

- a. Any Employee(s) may make a Protected Disclosure of a Reportable Matter in writing as soon as possible, he/she become aware of the same, in written/typed form to the Vigilance Officer through email @ compliance@bharatpe.com or by letter to:

The Vigilance Officer,
Resilient Innovations Private Limited
Building No 8, Tower C 7th Floor & 12th Floor, Cyber City, Gurgaon- 122002, Haryana, India
or by letter to the registered office address of the Company.

In case the Protected Disclosure is made through a letter, it should be signed by the Employee(s) and sent in a sealed and secured envelope to the Vigilance Officer with the subject "Protected Disclosure under Vigil Mechanism Policy" at the above address or registered office address of the Company. The failure to superscribe the Employee(s) as "Protected Disclosure under Vigil Mechanism" shall not relieve the Vigilance Officer from his/her duty to treat such a complaint as Protected Disclosure.

- b. If any Protected Disclosure is received by any Employee(s) of the Company other than the Vigilance Officer, the same should be forwarded to the Vigilance Officer for further appropriate action. Such Employee(s) of the Company shall keep such Protected Disclosure confidential and will not disclose the same to any person. Any such unauthorized disclosure may lead to Disciplinary Action against such Employee(s).
- c. The Vigilance Officer shall not entertain any anonymous disclosure.
- d. The Employee(s) should include as much information about the suspected violation as he/she may provide. Where possible, it should describe the nature of the suspected violation, the identities of persons involved in the suspected violation, a description of documents that relate

to the suspected violation, and the time frame during which the suspected violation occurred.

- e. The Employee(s) will not disclose or discuss the Protected Disclosure made by him/her and/or the facts of ongoing investigations to any other Employee(s) or third party till the time the Committee arrive at a final decision basis the report submitted by the Vigilance Officer. The Employee(s) will maintain the confidentiality of the entire vigil mechanism process.

7. **INVESTIGATION**

- a. The Vigilance Officer upon receipt of any Protected Disclosure from any Employee(s) of the Company to whom such Protected Disclosure is made, shall initiate an investigation to verify information provided under the Protected Disclosure.
- b. The Vigilance Officer may initiate investigation on his/her own or may appoint a Committee who will conduct such investigation to verify the genuineness and veracity of the Reportable Matter highlighted by the Protected Disclosure.
- c. The Vigilance Officer and/or the Committee may call for any records/information or the Employee(s) who has made the Protected Disclosure for aiding & facilitating the investigation. The Vigilance Officer and/or Committee may at its discretion, consider involving any other additional officers of the Company or outside agency for the purpose of investigation.
- d. The Vigilance Officer and/or the Committee will give a reasonable opportunity to the persons against whom the Protected Disclosure is made under this Policy. Further, such person shall also have the duty to cooperate with the Vigilance Officer or the Committee during the investigation, as may be required.
- e. The Vigilance Officer and/or Committee shall endeavor to complete the investigation in 90 days period. Depending upon the facts & circumstances, the period of investigation may be extended by the Vigilance Officer after due intimation to the Audit Committee.
- f. Any misuse of protection provided in this Policy by way of making frivolous complaints with malafide intentions are strictly prohibited. Any person who is found to be making false complaints under the Policy shall be subject to strict Disciplinary Actions against such Employee(s). In case of repeated frivolous Protected Disclosure is being made, the Vigilance Officer and/or Committee may take suitable action against the concerned Employee(s) including termination of the employment.
- g. The report of the investigation conducted by the Vigilance Officer and/or Committee will include the following:
 - i. Any evidence, record or similar documents extracted during the investigation.
 - ii. Recommendation for Disciplinary Action to be taken against the person(s) against whom the Protected Disclosure, in case the finding of the investigation conclude that Reportable Matter has occurred.
 - iii. Any other recommendation or information to be provided.

8. **SUBMISSION OF REPORT & ACTION**

- a. In case the investigation conducted by the Vigilance Officer and/or the Committee concludes that a Reportable Matter has occurred, it shall submit its report to the Audit Committee with its recommended Disciplinary Action to be taken against such person(s) who have been involved in the case and/or such other measure which may be adopted to prevent such cases in future.

- b. Upon the receipt of the report from the Vigilance Officer and/or the Committee, the Audit Committee may accept the Disciplinary Action and/or suggest/instruct for such other measures to be adopted/implemented.
- c. The final decision taken by the Audit Committee will be communicated to the Employee(s) and/or such Person against whom the Protected Disclosure is made.
- d. Any member of the Audit Committee having any conflict of interest with Employee(s) or against the person whom Protected Disclosure is made or during investigation is found to be in knowledge and/or involved in such Protected Disclosure, shall not be part of such Audit Committee meeting in which the report is discussed or any decision pertaining to such matter is taken.
- e. The functioning of whistle blower/vigil mechanism of the Company shall be quarterly reviewed by the Audit committee or such other period as deemed fit by the Audit Committee. The reporting shall also include the status of investigations initiated and pending before the Vigilance Officer and/or Committee.

9. **DOCUMENT RETENTION**

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be retained for the period of 8 years or such other period as specified by any other law in force, whichever is more.

10. **REVIEW/AMENDMENT/REVISION OF VIGIL MECHANISM**

The Company reserve its right to review/amend/revise this Policy, in part or whole, at its discretion with the approval of the Board.

11. VERSION HISTORY

Sr. No.	Version	Owned by	Approved by	Effective date
1.	WB/RIPL/Apr-2022	Legal & Compliance	Board of Directors of the Company	01st April, 2022