

# CLIX CAPITAL SERVICES PRIVATE LIMITED

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

Approved by: The Board

Original date of Issue: October 03, 2016

Current Review Date: May 28, 2025

Last Review Date: May 30, 2024, November 08, 2023

Policy Owner: Company Secretary

Version: 2.1

Note: This policy is also applicable to subsidiaries of Clix Capital Services Private Limited

## Table of Contents

I.	PREAMBLE:	3
II.	OBJECTIVE / PURPOSE:	3
III.	DEFINITIONS:	3
IV.	THE COVERAGE OF THE POLICY:	4
A.	Raising a Concern:	4
B.	Investigation Process	6
C.	ACCOUNTABILITIES – DISCIPLINARY ACTION COMMITTEE	8
D.	Remedies & Discipline:	8
E.	Management Action on False Disclosures	8
F.	Confidentiality & Protection:	9
G.	REPORTING	9
H.	The Whistleblower of a concern/allegation shall be entitled to the following protections:	9
V.	DOCUMENT RETENTION	9
VI.	DISCLOSURE	9
VII.	AMENDMENTS TO THE POLICY	9
VIII.	Revision History	10

## I. PREAMBLE:

Clix Capital Services Private Limited (the “Company”), has adopted several Compliance related policies / Code of Conduct which require Directors, Officers, Vendors and Employees to observe high standard of business and personal ethics in conduct of their duties and responsibilities. As Employees/ Directors/ Officers/ Vendors and representatives of the Company, they must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The Company encourages an open, ethical and compliant culture and welcomes employees sharing their genuine concerns regarding risks, wrong doing or non-compliance to help achieve this aim.

Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires the Company to establish a Whistle Blower Policy/ Vigil Mechanism to report genuine concerns.

## II. OBJECTIVE / PURPOSE:

The objective of this policy is to provide an environment where an individual feels empowered to raise concerns regarding any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, any unethical practice/non-compliance, etc. without fear of punishment or unfair treatment.

This Policy governs reporting and investigation of allegations of suspected irregularities within the Company and assures protection to the whistleblower raising a concern about such irregularities from any negative consequences. This policy is applicable to all the Employees of the Company. However, complaints concerning personal grievances, such as professional development issues or Employee compensation are excluded from this Policy. This policy is also applicable to other Stakeholders such as Customers, Vendors, Service Providers, Partners, Agencies (or any of their employees), any other person having an association with the Company, providing any material services to the Company.

The Vigil mechanism is implemented to provide for adequate safeguards against victimization of persons and provides provisions for direct access to the Chairperson of the Audit Committee in exceptional cases.

This Policy shall supplement the Company’s other policies in force relating to reporting of concerns.

## III. DEFINITIONS:

- (i) “Act” means Companies Act, 2013 and rules made thereunder, as amended.
- (ii) “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.
- (iii) “Board” means the Board of Directors of the Company.

- (iv) “Employee” means every employee of the Company including a director, trainee and persons on contract (whether working in India or abroad).
- (v) “Code of Conduct” means the Code of Conduct as applicable for employees/ vendors, and Code of Conduct for Senior Management and Directors including Independent Directors.
- (vi) “Disciplinary Action” means any action that can be taken on the completion of/during the investigation proceedings, including but not limited to, a warning, recovery of financial losses incurred by the Company, suspension/dismissal from the services of the Company, or any such action as is deemed to be fit considering the gravity of the matter.
- (vii) “Disciplinary Action Committee” means a committee constituted by the Company/ for receiving Disclosures/Reports/Complaints (“Disclosure/s”) from Whistleblowers, making inquiries and/or investigation on the Disclosures and recommending its findings/appropriate action to the Audit Committee. All the complaints received will be under the purview of Disciplinary Action Committee. The composition of the Disciplinary Action Committee is provided in Annexure I to this Policy.
- (viii) “Investigators” mean those persons authorized, appointed, consulted or approached by the Disciplinary Action Committee/Chairman of the Audit Committee, and includes the auditor of the company, and the police.
- (ix) “Protected Disclosure” means a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity, including leak of unpublished price sensitive information. Protected Disclosure will be appropriately dealt with by the Disciplinary Action Committee or the Chairman of the Audit Committee, as the case may be.
- (x) “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.
- (xi) “Whistleblower” means an individual who makes a Protected Disclosure under this Policy.

#### IV. THE COVERAGE OF THE POLICY:

##### A. Raising a Concern:

1. If any individual observes malpractices or events mentioned herein below he/she may without any fear of retribution raise a concern in this regard:

##### Malpractices and events:

- a. Breach of Compliance Policy or any other Policies of the Company such as approving a loan which is against the Company’s policy
- b. Abuse of authority including but not limited to, discrimination, harassment, conflict of interest (abuse or wrongful non-disclosure), transactions with related parties (abuse or wrongful non-disclosure) or illegal payments

- c. Manipulation of Company data/ records
  - d. Financial irregularities, including fraud, or suspected fraud
  - e. Inaccuracy in maintaining the Company's books of account and financial records
  - f. Deliberate violation of law/regulation
  - g. False expense reimbursements
  - h. Misuse of Company assets & resources
  - i. Insider trading/ Inappropriate sharing of the Company's unpublished price sensitive information
  - j. Breach of contracts
  - k. Conflict of Interest
  - l. Negligence causing substantial and specific danger to public health and safety
  - m. Criminal / Civil offence
  - n. Any other unethical, biased, favours or imprudent event
2. All concerns/allegations should be addressed to the Disciplinary Action Committee of the Company for investigation. The contact details are:
- Email: [whistleblower@clix.capital](mailto:whistleblower@clix.capital)
  - Internal courier addressing to: (marked as "Private and Confidential")  
Disciplinary Action Committee  
6<sup>th</sup> Floor, Good Earth Business Bay II, Sector 58, Gurugram 122102, Haryana
3. In exceptional circumstances, the complaint may be sent to the Chairperson of the Audit Committee. The Chairperson of the Audit Committee may choose to discuss the matter with the Whistleblower prior to initiating any review or investigation and the Chairperson of the Audit Committee is authorized to prescribe suitable directions in this regard to the Disciplinary Action Committee. The contact details of Chairperson of the Audit Committee are:
- Email: [hubris1996@gmail.com](mailto:hubris1996@gmail.com)
  - Internal courier addressing to: (marked as "Private and Confidential")  
The Chairperson  
Audit Committee  
6<sup>th</sup> Floor, Good Earth Business Bay II, Sector 58, Gurugram 122102, Haryana
4. The protected disclosure/concern/allegation should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in the regional language of the place of employment of the Whistleblower.

The protected disclosure/ concern / allegation should be forwarded under a covering letter which may or may not bear the identity of the Whistle Blower for the purpose of providing protection to the Whistle Blower.

5. The protected disclosure/ concern / allegation 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. Where possible, the report should describe the nature of the suspected violation; reasons for believing there is a serious wrongdoing; the identities of persons involved in the suspected violation; whether matter has already been reported and if so to whom and the outcome; a description of documents that relate to the suspected violation; who to contact for more information and the time frame during which the suspected violation occurred. Where the Whistle Blower has not reported anonymously, he/she may be contacted for further information.
6. The Disciplinary Action Committee delegated by Audit Committee shall review the concern / allegation, decide on enquiries / investigation to be made in the preliminary stage to validate and assess the allegation, identify the person(s) who shall carry this out in defined timeframe if any. The Disciplinary Action Committee shall consider the findings of the preliminary enquiries / investigations and recommend future course of action.
7. Generally, the entire investigation process shall be completed within 60 days. In exceptional circumstances, where there are multiple matters/allegations involved, that requires complex field investigation then additional time shall be requested from the Chairman of the Audit Committee.
8. All open investigations at the end of the quarter are updated to the Audit Committee along with reasons of additional time required wherever applicable.

## B. Investigation Process

The decision to make enquiries or conduct an investigation is not an accusation and shall be done as a neutral fact finding process and with all reasonable efforts to maintain confidentiality. The outcome of the investigation may or may not support a conclusion that an unethical act was committed and, if so, by whom.

All protected disclosure/ concerns/ allegations reported under this Policy will be promptly and thoroughly investigated in accordance with the following guidelines:

1. The identity of the Whistle Blower should be maintained in confidence to the extent possible given the legitimate needs of law and fairness in investigation.
2. On receipt of complaint, the Disciplinary Action Committee will inform the Audit Committee and take other necessary action to convene a meeting of the Disciplinary Action Committee to address the complaint.
3. In case any member of the Disciplinary Action Committee is travelling, other members will hold the meeting provided that at least two members are physically/on Video Call (with recording facility) present. Other member(s) may participate by teleconference.
4. The Disciplinary Action Committee shall inquire into and/or investigate the Protected Disclosures/ concern/ allegation received under this Policy by means of a neutral fact-finding process. If any

member of the Disciplinary Action Committee is conflicted under any Protected Disclosure/ concern/ allegation, such person shall not deal with the matter.

5. The Committee members shall make an assessment, or decide on enquiries/ investigation to be made in the preliminary stage to validate and assess the allegation, identifying the person(s) who shall be included to carry this out.
6. The Disciplinary Action Committee shall consider the following factors based while determining the Disclosure:
  - a Whether the issue under the Protected Disclosure/ concern/ allegation is in violation of any law and considered illegal;
  - b Whether allegations are true and the accuracy of facts;
  - c Whether the documents submitted in support of the allegations are acceptable as evidence and the persons named as a witness can be acceptable as a witness;
  - d Whether the action appears to be isolated or systematic;
  - e Whether the same issue has been raised before and the history of previous assertions regarding the subject matter
  - f The gravity of the subject matter and the avenues available for addressing the same;
  - g Cost and consequences of the potential inquiry/investigation.
7. The Committee members shall continue to monitor the enquiries/investigation, using such internal or external resources as considered appropriate, and shall also consider the outcome of such enquiries/investigations, making recommendations for final resolution/closure/action to the Audit Committee. The Committee members shall keep the Chairperson of the Audit Committee informed on a regular basis.
8. The Company reserves the right, and may have a legal obligation, to refer any concerns or complaints regarding malpractices to appropriate external regulatory or statutory authorities.
9. For certain matters, such as allegations of material frauds or misstatements in the accounts, the Chief Financial Officer or the Chairperson of the Audit Committee may inform and consult the auditors at the appropriate stage, if required.
10. If the Whistle Blower has revealed his/her identity, the Committee through nominated/appointed investigators shall hear the Whistle Blower and record her/his allegations and their basis.
11. No investigation shall arrive at an adverse finding against anybody without giving them a full and fair opportunity to be heard and to present evidence in their defense. No allegation of wrong doing against a Staff Member/Director/Officer shall be considered sustained unless at a minimum, a preponderance of the evidence supports the allegation. This does not however limit in any way the Company's right to hand over an investigation to an appropriate regulatory/statutory authority where this is deemed appropriate.
12. All Employees/Directors/Officers have a duty to cooperate in the investigation of concerns/allegations reported and shall be subject to strict disciplinary action up to and including

immediate dismissal, if they fail to cooperate in an investigation, or deliberately provide false information during an investigation.

13. If, at the conclusion of its investigation, the Company determines that a violation has occurred or the allegations are substantiated, the Company will take remedial / disciplinary action as the case may be. The Company will take reasonable and necessary measures to prevent any further violations which may have resulted in a complaint being made.
14. All complaints received during a quarter shall be reported to the Audit Committee in its ensuing meeting. The Audit Committee would ensure that such complaints are addressed, logically and properly. While addressing fraud, the Company identifies the deficit in the processes that caused it, evaluates the probability of its recurrence, and the ways to plug the deficit.
15. Employees/Directors/Officers have a responsibility not to interfere with the investigation and to adhere to admonitions from investigators in this regard. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached or intimidated.

#### C. ACCOUNTABILITIES – DISCIPLINARY ACTION COMMITTEE

- Conduct the inquiry in a fair, unbiased manner;
- Ensure complete fact-finding;
- Maintain strict confidentiality;
- Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom;
- Recommend an appropriate course of action- suggested disciplinary action, including dismissal and preventive measures
- Record committee deliberations and document the final report.

#### D. Remedies & Discipline:

If the Disciplinary Action Committee determines that a non-compliance has occurred or a Malpractice is proved, it will take the following action to correct it:

1. Any person found guilty under investigation will be subjected to disciplinary action up to and including termination of employment.
2. During the investigation period or at any time thereafter, if any Employees/Director/Officer is found to be (a) retaliating against the Whistle Blower, (b) coaching witnesses, or (c) tampering with evidence, then it would lead to severe disciplinary action including termination of employment.

#### E. Management Action on False Disclosures

While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, an employee who knowingly makes false allegations of



unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, in accordance with Company's policies.

#### F. Confidentiality & Protection:

The issues raised by the Whistleblowers shall be kept confidential by the Disciplinary Action Committee/ Audit Committee and the enquiry team. No action shall be taken against an Employee/Director/Officer who makes any disclosure in good faith.

#### G. REPORTING

The Disciplinary Action Committee shall submit a quarterly report to the Audit Committee containing the number of Disclosures received, the number of Disclosures accepted and/or rejected, and number of Disclosures resolved and/or pending under this Policy.

#### H. The Whistleblower of a concern/allegation shall be entitled to the following protections:

- (i) To the extent possible within the limitations of the law and requirements of the investigation, the identity of the Whistleblower shall be kept confidential by the Committee and shall not be disclosed unless such disclosure is necessary for proper investigation. Any such disclosure, if made, for the purpose of a proper investigation shall carry with it a caveat of secrecy and non-disclosure by the recipient, so that any further unauthorized disclosure by such person of the identity of the Whistleblower shall constitute a breach on part of such person; and
- (ii) Protection of the Whistleblower against victimization. The Company assures that any genuine Whistle Blower shall not be victimized and has set up appropriate processes to ensure this.

### V. DOCUMENT RETENTION

All concerns in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of eight years. All the Documents relating to this Policy shall be considered confidential; hence access to such documents shall be restricted only to the Disciplinary Action Committee and the members of the Audit Committee.

### VI. DISCLOSURE

The Company shall disclose this policy on its website and the web-link for the policy shall be provided in the Annual Report.

### VII. AMENDMENTS TO THE POLICY

The Board shall review and may amend this Policy at least on an annual basis.

Any or all provisions of this Policy would be subject to revision / relevant statutory authorities may issue amendment in accordance with the Act, notifications, etc. on the subject as, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

## VIII. Revision History

<b>Date of Approval</b>	<b>Revision</b>
October 03, 2016	Original Issue
February 03, 2023	Review of Policy
May 26, 2023	Annual Renewal
November 08, 2023	- To align the policy as per industrial best practices/ processes such as inclusion of Disciplinary Action Committee
May 30, 2024	- Office Address updated in grievance procedure

Annexure I**Disciplinary Action Committee (DAC) Composition**

Sr. No.	Designation
1	Chief Financial Officer
2	Chief Risk Officer
3	Head of Operations, Compliance & Secretarial
4	Chief Human Resource Officer
5	Legal & Audit Head