



VIGIL MECHANISM POLICY

ONE MOBIKWIK SYSTEMS LIMITED

PREAMBLE

Section 177 of the Companies Act, 2013 read with the Rules made thereunder requires every listed company or a Company which accepts deposits from public or a Company which have borrowed money from banks and public financial institutions in excess of Rs. 50 crore to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

Further, pursuant to Regulation 9(A)(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015, Company is required to have a Whistle Blower Policy and make employees aware of such policy to enable them to report instances of leak of Unpublished Price Sensitive Information (UPSI).

A vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairperson of the Audit Committee in exceptional cases.

POLICY

In compliance of the above requirements, One MobiKwik Systems Limited, being a Company having borrowings from banks in excess of Rs. 50 Crores, has established a Vigil Mechanism and formulated a Policy in order to provide a framework for responsible and secure vigil mechanism.

POLICY OBJECTIVES

The Vigil Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or instances of leak of UPSI or violation of the Company's policy/ies. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases. This neither releases employees 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 written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity or instances of leak of UPSI under the title "SCOPE 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.

“Unpublished Price Sensitive Information (UPSI)” includes, without limitation, information relating to the following:

- a. Financial results, financial condition, projections, forecasts of the Company;
- b. Dividends (both interim and final);
- c. Change in capital structure;
- d. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- e. Changes in Board of Directors or Key Managerial Personnel; and

“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.

“Ombudsperson” is a person, nominated/appointed to receive Protected Disclosures from any Director or employee of the Company, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the person making Protected Disclosure the result thereof.

SCOPE OF THE POLICY

The Policy covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

1. Breach of the Company’s Policy/ies
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations
6. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Pilferation of confidential/propriety information
9. Gross Wastage/misappropriation of Company funds/assets
10. Instances of leak of UPSI

ELIGIBILITY

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy, in good faith, 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 he becomes aware of the same and should either be typed or written in a legible handwriting in English. The Protected Disclosure should be submitted under a covering letter signed by the Complainant in a closed and secured envelope and should be super scribed as “Protected Disclosure under the Vigil Mechanism Policy”. If the complaint is not super scribed and closed as mentioned above, the Protected Disclosure will be dealt with as if a normal disclosure. All Protected Disclosures should be addressed to the Ombudsperson of the Company

or to the Chairperson of the Audit Committee in exceptional cases. The contact details of the Ombudsperson are as under: -

Name – Mr. Rahul Luthra

Designation –Company Secretary

One MobiKwik Systems Limited

5th Floor, Huda City Centre Metro Station,

Sector 29, Gurugram, Haryana- 122001

Email: ombudsperson@mobikwik.com

In order to protect the identity of the Complainant, the Ombudsperson will not issue any acknowledgement to the Complainants and the Complainants are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Ombudsperson. Anonymous / Pseudonymous disclosure shall not be entertained by the Ombudsperson. On receipt of the Protected Disclosure, the Ombudsperson shall detach the covering letter bearing the identity of the Complainant and process only the Protected Disclosure.

INVESTIGATION

All Protected Disclosures under this Policy will be recorded and thoroughly investigated. The Ombudsperson will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company. The Audit 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 Audit Committee deems fit. Any member of the Audit 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.

DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairperson of the Audit Committee shall recommend to the Board of Directors of the Company to 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 personnel or staff conduct and disciplinary procedures. A report containing complaints received under the Policy, if any and their outcome shall be placed before the Audit Committee. A Complainant who makes repeated false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Ombudsperson or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

CONFIDENTIALITY

The Complainant, Ombudsperson, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this Policy for completing the process of

investigations and keep the papers in safe custody.

PROTECTION

No unfair treatment will be meted out to a Complainant by virtue of his/ her having reported a Protected Disclosure under this Policy. Adequate safeguards against victimization of Complainants shall be provided. The Company will take steps to minimize difficulties, which the Complainant may experience as a result of making the Protected Disclosure. The identity of the Complainant shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Complainant.

DISQUALIFICATIONS

While it will be ensured that genuine Complainants are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Complainant knowing it to be false or bogus or with a mala fide intention. Complainants, who knowingly make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

ACCESS TO CHAIRPERSON OF THE AUDIT COMMITTEE

The Complainant shall have right to access Chairperson of the Audit Committee directly in exceptional cases and the Chairperson of the Audit Committee is authorized to give suitable directions in this regard.

COMMUNICATION

Directors and Employees shall be informed of the Policy by publishing on the notice board and / or the website of the Company, if any.

RETENTION OF DOCUMENTS

All Protected Disclosures, the results of Investigation relating thereto as well as any documents 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 for the time being 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.