



VIGIL MECHANISM / WHISTLE BLOWER POLICY

OPTIMUS FINANCE LIMITED

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1. PREFACE:

Section 177 of the Companies Act, 2013 and the Rules made thereunder, prescribes that

- (a) every Listed Company,
- (b) the Companies which accepts deposits from the Public and
- (c) the Companies which have borrowed money from banks and Public Financial Institutions in excess of Rupees Fifty Crores,

shall establish a Whistle Blower Policy / Vigil Mechanism for the Directors and Employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Company has adopted a [Code of Conduct for Directors, Senior Management Executives and Employees](#) ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors, employees or any other person who avail the mechanism and provide for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

Under these circumstances, the Company establishes a Whistle Blower Policy / Vigil Mechanism and formulates a policy (not only for its directors and employees but also for its stakeholders including suppliers, customers, and other business associates – collectively referred to as "Stakeholders") as follows.

Optimus Finance Limited ("Optimus" or "the Company"), being a Listed Company in compliance with the aforesaid provisions of the Companies Act, 2013 and the rules made there under, formulated a Whistle Blower Policy/ Vigil Mechanism.

2. POLICY OBJECTIVES:

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 who have concerns about suspected misconduct to come forward and express their concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the directors, employees, and stakeholders to report to the Management about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc.

3. SCOPE OF THE POLICY:

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by Whistle Blowers. The policy neither releases employees 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.

This Policy also intends to provide whistle blower mechanism as well as process for investigation into leak / suspected leak of Unpublished Price-sensitive Information as contained in Code on Prohibition of Insider Trading of the Company, framed under SEBI (Prohibition of Insider Trading) Regulations, 2015.

4. DEFINITIONS:

- 4.1. **“Audit Committee”** means the Audit Committee constituted / re-constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act 2013 and read with Regulation 18 of Listing Regulations.
- 4.2. **“Code”** means Conduct for Directors, Senior Management Personnel and Employees adopted by the Company.
- 4.3. **“Company”** means Optimus Finance Limited.
- 4.4. **“Employee”** means every employee of the Company, including the Directors in the employment of the Company.
- 4.5. **“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.
- 4.6. **“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.
- 4.7. **“Unpublished Price-sensitive Information”** means such information as defined under the Code on Prohibition of Insider Trading of the Company.
- 4.8. **“Whistle Blower”** means a Director, an Employee or a Stakeholder making a Protected Disclosure under this Policy.
- 4.9. **“Whistle and Ethics Officer”** means an officer of the Company nominated by Audit Committee/Competent Authority/Managing Director/ Whole Time Director to conduct detailed investigation under this policy and to receive protected disclosure from Whistle blowers, maintain record thereof, take initiatives for disposal, placing the same before the Audit Committee for its disposal and informing the Whistle blower the results thereof.

5. ELIGIBILITY:

Whistle Blower are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:

- 6.1. All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi, or Regional language.
- 6.2. The Protected Disclosure should be submitted in a closed and secured envelope and should be superscripted as “**Protected Disclosure under the Whistle Blower Policy**”. Alternatively, the same can also be sent through email with the subject “**Protected Disclosure under the Whistle Blower Policy**”. If the complaint is not superscripted and closed as mentioned above, it will not be possible to protect the Whistle Blower and the Protected Disclosure will be dealt with as if a normal disclosure. In order to protect identity of the Whistle Blower, the Whistle & Ethics Officer will not issue any acknowledgement to the Whistle Blower, and they are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Whistle & Ethics Officer. The Whistle & Ethics Officer may seek further clarification if required from the Whistle Blower.
- 6.3. The Company shall not entertain anonymous/ pseudonymous disclosures.
- 6.4. The Protected Disclosure should be forwarded under a covering letter signed by the Whistle Blower to Whistle & Ethics Officer. The Whistle and Ethics Officer or the Chairman of the Audit Committee/CEO/ Whole Time Director / Managing Director as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- 6.5. All Protected Disclosures should be addressed to the Whistle and Ethics Officer of the Company or to the Chairman of the Audit Committee/ Whole Time Director/CEO / Managing Director in exceptional cases. The contact details of the Whistle and Ethics Officer are as under:-

Name and Address:

Mr. Dipak Raval – Whole Time Director

Optimus Finance Limited

Address: 301-304, Sears II, East Wing, Gotri-Sevasi Road, Sevasi, Vadodara-391101 Gujarat, India.

Email Id: info@optimusfinance.in

- 6.6. Protected Disclosure against the Whistle and Ethics Officer should be addressed to the Board of Directors of the Company or the Chairman of the Audit Committee.

Name of Chairperson of Audit Committee: Ms. Divya Zalani

Optimus Finance Limited

Address: 301-304, Sears II, East Wing, Gotri-Sevasi Road, Sevasi, Vadodara-391101 Gujarat, India.

E-mail: info@optimusfinance.in / secretarial@optimusfinance.in

- 6.7. On receipt of the Protected Disclosure, the Whistle and Ethics Officer / WTD / MD / Chairperson of the Audit Committee, as the case may be, shall ensure maintenance of record pertaining to Protected Disclosure and also ascertain from the Whistle Blower

whether he was the person who made the protected disclosure or not. The record will include:

- Brief facts;
- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- Whether the same Protected Disclosure was raised previously on the same subject;
- Details of actions taken by Whistle and Ethics Officer / Chairman / CEO / WTD / MD for processing the complaint
- Findings of the Whistle and Ethics Officer / Audit Committee
- The recommendations of the Audit Committee/ other action(s), if any.

6.8. The Audit Committee, if deems fit, may call for further information or particulars from the Whistle Blower.

7. INVESTIGATION:

7.1. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Whistle and Ethics Officer of the Company who will investigate / oversee the investigations under the authorization of the Audit committee. Chairman of Audit Committee / Whistle and Ethics Officer may at its discretion consider involving any investigators for the purpose of Investigation.

7.2. The decision to conduct an investigation taken into a Protected Disclosure by itself is not an acceptance of the accusation by the Authority and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not support accusation.

7.3. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.

7.4. Unless there are compelling reasons not to do so, Subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

7.5. Subjects shall have a duty to co-operate with the Whistle and Ethics Officer / Audit Committee during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

7.6. Subjects shall have the right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings.

7.7. Subjects shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed, or tampered with, and witnesses shall not be influenced, coached, threatened, or intimidated by the Subjects.

7.8. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

7.9. Whistle and Ethics Officer shall normally complete the investigation within 90 days of the receipt of protected disclosure.

7.10. In case allegations against the subject are substantiated by the Whistle and Ethics Officer in his report, the Audit Committee shall give an opportunity to Subject to explain his side.

8. PROTECTION:

8.1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization, or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat, or intimidation of 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 Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

8.2. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the Management.

8.3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

8.4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. SECRECY / CONFIDENTIALITY:

9.1. The Whistle Blower, Whistle and Ethics Officer, 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.
- Not keep the papers unattended anywhere at any time
- Keep the electronic mails / files under password.

10. DECISION:

10.1. If an investigation leads the Whistle and Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the

Whistle and Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that 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.

- 10.2. If the report of investigation is not to the satisfaction of the Whistle Blower, the Whistle Blower has the right to report the event to the appropriate legal or investigating agency. A Whistle Blower who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle and Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures, and policies of the Company.

11. REPORTING:

- 11.1. The Whistle & Ethics Officer shall submit a Report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

12. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:

- 12.1 The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

13. COMMUNICATION:

- 13.1. A Whistle Blower Policy cannot be effective unless it is properly communicated to employees. The policy should be published on the website of the Company.

14. RETENTION OF DOCUMENTS:

- 14.1. All documents related to reporting, investigation, and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

15. ADMINISTRATION AND REVIEW OF THE POLICY:

- 15.1. A quarterly report about the functioning of the Whistle Blower Mechanism shall be placed before the Audit Committee. A quarterly status report on the total number of complaints received if any during the period with summary of the findings of Whistle and Ethics Officer / Audit Committee and corrective steps taken should be send to the Chairman of the Company. The Managing Director / Whole time Director shall be responsible for the administration, interpretation, application, and review of this policy.

16. AMENDMENTS/POLICY REVIEW:

- 16.1. In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other Regulations which makes any of the provisions in the Policy inconsistent with the Act or Regulations, then the provisions of the Act or regulations would prevail over the

Policy and the provisions in the Policy would be modified in due course to make it consistent with law.

Statutory Updates:

This Policy shall be considered as updated automatically, without any formal approval, to the extent it needs to be aligned with any change in law. An update thereon would be reported to the Audit Committee and Board of Directors.

Other Updates:

All major procedural updates shall be effective only if those are carried out after the review and approval of the Board of Directors based on the Audit Committee's recommendations.
