

HIND SECURITIES AND CREDITS LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

1. PREAMBLE:

As per the provisions of the Companies Act, 2013 and Regulation 22 of the Securities And Exchange Board of India (Listing Obligation And Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") requires every Listed Company and such class or classes of Companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such 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 appropriate or exceptional cases.

Originally adopted by Board of Directors on October 1, 2014.
Amended by Board of Directors on August 10, 2016.

2. DEFINITIONS:

A. "ALLEGED WRONGFUL CONDUCT"

"Alleged wrongful conduct" shall mean violation of applicable laws to the Company, Infringement of Company's rules, misappropriation of monies, substantial and specific danger to public health and safety non-adherence to the Code or abuse of authority.

B. "AUDIT COMMITTEE"

"Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance with the provisions of the Listing Regulations and the Companies Act, 2013.

C. "BOARD"

"Board" means the Board of Directors of the Company.

D. "CODE"

"Code" means the Code of Conduct for Directors and Senior Management Personnel adopted by the Company.

E “COMPANY”

Company shall mean “Hind Securities & Credits Limited”

F. “EMPLOYEE”

“Employee” means all the present employees and Whole-time Directors of the Company (whether working in India or abroad).

G. “PROTECTED DISCLOSURE”

“Protected Disclosure” means a concern raised by an employee/director or group of employees/directors of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity falling under the title “COVERAGE OF THE POLICY” or Alleged wrongful conduct with respect to the Company.

H. “SUBJECT”

“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.

I. “VILIGANCE OFFICER

“Vigilance Officer” means an officer appointed to receive protected disclosures from Whistle Blower, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

J. “WHISTLE BLOWER”

“Whistle Blower” is an employee/director or group of employees/director(s) who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

3. POLICY OBJECTIVES:

- i. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy.
- ii. 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.

- iii. The mechanism/policy provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
- iv. The mechanism/policy 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.

4. SCOPE:

The policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/suspected to take place involving:

1. Alleged Wrongful Conduct;
2. Breach of the Company's Code of Conduct;
3. Breach of Business Integrity and Ethics;
4. Breach of terms and conditions of employment and rules thereof;
5. Intentional Financial irregularities, including fraud, or suspected fraud;
6. Deliberate violation of laws/regulations;
7. Gross or Wilful Negligence causing substantial and specific danger to health, safety and Environment;
8. Manipulation of Company data/records;
9. Pilferation of confidential/propriety information;
10. Gross Wastage/misappropriation of Company funds/assets;
11. Criminal Offences; and
12. Any other unethical, biased, favoured, imprudent event.

The Policy should not be used as a route for raising malicious or unfounded allegations against colleagues.

5. DISQUALIFICATIONS:

- i. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- ii. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- iii. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable for disciplinary action under the Company's Code of Conduct besides being disqualified from reporting further Protected Disclosures. In case of repeated frivolous complaints being filed by a Whistle Blower, the Audit Committee may take suitable action against such person including reprimand.

6. ELIGIBILITY:

All Employees of the Company including Directors are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

7. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:

- i. 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 and should either be typed or written in a legible handwriting in English.
- ii. 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 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 if a normal disclosure.
- iii. All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases. The contact details are as under:-
 - a) Mr. Ankush Malhotra
Chief Financial Officer
Hind Securities And Credits Limited
 - b) Mr. Ajay Kumar Jha
Chariman, Audit Committee
Hind Securites And Credits Limited
- iv. Whistle Blower must put his/her name to Protected Disclosure. Anonymous/Pseudonymous Protected Disclosures shall not be entertained by the Vigilance Officer.
- v. If initial/preliminary enquiries by the Vigilance Officer indicate that the concern has no basis, or it is not a matter to be further investigated or pursued under this Policy, it may be dismissed at this stage and the decision will be documented.
- vi. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Vigilance Officer or by such other person as may be authorized or appointed by the Vigilance Officer. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings will be made.
- vii. Name of the Whistle Blower shall not be disclosed by the Vigilance Officer unless otherwise required under any law or regulation or by a competent court of law.
- viii. The Vigilance Officer shall make a detailed written record of the Protected Disclosure. The Vigilance Officer shall finalize and submit the report to the Chairman of the Audit Committee, within 30 days.

ix. On submission of report, the Chairman of the Audit Committee shall discuss the matter with the Vigilance Officer who shall either:

a) In case the Protected Disclosure is proved, accept the findings of the Vigilance Officer and take such disciplinary action as he may think fit and take preventive measures to avoid reoccurrence of the Alleged wrongful conduct;

b) In case the Protected Disclosure is not proved, extinguish the matter;

OR

c) Depending upon the seriousness of the matter, Chairman of the Audit Committee may refer the matter to the Board of Directors with proposed disciplinary action/counter measures. The Board of Directors, if thinks fit, may further refer the matter to the Audit Committee for necessary action with its proposal.

8. PROTECTION:

No unfair treatment will be meted out to a Whistle Blower 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 Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower 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 Whistle Blower.

9. SECRECY/CONFIDENTIALITY:

The Whistle Blower, the subject, the Vigilance Officer and everyone involved in the process shall:

- a) maintain complete and strict confidentiality/secretcy of the matter;
- b) not discuss the matter with any other person other than one required for enquiry/investigation into the matter;
- c) discuss only to the extent required for the purpose of completing the process and investigations; and
- d) not keep the papers unattended anywhere at any time; and

If anyone is found not complying with the above, he/she shall be held liable for such disciplinary and punitive action as is considered fit.

10. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:

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.

11. COMMUNICATION:

Directors and Employees shall be informed of the Policy by publishing on the website of the Company.

12. 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. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described.
