



# **HELPAGE FINLEASE LIMITED**

**DETAILS OF ESTABLISHMENT**

**OF**

**VIGIL MECHANISM/WHISTLE BLOWER POLICY**



## 1. PREFACE

HELPAGE FINLEASE LIMITED (the “Company”) is a public limited company incorporated under the Companies Act, 1956, as amended. Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates every listed company and certain companies to constitute a Vigil Mechanism/ Whistle Blower Mechanism. Further, Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) provides for a mandatory requirement for all listed companies to establish a Vigil Mechanism/ Whistle Blower Mechanism for directors and employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy.

### (i) Objectives

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. In pursuit of the same, the Company encourages its employees to raise genuine concern about any malpractices in the work place without fear of retaliation and will protect them from victimisation or dismissal.

HELPAGE has adopted a Code of Conduct for Directors and Senior Management Team, which lays the principles and standards which shall govern the actions of the directors and the senior management personnel as prevalent from time to time.

The vigil mechanism aims to provide a channel to the directors and employees to report genuine concerns about unethical behaviour of any employee of the Company who shall promptly report to the management/audit committee of the Company (“Audit Committee”) when he/she becomes aware of any actual possible violation or an event of misconduct, fraud or act not in Company’s interest.

The mechanism provides for adequate safeguards against victimisation of directors and employees to avail the mechanism and also provides for direct access to the chairman of the Audit Committee in appropriate cases.

## 2. DEFINITIONS

1. “**Company**” shall mean HELPAGE FINLEASE LIMITED.

2. “**Board**” shall mean the board of directors of the Company at any time consisting of the directors duly appointed and not ceased to be directors in terms of the Companies Act 2013, as amended (“Companies Act 2013”).

3. “**Policy**” shall mean the Vigil Mechanism/Whistle Blower Mechanism Policy as contained hereunder in this document.



**4. “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 from time to time.

**5. “Protected Disclosure”** shall mean a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under “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.

**6. “Subject”** means a person or group of persons against whom or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.


**7. “Vigilance Officer”/ “Vigilance Committee”** shall mean a person authorised by the Audit Committee to receive any Protected Disclosure and to maintain the records from Whistle Blowers and to place same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof. In this Policy, the Vigilance Officer shall mean the chairperson of the Audit Committee, where the context requires. Audit Committee shall act as the Vigilance Committee till such time a separate Vigilance Committee is appointed.

**8. “Whistle Blower(s)”** shall mean a director or an employee of the Company who makes Protected Disclosure under this Policy and may also be referred in this Policy as “Complainant”.

### **3. SCOPE**

The Policy is in addition to the Code of Conduct for the Directors and Senior Management Team and covers disclosures of any unethical, improper behaviour or malpractices and events, which have taken place or suspected to have taken place involving:

- (i) Breach of Company’s code of conduct
- (ii) Breach of business integrity and ethics
- (iii) Breach of terms and conditions of employment and rules thereof
- (iv) Financial irregularities including fraud or suspected fraud
- (v) Forgery, falsification or alteration of documents;
- (vi) Gross wilful negligence causing substantial and specific danger to the health, safety and environment
- (vii) Manipulation of Company’s data and records including computer files /data.
- (viii) Perforation of confidential/proprietary information
- (ix) Deliberate violation of law/regulation

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- (x) Gross wastage/ misappropriation of Company's funds and/or assets and/or resources
  - (xi) Any incidence of harassment of any employee of the company based on caste, colour, creed, religion, faith, disability, sexual orientation, national origin, age, marital status, sex, veteran or citizenship or other characteristics protected by law.
  - (xii) Instances of leak of Unpublished Price Sensitive Information (UPSI) (xiii) Any other unethical or improper conduct.

All the directors and employees of the Company are eligible to make Protected Disclosure under the Policy in relation to the matters concerning the Company and, in any matters, as laid in above paragraph. Further, the Company has established a separate prevention of sexual harassment committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and any rules made thereunder, each as amended.

#### **4. PROCEDURES**

- a. The Audit Committee has constituted a three-member Ethics committee consisting of Head- Internal Audit, Head-HR and one member co-opted from the company; which has been entrusted with various functions under this policy including investigation of matters.
- b. A Secretary to the Ethics Committee will be appointed by the Ethics Committee who will be responsible for receiving all communications under this policy
- c. Any director or employee who observes any unethical and improper practices or alleged wrongful conduct by the subject shall make a disclosure to the Secretary, Ethics Committee in writing as soon as possible but not later than 60 consecutive calendar days after becoming aware of the same and shall furnish as much detail and evidence as possible.
- d. The Ethics Committee shall appropriately and expeditiously investigate all reports received.
- e. The Ethics Committee shall have right to call for any information / document and examination of any director or employee of the Company or other person(s) as they may deem appropriate for the purpose of conducting investigation under this policy.
- f. After completion of all investigations, a summary report shall be prepared by Ethics Committee and be placed before the audit committee for its consideration.
- g. After considering the report, the Audit Committee may order for remedies which may inter alia include:



## 5. INVESTIGATION

- (i) All Protected Disclosure under this Policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other officer of the Company at the advice of the Vigilance Committee or through an outside agency before presenting report of the matter to the Vigilance Committee.
- (ii) The Vigilance Committee if deems fit, may call for further information or particulars from the Complainant and at its discretion, consider involving any other additional officers of the Company or outside agency for the purpose of investigation.
- (iii) The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact-finding process.
- (iv) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation. Subject will be informed of the allegations at the outset of a formal investigation and shall be given an opportunity to explain his side.
- (v) Subjects shall have a duty to co-operate with the Vigilance Committee during investigation to the extent that such co-operation sought does not merely require them to admit guilt. Subjects shall 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.
- (vi) Unless there are compelling reasons not to do so, the Subject will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against the Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- (vii) 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.
- (viii) Any member of the Vigilance/Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern forthwith and shall not deal with the matter.
- (ix) In case the concern does not fall within the ambit of the Whistle Blower Policy, the sender shall be informed that the concern is being forwarded to the appropriate department/authority for further action, as deemed necessary.



## **6. PROTECTION**

- a.** No discrimination, harassment, victimization or any other unfair employment practice like retaliation, threat or intimidation by termination /suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like will be adopted against Whistle Blowers.
- b.** A Whistle Blower may report any violation of the above clause to the Ethics Committee, who shall investigate the same and report to the Audit Committee.
- c.** Direct access to the Audit Committee Chairman, in exceptional circumstances, can be given to the whistle blower based on the decision by Ethics Committee.
- d.** The Audit Committee may recommend suitable action to the management which may inter alia include
  - I.** Reinstatement of the employee to the same position or to an equivalent position
  - II.** Order for compensation for lost wages, remuneration or any other benefits, etc.

## **7. DISQUALIFICATIONS**

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. Protection under this Policy would not mean protection from disciplinary action in accordance with the rules, procedures and policies of the Company 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. This will also apply to those Directors and employees, who make false statements or give false evidence during the investigations

## **8. CONFIDENTIALITY**

The Company will treat all such disclosures in a sensitive manner and will keep the identity of the whistle blower confidential. However, the investigation process may inevitably reveal the source of the information and the individual making the disclosure may need to provide a statement which cannot be kept confidential if legal proceedings arise.

## **9. COMMUNICATION**

Directors and employees shall be informed of the Policy and contact details of the Vigilance Officer by publishing on the notice board as soon as practicable from the date of its first approval. Further, this Policy shall be disseminated on the website of the Company. In addition, the details of establishment of vigil mechanism/whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee, shall be included in the annual report of the Company.



## **10. CONTACT DETAILS**

S-191C, 3rdFloor,  
Manak Complex, School Block,  
Shakarpur, New Delhi – 110092

Email Id : [Info@helppagefinlease.com](mailto:Info@helppagefinlease.com)  
Website :- <https://www.helppagefinlease.com/>

## **11. RETENTION OF DOCUMENTS**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto, shall be retained by for a period of 8 (eight) years or such other period as specified by any other law in force, whichever is more.

## **12. REVIEW AND 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 in accordance with applicable law and no such amendment or modification will be binding on the directors and employees unless the same is communicated in the manner described as above.

Consequent upon any changes in regulatory guidelines, such change shall be deemed to be a part of the Policy until the Policy is reviewed and approved by the Board.

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