



GEO VPL FINANCE LIMITED

Whistle Blower policy



GEO VPL FINANCE LIMITED WHISTLE BLOWER POLICY

PREFACE

Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires every listed company, companies which accept deposits from the public and companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees to establish a 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.

SCOPE OF THE POLICY

In compliance of the above requirements, **GEO VPL FINANCE LIMITED**, has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism involving misuse or abuse of authority, breach of company's code of conduct, breach of terms and conditions of employment and rules thereof, gross or willful negligence causing substantial and specific danger to health, safety and environment, manipulation of company data/records, intentional financial irregularities, including fraud, or suspected fraud, pilfering of confidential/propriety information, deliberate violation of law/regulation, gross wastage/misappropriation of company funds/assets, deliberate violation of law/regulation, wastage/misappropriation of company funds/assets, breach of employee code of conduct or rules.

POLICY OBJECTIVES

- It covers 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 concerning its employees.
- The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
- 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 these concerns without fear of punishment or unfair treatment.
- A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy.
- The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Internal Audit Compliance Committee.
- 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 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.

“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.

“Vigilance Officer” is the Chairman of the Internal Audit Compliance Committee nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Internal Audit Compliance Committee for its disposal and informing the Whistle Blower the result thereof.

“Whistle Blower” is a Director or an employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

ELIGIBILITY

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy 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 Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English/Vernacular language.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be superscribed 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 superscribed 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 Chairman of the Internal Audit Compliance Committee.

The contact detail of the Chairman of Internal Audit Committee (He is also a director of the board) is as under:-

Pradeesh Lawrence
Geo Farm House,
Binny Company Road,
Palluruthy-682006
Email : pradeeshlawrence@gmail.com
Ph. 0484 421 0400





All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Chairman of the Internal Audit Compliance Committee will carry out an investigation either himself or by involving any other officer of the Company/ Committee constituted for the same /an outside agency.

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 if deemed necessary.

DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Internal Audit Compliance 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 quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Internal Audit Compliance Committee and the Board. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

CONFIDENTIALITY

The Complainant, Chairman of the Internal Audit Compliance Committee , Members of Internal Audit Compliance 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 Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimisation 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.





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 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. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

COMMUNICATION

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

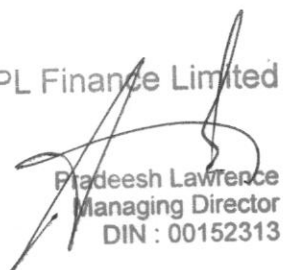
RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation 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 in force, whichever is more.

AMENDMENT

The Company reserves its right to amend or modify the policy in whole or in part, at any time without assigning any reason whatsoever. The policy will be reviewed every year.

For Geo VPL Finance Limited


Pradeesh Lawrence
Managing Director
DIN : 00152313

