

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

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## 1. **PREFACE**

- a. The Whistle Blower Policy (“the Policy”) is intended to provide opportunity to Directors/Employees/Stakeholders of the Company to report concerns about unethical behavior, actual or suspected fraud by any Director and/or Employee of the Company or any violation of the Code by them.
- b. The Policy has been framed and adopted in compliance of Section 177 of the Companies Act, 2013 & rules made thereunder, Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirement Regulations), 2015 (‘Listing Regulations’) and Regulation 9A(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (‘PIT Regulations’) for establishing Vigil Mechanism / Whistle Blower Policy.

## 2. **POLICY OBJECTIVES**

### **The primary objectives of the Policy are:**

- a. To encourage any person to bring genuine ethical and legal concerns, violations and suspected fraudulent behavior of which they are or become aware of, to an internal authority so that action can be taken immediately to resolve the problem.
- b. Mechanism and direct access to consider, investigate and resolve/ redress genuine complaints/ concerns based on facts and valid evidence(s).
- c. Adequate protection and safeguards to those persons who avail the mechanism.

## 3. **SCOPE OF THE POLICY**

The Policy is applicable to:

- (a) members of the Board of Directors of the Company “**Directors**”;
- (b) all employees of the Company and their representative bodies; and
- (c) other Stakeholders of the Company.

to mean that they are eligible to make complaints under the policy.

## 4. **DEFINITIONS**

The definitions of some of the key terms used in this policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under any other Policy.

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- a. **“Board”** Means the Board of Directors of the Company.
- b. **“Chairman of the Audit Committee”** means the Chairman of the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act India, 2013 and read with SEBI (Listing Obligation and Disclosure Requirement Regulations), 2015.
- c. **“Company”** means IndiaMART InterMESH Limited.
- d. **“Complaint”** means any communication made in good faith by a whistleblower that discloses or demonstrates information that may indicate evidence towards unethical behavior, actual or suspected fraud or violation of the Code by any Director or Employee of the Company.
- e. **“Key Managerial Personnel”** means
- Chief Executive Officer or the Managing Director or the Manager;
  - Whole-time director;
  - Chief Financial Officer;
  - Company Secretary; and
  - Such other officer as may be prescribed.
- f. **“Ombudsperson”** means such person as may be designated by the management for the purpose of processing and investigating (to the extent indicated in the Policy) into the complaints received under this policy.
- g. **“Stakeholders”** includes customers, vendors, suppliers, contractors, service providers of the Company.
- h. **“Senior Management Personnel”** shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) - and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.
- i. **“Subject(s)”** means the suspected person on whom the allegations are made under Complaint.
- j. **“Whistle Blower”** means any eligible person who makes a Complaint under this Policy.

In the Policy, words importing the masculine shall include feminine and words importing singular shall include the plural or vice-versa.

## **5. COMPLAINT REPORTING AND DISPOSAL MECHANISM**

### **a. PROCESS:**

- i. Any Complaint concerning Director(s) and/or employees and/or SMP/KMP shall be forwarded to the Chairman of Audit Committee for investigation. Presently, the Chairman of Audit Committee is Mr. Vivek Narayan Gour, and his contact details are as under:

**Mr. Vivek Narayan Gour**  
**Chairman, Audit Committee (IndiaMART InterMESH Limited)**  
**Address:** MG-1203, The Magnolias,  
DLF Golf Links, DLF City, Phase-5,  
Gurgaon-122009, Haryana

**E-mail:** [chairmanauditcommittee@indiamart.com](mailto:chairmanauditcommittee@indiamart.com)

- ii. Any Complaint concerning employees below the level mentioned in para 6.1(a) above, shall be forwarded to the Ombudsperson for investigation. Presently, the Ombudsperson is Mr. Manoj Bhargava and his contact details are as under:

**Mr. Manoj Bhargava,**  
**Ombudsperson – Whistle Blower Policy, IndiaMART InterMESH Limited**  
**Address:** 6<sup>th</sup> floor, Tower 2,  
Assotech Business Cresterra,  
Plot No.22, Sector 135,  
Noida-201305, Uttar Pradesh  
**Phone:** 0120- 6777777  
**E-mail:** [ombudsperson@indiamart.com](mailto:ombudsperson@indiamart.com)

However, Whistle Blower can directly access to the Chairman of Audit Committee in case of complaint against the Ombudsperson from time to time.

- b. Any change in the contact details mentioned above shall be informed by hosting the information on the website of the Company. It is clarified that no Board approval is required for change in the Policy necessitated on account of fresh appointment to the office of Chairman of Audit Committee/Ombudsperson and contact details thereof.

- c. Whistle Blower shall lodge Complaint as soon as possible after the occurrence of the incident in writing, and in any case, not later than 15 days from the date of the incident. Whistle Blower must put his name to allegations. Anonymous complaints may not be investigated at the discretion of Chairman Audit Committee or Ombudsperson, as the case may be.
- d. As far as possible, Complaint should be accompanied by credible and relevant material, details, evidence etc. concerning the incident.
- e. The identity of the Whistle Blower will be kept confidential. Nevertheless, the Chairman of Audit Committee/Ombudsperson and/or Investigators if deem fit for the purpose of fair investigation of the Complaint and/or to meet the requirement of law in the said behalf, may disclose the identity of Whistle Blower.
- f. The Chairman of Audit Committee/Ombudsperson shall initiate action on Complaint on the best judgment basis post evaluation of behavior/conduct complained off along with details of facts contained therein.
- g. Where the Chairman of Audit Committee has received any complaint under clause 6.1(a) above, he shall conduct enquiry proceedings in relation to the complaint in such manner as he may deem fit and shall dispose of the complaint normally within 90 days of the receipt of the complaint and all the relevant records and is extendable by such period as the Chairman of Audit Committee deems fit. For this purpose, he may appoint investigator(s), who shall invariably be at a level higher than the Subject who shall submit his report to the Chairman of Audit Committee.
- h. Where the Ombudsman has received any complaint, he shall conduct enquiry proceedings in relation to the complaint in such manner as he may deem fit and shall dispose of the complaint normally within 90 days of the receipt of the complaint and all the relevant records and is extendable by such period as the Ombudsman and/or Chairman of Audit Committee deems fit. For this purpose, he may appoint investigator(s), who shall invariably be an Employee of the Company at a level higher than the Subject.
- i. During the investigation proceedings, the Whistle Blower and Subject shall be given reasonable opportunity to explain their conduct. They shall extend full co-operation in the investigation proceedings, including but not limited to prompt reply to the question(s) of the Chairman of Audit Committee or Ombudsperson (including Investigator appointed by them).
- j. Whenever and wherever required, the Chairman of Audit Committee/Ombudsperson may seek feedback and evidence from such other person, as he may deem fit.

- k. If initial enquiries by the Chairperson of Audit Committee or Ombudsman, as the case may be, suggests that the Compliant has no basis, or it is not a matter to be investigated pursued under the Policy, it may be dismissed at that stage itself and the decision is documented.
- l. Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in the investigation report.
- m. Upon completion of the enquiry proceedings, the Chairman of Audit Committee shall submit his written report to the Board of Directors where the Subject is a Director and to the Managing Director in other cases, for suitable action. The Board of Directors/Managing Director may, in its discretion either accept the recommendation in the report or annul or partly/fully modify the same.
- n. Similarly, upon completion of the enquiry proceedings, the Ombudsperson shall submit his report to the Managing Director and the Managing Director may, in its discretion either accept the recommendation in the report or annul or partly/fully modify the same.
- o. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

## **6. FALSE COMPLAINTS**

The protection of persons raising genuine complaints from any unfair treatment as a result of their disclosure is essential part of the policy but misuse of this protection by making repetitive frivolous and bogus complaints with mala fide intentions and/or for wrongful gains is strictly prohibited. Employee and/or Director and/or any stakeholder who makes such complaints with mala fide intentions and which would subsequently find it to be false will be subject to strict disciplinary action.

## **7. PROTECTION AGAINST WHISTLE BLOWER**

No unfair treatment shall be given to the Whistle Blower by virtue of his/ her having reported a Complaint under this policy. The protection will therefore be given to Whistle Blower against unfair practice, harassment, victimization etc.

However, such protection will not be available in case of frivolous or bogus complaints as mentioned in Clause 6.

## **8. AUDIT COMMITTEE**

- a. The Audit Committee shall oversee the Vigil Mechanism.
- b. In case one or more member(s) of the Audit Committee have a conflict of interest in a particular case, such member(s) shall recuse themselves from the case and the other members of the Committee shall deal with the matter.

## **9. REPORTING**

A periodic report on number of complaints received under the Policy and their outcome shall be placed before the Chairman of Audit Committee.

## **10. RETENTION OF DOCUMENTS**

All Complaints in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

## **11. REVIEW/AMENDMENT**

This Policy shall be reviewed from time to time by the Board to ensure it meets the requirements of legislation and the needs of Company.

In the event of any conflict between the Companies Act, 2013 or the Listing Regulations or any other statutory enactments ("Regulations") and the provisions of this policy, the Regulations shall prevail over this policy. Any amendment/modification in the Regulations, in this regard shall automatically apply to this policy and will be ratified subsequently by the Board of Directors.

## **12. MISCELLANEOUS**

- a. The Policy is an additional mechanism for the Whistleblower to initiate/raise Complaint. Any other Company practices, policies and procedures prescribed/ available for these matters shall continue to apply.
- b. Any complaint falling within the purview of "Policy on Prevention of Sexual Harassment of Women at Workplace" will be out of the scope of the Policy and should be directed for submission to the concerned Internal Complaints Committee of the Company formed for this purpose.
- c. Matters relating to the terms & conditions of employment shall be dealt with by the concerned HR personnel only.