

WHISTLEBLOWER POLICY / VIGIL MECHANISM

1) INTRODUCTION

Fundviser Capital (India) Limited (hereinafter referred to as “the Company”) is committed to the highest standards of transparency, professionalism, legal compliance, honesty, integrity, ethical behavior, Corporate Governance and accountability in conducting its business. The Company is committed to developing a culture where it is safe for all persons to raise concerns or grievances on various matters pertaining to any malpractice, fraud, violation of code of conduct, abuse of power or authority by any official and misconduct.

An important aspect of transparency and accountability is a mechanism to enable all persons to voice their Protected Disclosures in a responsible and effective manner. It is a fundamental term of every contract of employment with the Company that an employee will faithfully serve his or her employer and not disclose confidential information about the employer’s business and affairs. Nevertheless, where any person discovers information which he/she believes to be a serious malpractice, impropriety, abuse or wrongdoing within the organization, especially at the higher levels, then he/she should be able to disclose or report this information internally without fear of reprisal.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides for a mandatory requirement for all listed companies to establish a mechanism called ‘Whistleblower Policy’ for Stakeholders to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy.

Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for all persons to approach various Committees of the Company.

In addition to the LODR, Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates all listed companies to constitute a vigil mechanism.

2) 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 the Code

- a) **“Audit Committee”**- means the Audit Committee 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **“Alleged Wrongful Conduct”**- shall mean and includes, but not limited to
 - Non- Compliance of Corporate Governance
 - Non- Compliance of Related Party Transactions
 - Misappropriation of funds
 - Non-compliance to the law of the land or violation of law
 - Concealing legal mandatory disclosures
 - Breach of fiduciary responsibilities
 - Infringement of Company’s Code of Conduct
 - Breach of integrity and ethics policy
 - Infringement of Insider Trading Code of the Company
 - Financial Irregularities
 - Infringement and misuse of Intellectual Property
 - Leak of Unpublished Price Sensitive Information in any manner

FUNDVISER CAPITAL (INDIA) LIMITED

(CIN NO. L65100MH1985PLC205386)

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Tel.: 2432 0931 email: info@fundvisercapital.in

- c) “Code”- means Company Code of Conduct
- d) “Company means”- “Fundviser Capital (India) Limited”.
- e) “Employee”- Employee means every employee of the Company (whether working in India or abroad), permanent or temporary including the contracted employee and Directors of the Company whether in the employment of the Company or not.
- f) “Person” – means any former or current employees, vendors, consultants and any other person(s) who is affiliated with the Company.
- g) “Protected Disclosure”- means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- h) “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.
- i) “Whistleblower”- means any person making a Protected Disclosure under this Policy.

3) SCOPE OF THE POLICY

(a) This policy covers all persons of Fundviser Capital (India) Limited and its subsidiaries.

(b) The Policy covers any ‘Alleged Wrongful Conduct’ and other malpractices which have taken place involving, but not limited to:

- Any unlawful act, whether criminal or not.
- Breach of any Policy or Manual or Code of conduct adopted by the Company.
- Abuse (e.g. through physical, psychological or financial abuse, exploitation or neglect).
- Fraud and corruption (e.g. to solicit or receive any gift/reward as a bribe).
- Any instance of failure to comply with legal or statutory obligation either on behalf of the Company or in any personal capacity in the course of discharging duties of the Company.
- Any kind of financial malpractice.
- Abuse of power (e.g. bullying/harassment).
- Negligence causing substantial and specific danger to public health and safety.
- Wastage/misappropriation of company funds/assets.
- Leak of Unpublished Price Sensitive Information in any manner.
- Any other unethical or improper conduct.

(c) All persons Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or any of its subsidiaries.

(d) This Policy has been introduced by the Company to enable persons to raise their Protected Disclosures about any ‘Alleged Wrongful Conduct’, malpractice, impropriety, abuse or wrongdoing at any stage and in the right way, without fear of victimization, subsequent discrimination or disadvantage. However, persons shall not to use this mechanism to question financial or business decisions taken by the Company Management or to reopen issues, which have already been addressed pursuant to disciplinary or other procedures of the Company.

(e) The whistle blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

(f) Whistle blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Committee Heads.

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4) EFFECTIVE DATE OF POLICY

This revised policy will be effective from January 11, 2024.

5) COMPANY GUARANTEES UNDER THE POLICY PROTECTION

The Company as a matter of Policy condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle blowers. Complete protection shall 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, including any direct or indirect use of authority to obstruct the Whistle blowers' right to continue to perform his/her duties.

The Board of Directors of the Company has the right to amend or modify this Policy in whole or part, at any time without assigning any reason whatsoever.

Above policy was adopted by Board of Directors of the Company at their meeting held on 11/01/2024

For Fundviser Capital (India) Limited



Prem Krishan Jain
Chairman & Whole-Time Director
[DIN: 09304822]