PRAYAAN CAPITAL

VIGIL MECHANISM /

WHISTLE BLOWER POLICY

Created and amended from time to time, pursuant to sub-section (9) and (10) of Section 177 of the Companies Act, 2013 read with rules made thereunder and applicable regulations of the Reserve Bank of India

Last modified and approved in the Board Meeting held on 16-Aug-2024

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VIGIL MECHANISM / WHISTLE BLOWER POLICY

(A) PREAMBLE / INTRODUCTION

The possibility of malpractices occurring in an organization's operations can never be ruled out and ignorance of this possibility demonstrates poor corporate governance with potentially disastrous consequences. The existence of malpractices in an organization can be known only when a person having knowledge of the same reports it to the appropriate authorities. Such a person is known as a Whistleblower. However, fear of retaliation and ignorance of where to report malpractices usually discourages a potential Whistleblower from reporting the malpractice. Therefore, one of the cornerstones of good corporate governance is the existence of a mechanism to investigate complaints of malpractices with fairness and protect Whistleblowers against any retaliatory action.

Prayaan Capital Private Limited (the "**Company**") has the following whistleblower policy (the "**Policy**") in force, to reaffirm its commitment to the highest standards of corporate governance and legal, moral and ethical conduct.

(B) DEFINITIONS

Certain terms are used repeated throughout this policy. The meanings of such terms are provided below for the sake of brevity and convenience.

(1) "**Complaint**" means a report/ communication of any actual, suspected or anticipated Malpractice made by the Whistleblower to the Ombudsperson under this Policy.

(2) "**Malpractice**" means any wrongdoing, impropriety or abuse of power that could have a serious impact on the Company's business and reputation. The terms wrongdoing and impropriety can be interpreted to include a variety of issues and it is impossible to provide a comprehensive list of the same. A list of such issues is provided below only for illustrative purposes and should not be construed to limit the meaning of the above terms in anyway.

Violation of law (whether by act or omission) including statutory non-compliance and breach of contractual obligations

- Incorrect financial reporting or financial malpractice
- Misappropriation of Company's finances or resources
- Fraud
- Corruption (Offering / giving or soliciting / receiving bribes or under favors)
- Breach of any policy, rules, codes, promulgated or adopted by the Company, bullying or harassment;
- Any other unethical or improper conduct.

Sometimes a single act or omission may, by itself, not have a serious impact on the Company's business or reputation. However, occurrence of such act or omission in conjunction with another act / omission or a series of such acts or omissions may have a serious impact and would therefore be deemed to be a Malpractice.

(3) "**Ombudsperson**" means the person designated by the Company to deal with Complaints.

(4) "**Respondent**" means a person against whom allegations of Malpractice are made in a Complaint.

(5) "**Whistleblower**" means a person making a Complaint in good faith.

(C) OBJECTIVE

The Company reiterates its intolerance of Malpractices and commitment to deal with Complaints in an impartial manner. The Objective of this policy is to encourage the submission of Complaints free from fear of any retaliation.

(D) APPLICABILITY

This Policy applies to the Company's activities throughout all the locations, offices and branches. Anyone associated with the Company's activities or dealings with the Company may submit a Complaint. This includes shareholders, directors, customers, employees and suppliers.

(E) THE COMPANY'S COMMITMENTS

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(1) The Company will provide and maintain an appropriate mechanism for receiving and dealing with Complaints.

(2) If the Whistleblower requests anonymity, the Company will not disclose the identity of the Whistleblower unless legally required or when anonymity is impractical for the purpose of dealing with the Complaint.

(3) The Company shall ensure that full protection has been granted to Whistleblower against:

(i) any harassment, victimization or any other form of retaliation (whether active or passive);

(ii) unfair employment practices like retaliation, threat or intimidation of termination/suspension of services, etc.;

(iii) disciplinary action including transfer, demotion, refusal of promotion, etc.;

(iv) direct or indirect abuse of authority to obstruct the Whistleblower's right to continue performance of his/her duties/functions during routine daily operations, including making further disclosures under this Policy.

(4) The Whistleblower may also report any violation of the above clause to persons set out in **Annexure A**, and will have direct access to them, in exceptional cases.

(5) The Company and the Ombudspersons will not disclose the existence or contents of a Complaint to anyone other than the Board of Directors and those persons who are required to know, for the purpose of dealing with the Complaint or any action required to be taken pursuant thereto. The commitment of confidentiality will not apply when the relevant information is legally required to be disclosed.

(6) The Company will appoint from time to time, one or more directors, who are respected for their fairness, independence and integrity, to be the Ombudsperson(s) under this policy. Please refer to Annexure A for details of the current Ombudspersons and their contact details.

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(7) The Company will make a copy of this policy (together with its Annexure), easily available to its shareholders, customers, suppliers and employees and issue appropriate communications to ensure that the existence of this policy is known to the aforesaid stakeholders.

(F) IMPLEMENTATION OF THE POLICY

The Company may, from time to time, frame and maintain appropriate procedures to fulfil the objectives and commitments of this Policy. All involved parties (be it a Whistleblower, Respondent or Ombudsperson) shall adhere to such procedures and maintain confidentiality with regard to a Complaint. Please refer to Annexure B for a description of the current procedure.

(G) DOS AND DON'TS WHEN USING THIS POLICY

This policy, if used appropriately, can help support the best corporate governance practices in the Company. This policy is intended to encourage and enable fearless reporting of Malpractices. It is however, not intended to question financial or business decisions taken by the Company. Here are some important Do's and Don'ts that must be followed:

DO:

- Bring any Malpractice to the attention of the Company as soon as you become aware of the same. Delay in reporting may lead to loss of evidence and also financial loss of the Company;
- Ensure you have sufficient basis for making a Complaint;
- Avoid unnecessary anonymity when making a Complaint;
- Follow the procedures prescribed in this policy for making a Complaint;
- Cooperation with the investigating authorities;
- Maintain confidentiality of the subject matter of the Complaint and the identity of the persons involved in the alleged Malpractice.

DO NOT:

- Make allegations that are petty, false, malicious or without substance. Such allegations undermine the purpose of this policy viz. to unearth serious and genuine issues. It may also invite disciplinary action at the discretion of the Ombudsperson.

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- Publicly discuss the subject matter of the Complaint or details of the persons involved in the alleged Malpractice. It may forewarn the Respondent and important evidence is likely to be destroyed.

(H) CONSEQUENCES

When investigations under this Policy or proceedings under a due process of law establish that any person / persons have committed a Malpractice or violation of this Policy, the Company will adopt appropriate disciplinary action as per the disciplinary policy, against such persons (including their accomplices in the Malpractice). Such disciplinary action may include (but not limited to) termination of services, denial of increments and debarring from doing business with the Company.

(I) REPORTS

The Ombudsperson shall send a report to the Company's CEO at the end of every calendar quarter, listing the Complaints received and / or closed during the quarter, the status of open Complaints and brief findings with actions taken on Complaints closed during the quarter. The report may also contain recommendations for improvement in the procedures or amendments to this Policy.

This report will be submitted before the Board of Directors of the Company and seek their guidance where appropriate.

(J) COMPANY'S POWERS

The Company is entitled to amend, suspend or rescind this policy at any time. Whilst the Company has made best efforts to define detailed procedures for implementation of this Policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the Policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

(K) RETENTION OF DOCUMENTS

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All disclosures made by the Whistleblower or documents obtained during the course of the inquiry/investigation along with the results of the investigation relating thereto shall be retained by the Company for a minimum period of 8 (eight) years under the custody of the Company Secretary.

(L) AMENDMENTS

The Company reserves the right to amend, modify or revise this Policy at any time with approval of Board. Where any amendment is required by way of any change in law, such change in law shall be deemed to be incorporated into this Policy until the required amendment of this Policy is made.

(M) DISCLOSURES

The details of establishment of such mechanism/ the Policy shall be disclosed by the Company on its website and in the Board's report.

OMBUDSPERSON (Annexure A)

Name: Akash S Chelvam
Address: No. 11, Pillayar Koil,
2nd Cross Street, Krishna Nagar,
Pammal, Chennai – 600075
Email: akash.chelvam@prayaancapitalcom
Contact Number: (P) 044-24338600 / (M) 9820186402

Procedure for Reporting & Dealing with Complaints:

1. How should a Complaint be made and to whom?

A Complaint should be made in writing and submitted by hand delivery or courier or fax or email to the Ombudsperson. However, Complaints against an Ombudsperson should be sent directly to the CEO who will act as the Ombudsperson in such case. Whilst a Complaint should normally be submitted to the authorities as outlined above, it may also be submitted directly to the CEO of the Company or any other Board member when the Whistleblower feels it necessary under the circumstances.

2. Is there any specific format for submitting the Complaint?

While there is no specific format for submitting a Complaint, the following details must be mentioned:

(a) Name, address and contact details of the Whistleblower (add employee ID if the Whistleblower is an employee). These may be dropped if the Whistleblower desires to remain anonymous. However, investigation of anonymous complaints may be difficult if the Whistleblower is not available to provide further details when required.

(b) Brief description of the Malpractice, giving the names of those alleged to have committed or about to commit a Malpractice. Specific details such as time and place of occurrence are also important.

3. What will happen after the Complaint is submitted?

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(a) The Ombudsperson shall acknowledge receipt of the Complaint as soon as practical, where the Whistleblower has provided his / her contact details.

(b) The Ombudsperson will make a good faith determination as to whether he / she will have a conflict of interest in investigating the Complaint. If there is conflict of interest, the Ombudsperson will refer the Complaint to the CEO who will then refer it to another authorized person who is not having any conflict of interest.

(c) If there is no conflict of interest, the Ombudsperson will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Complaint constitute a Malpractice. If the Ombudsperson determines that the allegations do not constitute a Malpractice, he / she will record this finding with reasons and communicate the same to the Whistleblower.

(d) If the Ombudsperson determines that the allegations constitutes a Malpractice, he / she will proceed to investigate the Complaint either by himself / herself or with the assistance of any other person(s) as the Ombudsperson deems necessary. If the alleged Malpractice is required by law to be dealt with under any other mechanism, the Ombudsperson shall refer the Complaint to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.

(e) The Ombudsperson will conduct all investigations in an impartial manner using reasonable diligence.

(f) The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information to the Ombudsperson for the purpose of such investigation shall do so.

(g) Individuals with whom the Ombudsperson requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.

(h) If the Malpractice constitutes a criminal offence, the Ombudsperson will report the matter to the Police.

(i) The Ombudsperson shall conduct such investigations in a timely manner and shall submit a written report containing his / her findings and recommendations to the CEO of the Company as soon as practically possible and in any case not later than 30 (thirty) days from the date of

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receipt of the Complaint. The CEO may allow additional time for submission of the report based on the circumstances of the case.

(j) Whilst it may be difficult for the Ombudsperson to keep the Whistleblower regularly updated on the progress of the investigations, the Ombudsperson will keep Whistleblower informed of the result of the investigations and his / her recommendations subject to any obligations of confidentiality.

(k) The CEO of the Company will ensure action on the recommendations of the Ombudsperson and keep the Whistleblower informed of the same. Though no time frame is being specified for such action, the Company will endeavor to act as quickly as possible in cases of proved Malpractice.

4. What should I do if I am not satisfied with the progress or results of the investigation, or the actions taken in case of proved Malpractice?

You may make a written appeal to the CEO along with a copy of your original complaint. The CEO or any other individual appointed by the CEO as the authorized person will follow the same process as detailed above while dealing with your appeal. No appeal can be made when the Complaint is made directly to an authority other than an Ombudsperson or the CEO.

5. What should I do if I face any retaliatory action or threats of retaliatory action as a result of making a Complaint?

If you face any retaliatory action or threats of retaliatory action as a result of making a Complaint, please inform the Ombudsperson in writing immediately. The Ombudsperson may also recommend to the CEO appropriate steps to protect you from exposure to such retaliatory action and the CEO will ensure implementation of such or similar steps for your protection.

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RESPONSIBILITY	STEP	TAT	DESCRIPTION
Employee / Whistleblower	1		A Complaint should be made in writing and submitted by hand delivery, courier, fax or email to any Ombudsperson. The Complaint should have the following details viz: Name, address and contact details of the Whistleblower and brief description of the Malpractice, giving the names of those alleged to have committed or about to commit a Malpractice. Specific details such as time and place of occurrence are also important.
Ombudsperson	2		The Ombudsperson shall acknowledge receipt of the Complaint as soon as practical where the Whistleblower has provided his / her contact details.
	3		The Ombudsperson will proceed to determine whether the allegations made in the Complaint constitute a Malpractice. If the Ombudsperson determines that the allegations do not constitute a Malpractice, he / she will record this finding with reasons and communicate the same to the Whistleblower.
	4		If the Ombudsperson determines that the allegations constitute a Malpractice, then in a generic process the process as per Disciplinary Process / Policy of the Company will be followed.
	5		If the Malpractice constitutes a criminal offence, the Ombudsperson will report the matter to the police. PROCESS ENDS

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REVISIONS MADE TO THE WHISTLE BLOWER POLICY

Versions	Date of modification	Reviewed / modified by	Approved by	Reason for modification
V1.0	Sept 2019	Akash S Chelvam	G Madhan Mohan	Creation
V2.0	16-Aug-2024	Sindhuja AM	Board	Policy updated in line with the requirements of Companies Act, 2013