

VALUEFIRST DIGITAL MEDIA PRIVATE LIMITED

[CIN: U64202DL2003PTC122688]

REGISTERED OFFICE: G - 270, G - BLOCK, PHASE - 6, NEAR RUDRA PUBLIC SCHOOL, AYA NAGAR, NEW DELHI - 110047

CORPORATE OFFICE: B-18, INFOCITY 1, SECTOR 34, GURUGRAM, HARYANA-122001

PHONE NO. 0124- 4632000

<http://www.vfirst.com>

VIGIL MECHANISM POLICY

1. PREAMBLE

This Policy will be called “ValueFirst’s Vigil Mechanism Policy” and referred to as “the Policy”.

The Board of Directors of ValueFirst Digital Media Private Limited [“ValueFirst” or “the Company”] at its meeting held on 23rd December, 2019 has approved the draft Vigil Mechanism Policy of the Company and nominated Mr. Vishwadeep Bajaj, Managing Director, (“Vigilance Officer”) to implement and oversee the Policy in the Company and take necessary steps in this regard.

As the borrowing of the Company from Banks / Public Financial institution is in excess of Rs. 50 Crores, the Company is required to establish the said ValueFirst’s Vigil Mechanism Policy.

2. COVERAGE OF THE VIGIT MECHANISM

Vigil mechanism includes cases such as:

- a) Inaccuracy in maintaining the Company's books of account and financial records.
- b) Financial misappropriation and fraud.
- c) Conflict of interest.
- d) False expense reimbursements.
- e) Misuse of Company assets & resources.
- f) Inappropriate sharing of company sensitive information.
- g) Corruption & bribery.
- h) Sexual harassment.
- i) Child Labour.

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ValueFirst Digital Media Pvt. Ltd.

B-18, Sector-34,
Infocity 1, Gurugram-122001,
Haryana, India

- j) Discrimination in any form.
- k) Violation of Human Rights

3. SCOPE

It covers all the Permanent employees and Director of the Company.

4. INTERPRETATION:

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 read along with the rules as amended from time to time.

5. PROTECTION UNDER POLICY

The Vigil Mechanism shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and report their genuine concerns or grievances and to ensure that the interests of a person who uses such Vigil Mechanism are not prejudicially affected on account of such use;

6. DISCLOSURE & MAINTENANCE OF CONFIDENTIALITY

Employees and directors shall report to the Vigilance Officer i.e. Vishwadeep Bajaj, Managing Director through e-mail addressed to him at vishwadeep.bajaj@vfirst.com. Confidentiality shall be maintained to the greatest extent possible.

7. FRIVOLOUS COMPLAINTS

In case of repeated frivolous complaints being filed by a director or an employee, Vigilance Officer nominated to play the role of audit committee may take suitable action against the concerned director or employee including reprimand.

8. PROCEDURE

- a) Any employee or director shall submit a report of the genuine concerns or grievances to the Vigilance Officer.
- b) The Vigilance Officer shall oversee Vigil Mechanism and if he has a conflict of interest in a given case, he should recuse himself and

nominate other director or employee to deal with the matter on hand.

- c) In appropriate or exceptional case, the vigil mechanism shall provide direct access to the Vigilance Officer of the Company.
- d) The Vigilance Officer shall appropriately investigate all grievances received and investigate into the matter and prescribe the scope and time limit therefore.
- e) The Vigilance Officer shall have the right to outline detailed procedure for an investigation and may designate such number of officers or employees, who shall assist the Vigilance Officer to discharge his functions as enumerated in the Policy.
- f) The Vigilance Officer shall have right to call for any information/document and examination of any employee or director of the Company or other person(s), as he may deem appropriate for the purpose of conducting investigation under this policy.
- g) A report shall be prepared after completion of investigation and the Vigilance Officer shall consider the same.
- h) The decision or direction of the Vigilance Officer shall be final and binding.

9. SAVINGS

This policy can be changed, modified or abrogated at any time by the Board of the Company.

10. NOTIFICATION

The Appropriate Officer/s as designated by the Vigilance Officer shall be responsible for intimating to all Directors and Departmental heads of any changes in policy.

This policy as amended from time to time shall be disclosed by the company on its website and in the Board's report.