



CARS24 Financial Services Private Limited

Vigil Mechanism

Approved by	Board of Directors
Original Approved date:	9th January, 2020
Original Issue Date:	9th January, 2020
Original Effective Date:	9th January, 2020
Latest approval and issue date:	6th May, 2021
Latest effective date:	6th May, 2021
Review date:	To be reviewed as and when it is required by the Board
Policy No.:	Version 1 of 2021
Policy Owner/Contact	Compliance Officer Somesh.kumar1@cars24.com Nbfc.regulatory@cars24.com

Vigil Mechanism

1. Objective & Purpose:

Cars24 Financial Services Private Limited ("Cars24") expects and believes in absolute professional conduct within the organization by adopting standards of transparency, ethics, integrity and trust.

The Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. The Company encourages and aims to provide the Directors, employees and other stakeholders of the Company a channel to come forward and freely share concerns on any and/or all the following under this Policy:

- a) Unprofessional conduct or business practice(s) including fraudulent or corrupt practices (including the offering or accepting of bribes or gaining other undue advantage from the consumer and/or channel partners and/or vendor(s) associated with the company).
- b) Abuse of power or authority for any unauthorized or ulterior purpose.
- c) Unfair discrimination, coercion, harassment during employment or provision of services for undue advantage.
- d) Carrying on any activity causing or which may cause financial irregularities and/or reporting
- e) Knowing or encouraging malpractices and or fraud in any office or branch of the Company.
- f) Any activity leading to or likely to lead to wrongful loss to Company.

2. Definitions

- a) **"Appropriate Authority"** is Vigil Mechanism Committee ("VM Committee") constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act 2013.
- b) **"Disciplinary Action"** means any action that can be taken on the completion of/during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- c) **"Protected Disclosure"** means a concern raised by a written/email communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- d) **"Stakeholders"** are employees, Directors, Customers, Channel Partner(s), Vendor(s) and any person associated with the Company who makes a Protected Disclosure under this Policy.
- e) **"VM Officer"** or **"Committee"** means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.
- f) **"Wrongful act"** means any unethical & improper practices/behavior, suspected violation or alleged wrongful conduct, actual or suspected fraud or violation of the Company's code of conduct shall be called a wrongful act.

3. Applicability

This policy applies to all stakeholders of Cars24 Financial Services Private Limited.

4. Person Eligible to Make Disclosure

A Stakeholder must disclose in good faith any wrongful act, to the VM Committee on whistle@cars24.com or by sending an anonymous letter to Board of Directors at Cars24 Financial Services Private Limited, 10th Floor, Tower B, Unitech Cyber Park, Sector – 39, Gurugram, Haryana – 122001, India to look into the matter. No adverse personal action shall be taken or recommended against a stakeholder in retaliation to such disclosure in good faith of any unethical and improper practices/ suspected violation or alleged wrongful act.

This policy protects such employee or Director from unfair punishment, termination or any unfair prejudicial employment practices.

However, this policy does not protect a stakeholder from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.

5. Constitution of VM Committee (“VMC”)

The Company has formed a VMC which shall consist of the following members:

Sl. No.	Name	Role
1	Gajendra Jangid	Chairperson
2	Sonam Lama	Member

6. Procedure

Any stakeholder who observes any wrongful act shall make a disclosure to VMC in writing under his signature and identification or in exceptional cases, to the Chairman of the VMC as soon as possible after becoming aware of the same.

The contact details of the Chairman of VMC are as under:

Gajendra Kumar Jangid

Address: D243, The Belaire, DLF Phase-5,
Golf Course Road, Sikanderpur Ghosi (68),
DLF QE Gurgaon, Haryana-122002

Email: gajendra.jangid@cars24.com

Anonymous mails and repeated frivolous complaints filed by a stakeholder are strongly discouraged meanwhile the company commits to keep the name of the stakeholder fully confidential right through the process of investigation and further communication in genuine cases.

The VMC may make inquiries in respect of the VM Report and after preliminary inquiry, if required, shall report the same to the Board of directors. VMC, upon instructions from board of directors, shall appropriately and expeditiously investigate all VM reports received. VMC shall have the right to outline detailed procedure for an investigation. Where the VMC has designated a senior executive or a committee of managerial personnel for investigation, they shall mandatorily adhere to scope and procedure outlined by VMC for investigation. The VMC or officer or committee of managerial personnel, as the case may be, shall have right to call for any information/document and examination of any employee of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy. A report shall be prepared after completion of investigation and action to be taken thereof and shall be presented to the Board and the Board shall consider the same.

If and when the Board is satisfied that the alleged wrongful act existed or is in existence, then the Board may –

- Recommend to Management to reprimand, take disciplinary action, and impose penalty/punishment order recovery when any alleged unethical & improper practice or wrongful conduct of any stakeholder is proved.
- Recommend termination or suspension of any contract or arrangement or transaction initiated by such wrongful act.

However, if after due investigation, the official against whom the allegations were made and investigated, is found to be innocent/not guilty, the same may be promptly communicated to him.

Further the VMC and Board shall ensure that the reporting stakeholder is fully protected in terms of his identity and any retaliatory action against him. Any person, who may be found to be taking such retaliatory action against him, will himself be subject to the strictest disciplinary action including termination, or for civil/ criminal or administrative penalties.

The decision of Board shall be final and binding.

7. Document Retention

The Company shall maintain documentation of all complaints or reports subject to this policy as required by applicable Law. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation as indicated above.

8. Responsibility and Accountability

The VMC shall be a part of the entire process and shall be responsible for ensuring the implementation of entire process and adhering to the standards proposed and approved.

The Board has rights to amend or modify this policy, at any time and without assigning any reason.

9. Reporting

A report on complaints received and their outcome/status shall be placed before the Board of the Company on frequent basis.

End of the Document