



WHISTLE BLOWER POLICY

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SPINNY CAPITAL PRIVATE LIMITED CIN

No. U65999HR2021PTC099583

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Regd. Office: 7th floor, Tower-A, Capital Business Park, Sector-48, Sohna Road, Gurgaon, Haryana -122018



Table of Contents

1. Objective	3
2. About this policy	3
3. What is Whistleblowing?	3
4. Raising concern	4
5. Investigation	5
6. Outcome of the process	5
7. Confidentiality	5
8. External disclosures	6
9. Protection and support for whistleblowers.....	6
10. Documentation.....	6

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1. Objective

- 1.1. Spinny Capital Private Limited (the “Company” or “we”) is committed to conducting its business with honesty and integrity, and we expect all staff to maintain high standards.
- 1.2. However, all organizations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct.
- 1.3. A culture of openness and accountability is essential in order to prevent such situations occurring or to address them when they do occur. Any suspected wrongdoing should be reported as soon as possible.

2. About this policy

- 2.1. The aims of this policy are:
 - 2.1.1. to encourage staff to report suspected wrongdoing as soon as possible with the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected.
 - 2.1.2. to provide staff with guidance as to how to raise those concerns; and
 - 2.1.3. to reassure staff that they should be able to raise genuine concerns in good faith without fear of reprisals, even if they turn out to be mistaken.
- 2.2. This policy covers employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents and contractors.
- 2.3. This policy does not form part of any employee's contract of employment, and we may amend it at any time.
- 2.4. Policy or this Policy means “Vigil Mechanism Policy”

3. What is Whistleblowing?

- 3.1. Whistleblowing is the disclosure of information which relates to suspected wrongdoing or dangers at work. This may include:
 - 3.1.1. Misuse or abuse of authority;
 - 3.1.2. Inaccuracy in maintaining the Company's books of account and financial records.
 - 3.1.3. misappropriation, fraud or suspected fraud;
 - 3.1.4. criminal and any kind of illegal activity;
 - 3.1.5. miscarriages of justice;
 - 3.1.6. danger to health and safety;
 - 3.1.7. damage to the environment;
 - 3.1.8. failure to comply with any legal or regulatory requirements;

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- 3.1.9. bribery and corruption; and
- 3.1.10. Conflict of interest
- 3.1.11. Inappropriate sharing of company sensitive information
- 3.1.12. the deliberate concealment of any of the above matters.
- 3.1.13. Improper use of company assets and resources.
- 3.1.14. Any other circumstances in which a person needs to approach.
- 3.1.15. Irregular, unethical, or non-compliant lending to related parties, including conflicts of interest, quid pro quo arrangements, or any attempts to circumvent internal policies or regulatory requirements.
- 3.2. A whistleblower is a person who raises a genuine concern relating to any of the above, and who reasonably believes that making the disclosure is in the company's and employee's interests. If you have any genuine concerns related to suspected wrongdoing or danger affecting any of our activities (a whistleblowing concern) you should report it under this policy.
- 3.3. The company has appointed **Mr. Gaurav Pande, Mr. Pushkar Singh and Ms. Deepika Bhatt** as "Nodal Officers" of the Company to receive protected disclosures from whistle blowers, maintaining records thereof, apprise the director authorized by Board for its final disposal.
- 3.4. The Board has authorized **Mr. Amit Kakkar**, Whole Time Director of the Company, to supervise the concerns of the Nodal officers and report the investigation to the Board and to inform the result of the whistle blower thereof.
- 3.5. This policy should not be used for complaints relating to your own personal circumstances, such as the way you have been treated at work. In those cases, you should raise your grievance.
- 3.6. If you are uncertain whether something is within the scope of this policy, you should seek advice from your reporting manager.
- 3.7. In exceptional cases, the vigil mechanism shall provide direct access to the Authorized Director.

4. Raising concern

- 4.1 We hope that in many cases you will be able to raise any concern with your reporting manager. You may tell him or her in person or put the matter in writing if you prefer. They may be able to agree on a way of resolving your concern quickly and effectively.
- 4.2 However, if you prefer not to raise it with your manager for any reason, you should contact the Nodal Officer. You can raise a concern by sending e-mail at whistleblower@spinnycapital.com.
- 4.3 We will usually arrange a meeting with you as soon as possible to discuss your concern. Where applicable, you may bring a colleague to any meetings under this policy. Your companion must respect the confidentiality of your disclosure and any subsequent investigation.

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5. Investigation

- 5.1 An investigation will be carried out in an independent and unbiased manner.
- 5.2 The fact that an investigation has been opened is not by itself confirmation of wrongdoing but is the process to establish the facts of a report.
- 5.3 We will aim to keep you informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent us giving you specific details of the investigation or any disciplinary action taken as a result. You should treat any information about the investigation as confidential.

6. Outcome of the process

- 6.1 An Investigation Report, including the approach of the conduct of the investigation, may be submitted by the Nodal Officer of the Company to the authorized director within 60 working days from the date of receipt of concern and intimate the closure thereof to whistleblower.
- 6.2 If an investigation leads the Nodal Officer to conclude that wrongdoing or danger at work has been committed, the Nodal Officer shall recommend the authorized director (Mr. Amit Kakkar) of the Company to take such disciplinary or corrective action as he may deem appropriate or fit. It is clarified that any disciplinary or corrective action initiated as a result of an investigation pursuant to this Policy shall follow the law where it is applicable and the policies and procedures for governing personnel or staff conduct under the Company's disciplinary procedures.
- 6.3 The Nodal Officer shall submit a report to the authorized director and a report shall be submitted to the Board on annual basis or such other period as the Board deems fit about all concerns reported to him since the last report together with the results of investigations, if any.
- 6.4 While we cannot guarantee the outcome you are seeking, we will always try to deal with your concern fairly and in an appropriate way. By using this Policy, you can help us to achieve this.
- 6.5 If you are not happy with the way in which your concern has been handled, you can raise it with the Nodal Officer or, if your complaint relates to the handling of your concern by the Nodal Officer, to the authorised Director of the Company.

7. Confidentiality

- 7.1 We hope that you will be able to voice whistleblowing concerns openly under this policy to create a more open and safer working environment at Spinny. If you want to raise your concern confidentially, we will make every effort to keep your identity secret and only reveal it where we consider it necessary to investigate your concern.

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- 7.2 We encourage you not to make disclosures anonymously. Proper investigation may be more difficult or impossible if we cannot obtain further information from you. Whistleblowers who are concerned about possible reprisals if their identity is revealed should come forward to the Nodal Officer so appropriate measures can then be taken to preserve confidentiality.

8. External disclosures

- 8.1 The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases you should not find it necessary to alert anyone externally.
- 8.2 The law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator. It will very rarely if ever be appropriate to alert the media. We strongly encourage you to seek advice before reporting a concern to anyone externally.

9. Protection and support for whistleblowers

- 9.1 It is understandable that whistleblowers are sometimes worried about possible repercussions. We aim to encourage openness and will support you if you raise genuine concerns under this policy, even if they turn out to be mistaken.
- 9.2 However, if we conclude that you have made false allegations maliciously you may be subject to disciplinary action.
- 9.3 You must not suffer any detrimental treatment as a result of raising a genuine concern. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Nodal Officer immediately. You must not threaten or retaliate against whistleblowers in any way. Anyone involved in such conduct will be subject to disciplinary action.

10. Documentation

- 10.1 The Nodal Officer shall maintain all relevant records pertaining to the concerns raised and investigations thereto, for a period of 5 (five) years or such other period as may be specified by any other law in force, whichever is more.

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