



Driven by integrity

VIGIL COMMITTEE

PREFACE

Gcorp Spaces Private Limited ("the Company") is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, honesty, integrity and ethical conduct. Towards this end, the Company has formulated a Code of Conduct ("the Code"), that lays down the principles and standards that should govern the actions of the Company and their employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Employees/Directors in pointing out such violations of the Code/Policies cannot be undermined.

Provisions of the Section 177 Sub-Section 9 and 10 of the Companies act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides for mandatory establishment of vigil mechanism for the Directors and employees of the Company to report their genuine concerns in the prescribed manner.

In line with the above and in order to comply with the mandatory requirement of the above provisions, it is necessary to formulate a specific vigil mechanism/whistle blower policy for the Company for use by its Directors, Officers and Employees.

NAME	STATUS IN COMMITTEE
Mr. Sadanand Girimallappa Byakod	Member
Mr. Ashwin Ramesh Mansharamani	Member
Mr. Jayesh Thakkar	Member
Mr. Ketan Shah	Member
Mr. Abhishek Ravindra Rao	Member

TENURE

The Vigil Committee shall continue to be in function as Vigil Committee of the Board until resolved by the Board, to carry out the functions of Vigil Committee as approved by the Board.

COMPOSITION AND FORMATION

1. The Board of Directors may resolve on early termination of authority of all members of the Vigil Committee or any of them. The composition of the Vigil Committee may be changed as proposed by any member of the Board of Directors.
2. The Board of Directors may designate one member of the Vigil Committee as its chairperson. If the Board does not designate a chairperson, a majority of the members of Vigil Committee may elect a chairperson of the Vigil Committee.
3. Members of the Vigil Committee may be elected as many times as possible.
4. Members of the Vigil Committee shall not appoint any proxies to act on their behalf.
5. Members of the Vigil Committee shall receive such fees, if any, for their services as Vigil Committee members as may be determined by the Board of Directors in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as it is determined by the Board of Directors.

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POLICY OBJECTIVES

The Vigil Mechanism aims to provide a channel to the directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the policy.

The mechanism provides for adequate safeguard against victimization of directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

DEFINITIONS

Definitions of some of the key terms used in this mechanism are given below:

"Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with the Sections 177 of the Companies Act, 2013.

"Protected Disclosure" means a written communication of a concern made in good faith, which discloses or demonstrates information that may be evidence an unethical or improper activity under the title **"SCOPE OF THE POLICY"** with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow proper assessment of the nature and extent of the concern.

"Subject" means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

"Vigilance Officer/Vigil Committee or Committee" is a person or Committee of persons, nominated/appointed to receive protected disclosures from the whistle Blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

"Whistle Blower" is an individual who makes Protected Disclosure under this policy and also referred in this policy as complainant.

COVERAGE OF THE VIGIL MECHANISM

All employees, directors, including auditors and advocates who are associated with GCORP SPACES PRIVATE LIMITED can raise concerns regarding malpractices and events which may negatively impact the Company.

- a. Inaccuracy in maintaining the Company's books of account and financial records.
- b. Financial misappropriation and fraud.
- c. Procurement fraud.
- d. Conflict of interest.
- e. False expense reimbursements.
- f. Misuse of company assets & resources.
- g. Inappropriate sharing of company sensitive information.
- h. Corruption & bribery.
- i. Non – adherence to safety guidelines
- j. Sexual harassment.
- k. Child labour.
- l. Discrimination in any form.
- m. Violation of human rights



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PROCEDURE

All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted under covering letter signed by the Whistle Blower in a closed and secured envelope and should be super scribed as "Protected Disclosure under Whistle Blower Policy" or sent through email with the subject "Protected Disclosure under Whistle Blower Policy".

All Protected Disclosures should be addressed to the Vigil Committee and also to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

The contact details of the Vigilance Officer are as under: -

Name & Address: - **MR. MUNINDER SEERU**
Managing Director
Gcorp Spaces Private Limited
NO.21/19, Craig Park Layout,
Off- M.G. Road, Bangalore - 560 001

In order to protect the identity of the Whistle Blower, the Vigilance Officer will not issue any acknowledgement to the Whistle Blower. Anonymous/pseudonymous disclosure shall not be entertained by the Vigilance Officer.

In addition, under exceptional circumstances where a Whistle Blower wants to complain directly to the Chairman of the Audit Committee, he or she may do so at the email address gcorp@gcorgroup.com. For any complaint made to the Chairman of the Audit Committee directly, it is mandatory for the Whistle Blower to disclose its identity and provide their contact information. The Chairman of the Audit Committee may choose to discuss the matter with the Whistle Blower prior to initiating any review or investigation.

INVESTIGATION

All protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer and the members of the Committee shall carry out an investigation either himself or by involving any other Officer of the Company or an outside agency for the purpose of investigation.

The Audit Committee, if deems fit, may call for further information or particulars from the Whistle Blower and its discretion, consider involving any other or additional officer of the Company or Committee or an outside agency for the purpose of investigation.

The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee having a conflict of interest with a matter then they should recuse themselves and the others on the committee would deal with the matter on hand.

DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Vigil Committee shall inform the Chairman of the Audit Committee and the Chairman shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

In case of repeated frivolous complaints being filed by a director or an employee, the Board may take suitable action against the concerned director or employee including reprimand.

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CONFIDENTIALITY & PROTECTION

The Whistle Blower, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall maintain confidentiality of all matters under this policy including the identity of the Whistle Blower to the extent possible and keep the papers in the safe custody.

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this policy. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

All Protected Disclosures in writing or documented along with the results of investigation relating thereto, shall be retained by the Company for a period of 2 years or such other period as specified by any law in force, whichever is more.

AMENDMENT

The Company reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason.

FOR GCORP SPACES PRIVATE LIMITED



SADANAND G BYAKOD

Director & CEO

DIN: 00574512

Date: 20th June, 2017

G-Corp Spaces Private Limited