

Pyxis Finvest Limited

Vigil Mechanism Policy

[Pursuant to Section 177 of the Companies Act, 2013 r/w Rules made thereunder]

Definition:

- i. **“Audit Committee”** means a Committee constituted/reconstituted by the Board of Directors of the Company in accordance with the Companies Act, 2013 from time to time.
- ii. **“Board of Directors”** or **“Board”** shall mean the Board of Directors of the Company, as constituted from time to time.
- iii. **“Company”** shall mean Pyxis Finvest Limited
- iv. **“Employee”** means all the present employees and Directors of the Company.
- v. **“Protected Disclosure”** refers to a written, good-faith communication that reveals or demonstrates information about potential unethical or improper activities as outlined in the *‘Scope of the Policy’* regarding the Company. It must be factual, not speculative, and provide detailed information to enable a thorough assessment of the concern.
- vi. **“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.
- vii. **“Vigilance Officer”** means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Committee for its disposal and informing the Whistle Blower the result thereof.
- viii. **“Whistle Blower”** is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

Objective:

- A Vigil Mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of codes of conduct or policy.
- The mechanism provides for adequate safeguards 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.
- This policy neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

Scope of the Policy:

The Policy addresses the disclosure of any unethical or improper practices and events that have occurred or are suspected to occur involving:

1. Breach of Business Integrity and Ethics
2. Breach of terms and conditions of employment and rules thereof
3. Intentional Financial irregularities, including fraud, or suspected fraud
4. Deliberate violation of laws/regulations
5. Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment
6. Manipulation of company data/records
7. Pilferation of confidential/proprietary information
8. Gross Wastage/misappropriation of Company’s funds/assets

Procedure:

- All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Complainant(s) becomes aware of the same, in **“Annexure 1 - Form for Vigil Mechanism”**. It should either be typed or written in a legible handwriting in English.
- The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as **“Protected disclosure under the Vigil Mechanism policy”** or sent through email with the subject **“Protected disclosure under the Vigil Mechanism policy”**.
- If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.
- All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.
- Complainants are advised not to include their name or address on the envelope and not to engage in further correspondence with the Vigilance Officer.
- To protect the complainant’s identity, the Vigilance Officer shall not issue any acknowledgments.
- Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.
- On receipt of the protected disclosure, the Vigilance Officer shall process only the Protected Disclosure
- The Complainant(s) shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard

Pyxis Finvest Limited

Investigation:

- All Protected Disclosures under this policy will be documented and thoroughly investigated. The Vigilance Officer will either conduct the investigation personally or involve another Officer of the Company, a designated Committee, or an external agency before escalating the matter to the Audit Committee.
- If deemed necessary, the Audit Committee may request additional information or clarification from the complainant and, at its discretion, involve other Officers of the Company, additional Committee members, or an external agency to assist in the investigation.
- The investigation will be a neutral fact-finding process and will not imply any presumption of wrongdoing.
- The investigation shall generally be completed within 90 days of receiving the protected disclosure, with extensions granted as deemed appropriate by the Audit Committee.
- Any member of the Audit Committee or other officers who have a conflict of interest in the matter must immediately disclose their concern and refrain from involvement in the case.

Decision and Reporting:

- If an investigation leads the Vigilance Officer/Chairman of the Committee to conclude that an improper or unethical act has been committed, the Vigilance Officer/ Chairman of the Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that 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.
- The Vigilance Officer shall submit a report to the Chairman of the Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- In case the Subject is the Chairman of the Committee, after examining the Protected Disclosure shall forward the protected disclosure to other members of the Committee, if deemed fit. The Committee shall appropriately and expeditiously investigate the Protected Disclosure.
- If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance Officer or the Committee, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

Protection:

- Complainants who report a Protected Disclosure under this policy will not be subject to any unfair treatment. Adequate safeguards will be in place to protect them from any form of victimization.
- The Company will take steps to minimize difficulties, which the Complainant(s) may experience as a result of making the Protected Disclosure.
- The identity of the Complainant(s) shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Complainant(s).

Retention of Documents:

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 5 (five) years or such other period as specified by any other law in force or "Policy on preservation of documents" of the Company, whichever is more.

Review/Amendments to this policy:

The above said policy was reviewed and approved with changes by the Board of Directors in their meeting held on 30th August, 2024

For Pyxis Finvest Limited

Sd/-

Uttam Bharat Bagri
Managing Director
DIN: 01379841

Pyxis Finvest Limited

**Annexure 1
FORM FOR VIGIL MECHANISM**

Date: _____

Name of the Employee/ Director	:	
E-mail id of the Employee/ Director	:	
Communication Address	:	
Contact No	:	
Subject matter which is reported (Name of the Person/ event focused at)	:	
Brief about the Concern	:	
Evidence (enclosed, if any)	:	

Signature:

Note: The Whistle Blowing shall be submitted at least within 30 days of the Occurrence of the Concern/ event (or) before Occurrence.