

Better Tomorrow



“XP”



**INSTANT SUPPLY CHAIN SOLUTIONS PRIVATE
LIMITED**

WHISTLE BLOWER & VIGIL MECHANISM

INSTANT SUPPLY CHAIN SOLUTIONS PVT. LTD.

CIN: U63030HR2019PTC083859

**14th Floor, Ocus Medley Tower, Dwarka Expressway,
Sector-99, Gurugram, Haryana-122001**

email: info@xpindia.in | web: www.xpindia.in

Contact Number : 7419770205

1. PREFACE

The Company believes in conducting of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted the **XP** Code of Conduct (“the Code”). There is a provision under the Code requiring employee’s and/or directors to report violations, which states:

We encourage our employees and/or directors to raise concerns or make disclosures when they become aware of any actual or potential violation of our Code, policies or law. We also encourage reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles. Avenues available for raising concerns or queries or reporting cases could include:

- Director of the company who shall play the role of “Audit Committee “of the company.
- any such other official designated by the company from time to time.

XP do not tolerate any form of retaliation against anyone reporting legitimate concerns. Anyone involved in targeting such a person will be subject to disciplinary action. If you suspect that you or someone you know has been subjected to retaliation for raising a concern or for reporting a case, we encourage you to promptly contact to the abovementioned.

Accordingly, this Whistleblower Policy (“the Policy”) and Vigil Mechanism as part of this Policy has been formulated with a view & objective to provide a mechanism for directors, employees of the Company to approach the Director (who is playing the role of audit committee) of the Company.

This Policy **applies** to all Employees and Directors of **XP** regardless of their location. The employees are required to familiarize themselves with this Policy, and seek advice from the Director HR of **XP** if any questions arise.

Protected Disclosures are to be made whenever an employee or director becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism prescribed. (4)

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistleblower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

2. GOVERNING LAW

Section 177(9) of the Companies Act, 2013 (the Act) mandates the following classes of companies to constitute a vigil mechanism –

- ❖ Every Listed Company.
- ❖ Every other company which accepts deposits from the public.
- ❖ Every company which has borrowed money from banks and public financial institutions in excess of ₹ 50 crore.

3. DEFINITION

- **“XP” or “Company”** Instant Supply Chain Solutions Private Limited.
- **“Board of Directors” or “Board”** in relation to a company, means the collective body of the Directors of the company.
- **“Code of Conduct”** means the Code of Business Conduct and Ethics.
- **“Employee”** means any employee or director of **XP**.
- **“Protected Disclosure”** means the disclosure of a Reportable Matter in accordance with this Policy.
- **“Reportable Matter”** means a genuine concern concerning actual or suspected:
 - A. fraudulent practices, such as improperly tampering with **XP**, books and records, or theft of company property;
 - B. corruption, including bribery and money laundering;
 - C. breaches of the Code of Conduct.
 - D. Such other as prescribed from time to time.
- **“Whistle-blower”** means any Employee or director who makes a Protected Disclosure under this Policy.
- **“Role of Audit Committee” – “Director”** Mr. Jasveer Singh director of the company be and is hereby designated to play the role of Audit Committee.

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4. REPORTING MECHANISM

XP through its Director (Mr. Jasveer Singh) playing the role of Audit Committee investigate Protected Disclosures.

Protected Disclosures are to be made as under either by:



By Email



By Letter



By Telephone

By Email to:

- jasveer@xpindia.in

By Telephone to:

- 9810505417 – Jasveer Singh (Director)

By Letter to:

Director playing the role of Audit Committee (Jasveer Singh) marked “Private and Confidential”, and delivered to the Address of the company either Registered Address / Corporate Address or Regional Office Address. (if any)

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4.1 To enable the proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided:

- the nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Code of Conduct, please refer to the provision of the Code of Conduct that is alleged to have been violated);
- the names of the Concerned to which the Reportable Matter relates (for example, please provide the name of the business unit or name of the person that is alleged to have violated the Code of Conduct);
- the relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns a violation of the Code of Conduct, please include information about the circumstances and timing of the violation); and

4.2 To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy.

All Protected Disclosures are taken seriously and will be promptly scrutinized and investigated by **Director** in accordance with the Guidance on Responding to Protected Disclosures.

5. PROTECTION OF WHISTLE-BLOWERS

If a Whistle-blower does provide his or her name when making a Protected Disclosure, **XP** will treat as confidential the identity of the Whistle-blower and the fact that a Protected Disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.

A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. **XP** prohibits its Employees, Director from engaging in retaliation or intimidation that is directed against a Whistle-blower. Anyone who engage in retaliation or intimidation in violation of this Policy will be subject to disciplinary action, which may include dismissal from employment or office.

If a Whistle-blower has been found to have made a deliberately false Protected Disclosure that Whistle-blower may be subject to disciplinary action, which may include dismissal.

6. ROLE OF BOARD OF DIRECTORS OR BOARD

The Board of Directors or Board is responsible for supervising the development and implementation of this Policy. They shall periodically review the Policy to consider whether amendments are necessary, and, if so, it shall communicate any such amendments to all Employees, Director as soon as possible.

The Board of Directors or Board shall make investigation and resolution of Protected Disclosures made pursuant to the Policy on a quarterly basis in the fair & transparent manner.

In addition, they shall have responsibility for coordinating the investigation of any serious Protected Disclosures concerning the alleged violation of laws or regulations that apply to XP.


7. MISCELLANOUS

- ✓ In case of conflict of interest, the matter is presided by the other director Mr. Bhagat Singh.
Email: bhagat@instanttransport.in Phone No. 9810227717

- ✓ **For any policy related query: Ms. Mamta Rani Singh (Director HR)**
Email: hr@xpindia.in Phone No. 8860650666

- ✓ Whistle Blower Policy & details of vigil mechanism is disclosed by the company on the website of the company if any, and in the Board's Report.

For Instant Supply Chain Solutions Pvt. Ltd.


Director