

mPokket Financial Services Private Limited



VIGIL MECHANISM AND WHISTLE BLOWER POLICY

Summary of Policy

Version	Issue and Effective Date	Review periodicity	Approving Authority	Policy Owner
V1		As and when	Board of Directors	HR Department
V2	18-03-2024	As and when	Board of Directors	HR Department
V3	28-03-2026	As and when	Board of Directors	HR Department

Review Date	Next Review Date	Comments/ Remarks/ Changes
18-03-2024		Periodic Review and minor language changes
28-03-2026		Periodic Review and minor language changes

1. PURPOSE

This Vigil Mechanism and Whistle Blower Policy ("Policy") is framed pursuant to Section 177(9) & 177(10) of the Companies Act, 2013, read with applicable Rules, and in alignment with RBI corporate governance expectations for NBFCs.

The purpose of this Policy is to:

- encourage ethical and lawful conduct across the Company.
- provide a secure and confidential mechanism to report genuine concerns.
- enable early detection and prevention of fraud, misconduct, regulatory non-compliance, and unethical practices.
- facilitate investigation and resolution of reported concerns, and
- protect whistleblowers acting in good faith from retaliation while at the same time actively discouraging malicious or knowingly false complaints.

The Audit Committee of the Board shall oversee the vigil mechanism. Any member having a conflict of interest in a particular matter shall recuse, and the remaining members shall deal with the matter.

2. PREFACE

mPokket Financial Services Private Limited ("Company") is committed to the highest standards of integrity, transparency and accountability. The Company believes that a robust whistleblowing framework is a critical component of sound corporate governance and effective risk management.

This Policy provides a formal channel for raising concerns regarding actual or suspected misconduct, fraud, unethical behaviour, or violation of law or Company policies, without fear of reprisal.

This Policy does not replace other grievance redressal mechanisms and does not dilute the duty of confidentiality owed by employees in the normal course of employment.

3. OBJECTIVES

The objectives of this Policy are to:

- Act as an additional internal control and compliance mechanism.
- Enable reporting of actual or suspected misconduct, fraud, unethical practices or violations of the Code of Conduct.
- Ensure compliance with applicable laws, RBI directions and internal policies.
- Provide a safe and confidential mechanism for reporting concerns without fear of retaliation
- Safeguard the Company's financial and reputational interests.
- Promote a culture of accountability, transparency and ethical conduct.

4. APPLICABILITY OF POLICY

This Policy shall be communicated to all concerned persons at the commencement of their engagement and shall be applicable to:

1. All the Directors of the Company.
2. All Employees of the Company and
3. All other stakeholders of the Company.

5. DEFINITIONS

"Act" means Companies Act, 2013 and rules framed thereunder.

"Audit Committee" means Audit Committee of the Board constituted under Section 177 of the Act.

"Board" means the Board of Directors of the Company.

"Disciplinary Action" means any action that can be taken on the completion of /during the investigation proceedings including but not limited 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.

"Directors" means all the directors of the Company.

"Employee" means every employee of the Company (whether working in India or outside).

"Protected Disclosure" means any written communication made in good faith that discloses or demonstrates information about unethical, illegal or improper conduct.

"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 under this Policy.

"Whistle blower" means any Director, Employee or third party who makes a Protected Disclosure under this Policy.

"Whistle Officer" means an Officer nominated by the Company to receive and investigate disclosures.

"Whistle Committee" or "Committee" means a committee of persons which may be constituted by the Company, as and when required to conduct detailed investigation of the disclosure received from the whistle blower and recommend disciplinary action.

The Committee, if constituted, shall include senior level officers of Human Resource Department, Internal Audit and a representative of the Company / Division/ Department where the alleged malpractice has occurred.

Oversight of this process will be assigned to the Audit Committee. A senior-level officer from the Human Resources Department will be responsible for managing access to the email created for whistleblowing purposes.

"Good Faith" means a reasonable belief that the information disclosed is true and made without malice or personal gain.

"Policy or This Policy" means, "Whistle Blower Policy."

6. SCOPE OF REPORTABLE MATTERS

The Policy covers, inter alia:

- Fraud, financial irregularities, accounting manipulation or deficiencies in internal controls.
- Intentional breach of RBI directions, Companies Act contractual obligations or any other applicable laws.
- Abuse of authority gross negligence, or acts causing substantial risk to public health or safety or conflict of interest.
- Bribery, corruption, theft or misappropriation of assets or misuse of Company funds or assets.
- Insider trading or leakage or pilferage of confidential or proprietary information.
- Intentional breach of data privacy, IT security, or misuse of social media impacting the Company.
- Retaliation against whistleblowers.
- Sexual harassment or any conduct violating dignity or workplace ethics (without prejudice to POSH mechanism);
- Any breach of Company Code of Conduct or policies.

7. EXCLUSIONS

This Policy does not ordinarily cover:

- Personal grievances (promotion, appraisal, transfers);
- Customer complaints.

Any such matter received under this Policy shall be redirected to the appropriate mechanism without investigation under this Policy.

8. GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- Ensure that the Whistle blower and/or the person processing the Protected Disclosure is not victimized for doing so.
- Treat victimization as a serious matter, including initiating disciplinary action on person/(s) indulging in victimization.
- Complete confidentiality of identity and information.
- Protection against retaliation.
- Zero tolerance for victimization or evidence tampering.
- Opportunity of being heard to the Subject.

Presumption of innocence until investigation is concluded.

9. REPORTING CHANNELS & ANONYMOUS COMPLAINTS

Complaints may be made through the following channels only:

1. **Email:** whistleblower@mpokket.com or such other email ID as may be notified by the Company from time to time.
2. **Written letter:** mPokket Financial Services Private Limited
PS Srijan Corporate Park, Unit 1204, Tower I
Plot G2, Street No. 25, GP Block, Sector V
Kolkata – 700091

Complaints should preferably contain:

- Name and contact details of the whistleblower.
- Description of the concern with relevant facts.
- Names of persons involved (if known).

Anonymous disclosures are discouraged as they limit investigation effectiveness.

9. INVESTIGATION & TIMELINES

- Acknowledgement: within 10 working days
- Preliminary assessment: within 5 working days
- Detailed investigation: within 90 working days

Serious matters involving fraud or regulatory breach shall be escalated to the CEO and Audit Committee immediately.

Timelines may be extended with reasons recorded in writing, particularly in complex or regulatory-sensitive matters.

10. PROTECTION AGAINST RETALIATION

No whistleblower acting in good faith shall suffer harassment, discrimination, termination, demotion or any adverse employment action.

Any retaliation shall attract strict disciplinary action. Protection extends to employees assisting in investigations.

11. ROLES & RESPONSIBILITIES

Whistle Officer

- Receive and acknowledge complaints.
- Conduct or oversee investigations.
- Maintain confidentiality.
- Submit periodic reports to the Audit Committee.

Audit Committee

- Oversight of vigil mechanism.
- Review quarterly summary of complaints.
- Ensure independence and effectiveness of the mechanism.

Senior Management

- Set ethical tone.
- Ensure training and awareness.
- Implement corrective actions.

12. FALSE OR MALICIOUS DISCLOSURES

Knowingly false or malicious disclosures shall attract disciplinary action. However, no action shall be taken for complaints made in good faith even if unsubstantiated.

13. RECORD RETENTION

All disclosures and investigation records shall be retained for a minimum period of 7 years or such longer period as may be required under applicable law or regulatory directions.

14. REPORTING TO THE BOARD/BOARD LEVEL COMMITTEE

Material matters involving fraud, senior management or regulatory exposure shall be reported immediately to the Audit Committee.

15. AMENDMENT & WAIVER

The Board reserves the right to amend or modify this Policy. Any waiver shall require approval of the Audit Committee or Board, as applicable.

16. THE PATH TO FIND THE POLICY

The policy is available on HRIS →HR Documents →Policies