

POLICY ON VIGIL MECHANISM / WHISTLE BLOWER POLICY

1. PREAMBLE

Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), as amended from time to time, the Board of Directors of the Company has adopted this Vigil Mechanism / Whistle Blower Policy (“Policy”).

The Company is committed to maintaining the highest standards of ethical, moral and legal conduct in its business operations and to promoting a culture of honesty, integrity, transparency and accountability.

This Policy provides a mechanism for directors, employees and stakeholders to report genuine concerns relating to unethical behaviour, actual or suspected fraud, violation of the Company’s Code of Conduct, misuse of authority, leakage of unpublished price sensitive information (“UPSI”), non-compliance with legal or regulatory requirements or any other misconduct without fear of retaliation.

2. OBJECTIVE

The objective of this Policy is to:

- Provide a vigil mechanism for directors and employees to report genuine concerns;
- Establish a framework for responsible and secure whistle blowing;
- Ensure protection against victimization for whistle blowers;
- Ensure fair and timely investigation of reported concerns;
- Provide direct access to the Chairperson of the Audit Committee in exceptional cases;
- Strengthen corporate governance and ethical business practices.
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3. APPLICABILITY

This Policy shall apply to:

- All Directors;
- Permanent employees;
- Contractual employees;
- Retainers, consultants and trainees;
- Vendors, customers and other stakeholders dealing with the Company.

4. DEFINITIONS

“Act”

Means the Companies Act, 2013 and rules made thereunder.

“Audit Committee”

Means the Audit Committee constituted by the Board of Directors of the Company under Section 177 of the Act and Regulation 18 of SEBI LODR.

“Company”

Means Moongipa Capital Finance Limited.

“Protected Disclosure”

Means any communication made in good faith that discloses or demonstrates information relating to unethical practices, fraud or improper activity.

“Whistle Blower”

Means a director, employee or stakeholder making a Protected Disclosure under this Policy.

“Subject”

Means a person against or in relation to whom a Protected Disclosure has been made.

“Vigil Mechanism”

Means the mechanism established under this Policy for reporting genuine concerns.

5. SCOPE OF POLICY

The Policy covers reporting of concerns including but not limited to:

- Fraud, bribery or corruption;
- Financial irregularities or accounting manipulation;
- Breach of Company policies or Code of Conduct;
- Misappropriation of Company assets;
- Insider trading or leakage of UPSI;
- Non-compliance with legal or regulatory requirements;
- Abuse of authority;
- Conflict of interest;
- Harassment or discrimination;
- Any unethical or improper conduct.

This Policy shall not apply to routine employment grievances, which shall be dealt with under the applicable HR policies.

6. REPORTING MECHANISM

Protected Disclosures may be reported in writing by email or letter to the designated Nodal Officer or directly to the Chairperson of the Audit Committee.

The disclosure should contain:

- Name and contact details of the complainant;
- Nature of concern;
- Relevant facts and supporting evidence, wherever available.

Anonymous complaints may be considered at the discretion of the Audit Committee depending upon seriousness and credibility.

In exceptional or sensitive cases, the Whistle Blower may directly approach the Chairperson of the Audit Committee.

7. INVESTIGATION

- All Protected Disclosures shall be reviewed promptly.
- The Audit Committee or authorized investigator shall conduct an appropriate investigation.
- The Subject shall be provided an opportunity to explain his/her position.
- Investigations shall be conducted in a fair, unbiased and confidential manner.
- The decision of the Audit Committee shall be final and binding.

8. PROTECTION TO WHISTLE BLOWER

The Company prohibits retaliation or victimization against any Whistle Blower who reports concerns in good faith.

No Whistle Blower shall suffer:

- Harassment;
- Discrimination;
- Unfair employment practices;
- Demotion or termination;
- Threats or intimidation.

Any act of retaliation shall be treated as misconduct and may result in disciplinary action.

Protection under this Policy shall not extend to false or frivolous complaints made with mala fide intention.

9. CONFIDENTIALITY

The identity of the Whistle Blower, Subject and all records relating to investigations shall be kept strictly confidential to the extent possible and permitted by law.

All persons involved in the process shall maintain confidentiality of information received during investigation.

10. ACCESS TO AUDIT COMMITTEE

In accordance with Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI LODR:

- The Company affirms that no personnel shall be denied access to the Chairperson of the Audit Committee.
- The Audit Committee shall oversee the functioning of the Vigil Mechanism.

11. FALSE COMPLAINTS

Where a complaint is found to be frivolous, baseless or made with mala fide intention, the Audit Committee may recommend appropriate disciplinary action against the complainant.

12. REVIEW AND AMENDMENT

The Board of Directors reserves the right to amend, modify or revise this Policy in whole or in part at any time in line with applicable laws, regulatory requirements and business needs.

Any amendment in the Companies Act, 2013, SEBI LODR Regulations or other applicable laws shall automatically apply to this Policy.

13. DISCLOSURE

The details of establishment of Vigil Mechanism shall be disclosed on the website of the Company and in the Board's Report as required under applicable laws.

14. EFFECTIVE DATE

This revised Policy shall come into effect from the date of its approval by the Board of Directors, i.e., 25/05/2026, and shall supersede the earlier Vigil Mechanism / Whistle Blower Policy to the extent modified herein.