

# **ROHA HOUSING FINANCE PVT. LTD.**

## **VIGIL MECHANISM**

**(Approved by Board of Director on June 27, 2020)**

**(Version -1)**

## 1. Preamble

Roha Housing Finance Private Limited (hereafter referred to as “RHFPL” or “Company” in this document) believes in promoting a fair, transparent, ethical and professional work environment. The Vigil mechanism is implemented not only as a safeguard to unethical practices. This mechanism is intended to provide mechanism for reporting genuine concerns or grievance which are dealt with in unfair and unbiased manner as provided in Section 177 (9) and (10) of the Companies Act, 2013 and rules framed thereunder.

## 2. Definitions

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

- a. **Protected disclosure:** Any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.
- b. **Whistle-blower:** An individual who makes a protected disclosure under this mechanism. This could be an Employee, Director, Vendor, Supplier, Dealer and Consultant, including Auditors of RHFPL.
- c. **Audit Committee:** An audit committee is an operating committee formed by the Board of Directors in accordance with Section 177 of the Companies Act 2013 and charged with oversight of financial reporting and disclosure.
- d. **Board of Directors:** A body of elected or appointed members who jointly oversee the activities of the company.
- e. **Company** shall mean Roha Housing Finance Private Limited
- g. **Investigators:** Selected employees or third parties charged with conducting investigations to ascertain the creditability of such whistle-blower complaints.
- h. **Subject** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

## 3. Scope of the Policy

This Policy covers actual or suspected malpractices, illegal activities and instances as indicated below and allows the Whistle-blower to report the same to the concerned authority (ies):

- Misrepresentation of facts or falsification of records/reports of the Company;
- Misuse of Company Assets/Funds; (e.g.: forged bills, personal use of company assets etc.)
- Pilferation of confidential information to advance personal interests;
- Dual employment directly or indirectly affecting the interest of the Company;

- Misuse of customers' money in any form; (e.g. taking unauthorized money / gifts or offer of entertainment from customers etc.)
- Any undue favour to the customer for personal gains; (e.g. forging of documents, deliberately hiding important facts etc.)
- Misusing/taking advantages of functional procedural lapse including misrepresentation of the facts;
- Indulgence in any unlawful Act involving violation of any criminal/civil law/legislations;
- Breach of Company policy;
- Dangerous practice(s) likely to cause physical harm/damage to any person/property;
- Abuse of power or authority for any unauthorized or ulterior purpose;
- Unfair discrimination, coercion, harassment in the course of employment or provision of services.

However, the above should be supported by proper evidence and reliable information. Care should be taken not to indulge in baseless allegation and should not be used in place of the Company's grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

Any employee and / or director, knowingly hiding information in any form regarding any unethical practices/activities in one's work place will also constitute unethical practice on the employee's part.

#### **4. Guidelines**

(a) Reporting under the Policy is critical for early detection, proper investigation and remediation and deterrence of violations of Company policies or applicable laws and regulations.

(b) The Company shall maintain the confidentiality of the Vigil Mechanism and ensure to provide complete protection from any kind of unfair treatment for disclosing in good faith any unethical or improper practices or alleged wrongful conduct. It will be ensured that the Vigil Mechanism or any other person, processing or investigating or assisting in the investigation of the Protected Disclosure is not victimized.

(c) A Vigil Mechanism shall not be at a risk of suffering any form of reprisal or retaliation (includes discrimination, harassment or vengeance in any manner). However, incidents of retaliation, if any, against the Whistle-blower or person investigating the matter or assisting in the investigation would be taken seriously by the Company and will result in appropriate disciplinary action against the official responsible.

(d) This Policy should not be used as a defense or a mechanism to mislead the Company against a legitimate action initiated. The Company encourages disclosures in good faith but any false allegations of alleged wrongful conduct and/repeated frivolous complaints being

filled by a Whistle-blower shall be subject to disciplinary action against the Vigil Mechanism including reprimand.

(e) In case any member of the Audit Committee have a conflict of interest, in any given matter reported to the Audit Committee, the said member should not participate in the discussion/ investigation relating to the said matter/s.

The remaining members of the Audit Committee shall be authorized to deal with the said matter/s.

## 5. Investigation Process

a. A whistle-blower would be given the option to keep his/ her identity anonymous while reporting an incident. The company will make no attempt to discover the identity of an anonymous whistle-blower. If the whistle-blower's identity becomes known during the course of the investigation, RHFPL will ensure that the identity of the whistle-blower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings.

b. A whistle-blower reporting issues related to sexual harassment, child labour, discrimination, violation of human rights would necessarily need to disclose their identity to enable effective investigation.

c. Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the whistle-blower.

d. The Audit Committee would safeguard the whistle-blower from any adverse action. This includes discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices.

e. Protection under this mechanism would not mean protection from disciplinary action arising out of false allegations made by a whistle-blower.

f. A whistle-blower may not be granted protection under this mechanism if he/she is subject of a separate complaint or allegations related to any misconduct.

g. If a complainant believes that she or he have been treated adversely as a consequence of their use of the vigil mechanism can approach the Chairman of the Audit Committee of Roha Housing Finance Pvt Ltd. in confidence. The contact information for the Chairman of the Audit Committee is provided on **Appendix A** to this document.

## 6. Right to amendment

The Company holds the right to amend or modify the policy on prior clearance from the Board of Directors. Any amendment or modification of the policy would be done by an appropriate authority as mandated in law. The updated Vigil mechanism would be shared with the employees, suppliers and vendors thereafter.

## 7. Coverage of the Whistle Blowing

All employees, directors, vendors, suppliers, dealers and consultants, including auditors who are associated with RHFPL 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. Unfair trade practices & anti-competitive behaviour
- j. Non-adherence to safety guidelines
- k. Sexual harassment
- l. Child labour
- m. Discrimination in any form
- n. Violation of human rights

Any person desirous of making report for the abovementioned points can report to the Members of the Audit Committee (**Appendix -B**) and all matters not covered under this mechanism can be reported directly to your one over manager or your Human Resources contact.

## Appendix - A

### Chairperson of Audit Committee

#### Jyotin Shastri

Roha Housing Finance Private Limited  
JJT House, A 44-45 Road No. 2,  
MIDC Andheri (East) Mumbai  
[jyotin.shastri@rohagroup.com](mailto:jyotin.shastri@rohagroup.com)

## Appendix -B

### Detail of Audit Committee

S. No	Name of the Member	Position in the Committee	Email ID
1	Jyotin Shastri	Chairman	<a href="mailto:jyotin.shastri@rohagroup.com">jyotin.shastri@rohagroup.com</a>
2	Neeraj Modi	Member	<a href="mailto:neeraj.modi@rohagroup.com">neeraj.modi@rohagroup.com</a>
3	Sunil Kapoor	Member	<a href="mailto:sunil.kapoor@rohagroup.com">sunil.kapoor@rohagroup.com</a>

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