

ROHA HOUSING FINANCE PRIVATE LIMITED VIGIL MECHANISM

(As approved by the Board of Directors of the Company on 30th
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(Version -2)

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1. Preamble

Roha Housing Finance Private Limited (hereafter referred to as “RHFPL” or “the Company”) 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”** is an employee or group of employees of the Company (all employees full time, part time, including the management of Company or employees appointed on temporary/contract basis), Agents/DSAs of the Company, Empanelled Advocates, Valuers, FI agencies of the Company, Borrowers/Customers of the Company, as well as representatives of vendors, consultants, service providers or any outside agency (ies) doing any type of business with the Company who make a Protected Disclosure under this Policy and also referred in this policy as Complainant.

c. **“Fraud”** is a willful act intentionally committed by an individual(s) by deception, suppression, cheating or any other fraudulent or any other illegal means, thereby, causing wrongful gain(s) to self or any other individual(s) and wrongful loss to other(s). Many a times such acts are undertaken with a view to deceive/mislead others leading them to do or prohibiting them from doing a bonafide act or take bonafide decision which is based on material facts.

d. **“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.

e. **“Board of Directors”** A body of elected or appointed members who jointly oversee the activities of the company.

f. **“Company”** shall mean Roha Housing Finance Private Limited

g. **“Nodal Officer”** means an officer of the Company nominated by the MD & CEO to receive Protected Disclosures from whistleblowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

h. **“Investigators”** Selected employees or third parties charged with conducting investigations to ascertain the creditability of such Whistle-Blower complaints.

i. **“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 Members of the Audit Committee (**Annexure –1**) and all matters not covered under this mechanism can be reported directly to your one over manager or your Human Resources contact:

- Misrepresentation of facts or falsification of records/reports of the Company;
- Misuse of Company Assets/Funds; (e.g.: forged bills, false expense reimbursements, personal use of company assets etc.)
- Financial misappropriation and fraud
- Inaccuracy in maintaining the Company's books of account and financial records.
- Procurement fraud
- 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;
- Corruption & bribery;
- Unfair trade practices & anti-competitive behavior;
- Non-adherence to safety guidelines;
- Sexual harassment;
- Child labour;
- Violation of human rights;
- 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) RHFPL 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 has 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. Receipt and Disposal of Protected Disclosures/Fraud

a. Protected Disclosures/Fraud should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or Hindi.

b. The Protected Disclosures should be submitted in a closed and secured envelope and should be super scribed as “Protected Disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above it will not be possible for the Audit Committee to protect the complainant and the Protected Disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Nodal Officer will not issue any acknowledgement to the complainant and the complainants are advised neither to write the name/address of the complainant on the envelope nor to enter into any further correspondence with the Nodal Officer/audit committee. The Audit Committee assures that in case any further clarification is required he will get in touch with complainant.

c. Anonymous / pseudonymous disclosure shall not be entertained by the Nodal Officer.

d. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Nodal Officer/MD & CEO /Chairman of the Audit Committee shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

e. All Protected Disclosures should be addressed to the Nodal Officer of the Company.

f. Protected Disclosure against the Nodal Officer should be addressed to the MD & CEO of the Company and the Protected Disclosure against the MD & CEO of the Company should be addressed to the Chairman of the Audit Committee.

g. On receipt of the protected disclosure, Nodal Officer / MD & CEO / Chairman of the Audit Committee shall make a record of the Protected Disclosure and also ascertain from the complainant whether he/She was the person who made the Protected Disclosure or not before referring the matter to the Audit Committee of RHFPL for further appropriate investigation and needful action. The record will include:

- I. Brief facts;
 - II. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - III. Whether the same Protected Disclosure was raised previously on the same subject;
 - IV. Details of actions taken by Nodal Officer / MD & CEO for processing the complaint.
 - V. Findings of the Audit Committee;
- h. The Audit Committee if deems fit may call for further information or particulars from the complainant.
- i. Further the contact details of the Nodal Officer for this policy, MD & CEO and Chairman of the Audit Committee is mentioned in the **Annexure-1** to this policy. Further, the Company Secretary of the Company is authorized to amend the contact details of above persons from time to time based upon the change in the constitution / resignation and / or appointment of the persons specified in the Annexure and update on website immediately.

6. 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 RHFPL in confidence. The contact information for the Chairman of the Audit Committee is provided on **Annexure-1** to this document.

7. Decision and Reporting

- a. Audit Committee along with its recommendations will report its findings to the MD & CEO through the Nodal Officer. Copy of above decision shall be addressed to the Audit Committee, the Nodal Officer, the complainant and the subject.
- b. In case the subject is a Nodal Officer of the Company, the Protected Disclosure shall be addressed to the MD & CEO who, after examining the Protected Disclosure shall forward the matter to the Audit Committee. The Audit Committee after providing an opportunity to the subject to explain his/her position and after completion of investigation shall submit a report along with its recommendation to the MD & CEO. Copy of the above decision shall be addressed to the Audit Committee, the Nodal Officer, the

complainant and the subject.

- c. In case the subject is the MD & CEO of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the Protected Disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.
- d. 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.
- e. A complainant who makes false allegations of unethical & improper practices or about wrongful conduct of the subject to the Nodal Officer or the Audit Committee, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

8. Baseless/Malicious Allegation

- a. The Nodal Officer shall carry out preliminary investigation. If it appears to the Nodal Officer that a complaint has no basis or it is not a matter to be pursued under this policy, it may be dismissed at that stage and the decision documented.
- b. Malicious allegation by the Complainant / reporter may result in disciplinary action against him/her.

9. Secrecy / Confidentiality

The Complainant, Nodal Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

- a. Maintain confidentiality of all matters under this Policy;
- b. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations;
- c. Not keep the papers unattended anywhere at any time;
- d. Keep the electronic mails/files under password.

10. Validity and Review

This policy will be reviewed annually or earlier to incorporate the change in business strategy or amendments in applicable regulations impacting the policy. Any revisions in the policy shall be approved by the board.

11. Access to Chairman of the Audit Committee

The Whistle Blower 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.

Annexure-1

Details of the Nodal Officer	Details of the MD & CEO	Details of the Chairman of Audit Committee
Preeti Singh, Chief Compliance Officer compliance@rohahousing.com	Mr. Sunil Kapoor ceo.hf@rohahousing.com	Mr. Jyotin Shastri jyotin.shastri@rohagroup.com
