



WHISTLE BLOWER POLICY

DOCUMENT OVERVIEW

Sr No.	Particulars	Page No.
1	Preamble	3-3
2	Framework	4-6
3	Amendment and updates	6-6

SUMMARY OF VERSION

Policy prepared	Human Resource
Policy reviewed/approved	Reviewed by Nomination and Remuneration Committee & Approved by Board of Directors
Current Approval/Revision date	28-05-2025
Version	V_1.0 FY 25-26

1.1 Preamble

Moneyboxx Finance Limited (“The Company”) believes and is committed to adhere to high ethical standards and compliance with laws and regulations applicable to its business. The Company has, thus, adopted a Code of Conduct that provides for the policies and procedures that promotes the ethical and legal behavior by the employees of the Company.

In context, the company encourages and supports its employees and / or directors making disclosures of any such suspected instances of unethical/improper behavior and intends to provide for a mechanism to channelize reporting of such instances/ complaints to ensure proper governance.

Pursuant to section 177 (9) & (10) of the Companies Act, 2013 read with rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22(1) of the Listing Regulations, the Company is required to formulate a vigil mechanism/ whistle blower policy (“Whistle Blower Policy”/ “this Policy”) for directors and employees to report genuine concerns. Further, Regulation 22(2) requires the vigil mechanism to provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

Thus, this Whistleblower Policy (“the Policy”) is being introduced, in line with the above requirements, to provide for a Vigil Mechanism for employees and/ or directors of the Company to bring to the notice of the Ethics Officer [Head of Human Resources (HR)] or Directors. or the Chairman of the Audit Committee of the Company, instances of unethical behavior and violation of regulatory / legal requirements.

1.2 Definitions

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

(a) “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013, read with of Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 18 of the SEBI Listing Regulations in alignment with the RBI Guidelines on corporate governance for non-banking financial companies as amended from time to time and is being authorized to oversee the Vigil Mechanism of the Company.

(b) “**Employee**” means every employee (probationer, confirmed and outsourced) of the company, including ex-employee and Executive Directors of the Company.

(c) “**Director**” means a director appointed to the Board of a company.

(d) “**Concerned Authority**” means that person who is the Ethics Officer [Head of Human Resources (HR)] or the Directors or the Chairman of the Audit Committee of the Company.

(e) “**Code of Conduct**” means the Moneyboxx Finance Code of Conduct.

(f) “**Protected Disclosure**” means any communication made in good faith to disclose information that evidences an unethical or improper activity/behavior.

(g) “**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.

(h) “**Whistle Blower**” means an employee and / or director, making a protected disclosure under this Policy. He/she is neither an investigator nor a finder of facts, nor does he/she determine the appropriate corrective or remedial action that may be warranted.

(i) **“Improper/unethical behavior”** for the purpose of this policy means and includes suspected or alleged illegal, false, misleading, dishonest, deceptive, unethical, corrupt or unconscionable conduct and shall also include other acts pertaining to breach of policy/misappropriation/harassment etc. which could also be part of Code of conduct and malpractices policy in place.

1.3 Scope of Policy

(a) Whistle Blower can bring the following to the notice of the concerned authority(ies):

- (i) Any fraudulent activities going on in the Office/Branch/Unit.
- (ii) Willful indulgence in unethical practices like;

- Misrepresentation of facts or falsification of records 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.

(iii) Any grievances arising out of (i) and (ii) including but not limited to retaliation, victimization, or suppression faced by a whistleblower or employee because of reporting such unethical practices. However, the above should be supported by proper evidence and reliable information. Care should be taken not to indulge in baseless allegations.

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

1.4 Guidelines

(a) This policy is an internal policy for disclosing wrongful/unethical/improper acts which are considered to be in deviation of the Code of Conduct. 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 ensure maintaining the confidentiality of the Whistle Blower and shall 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 Whistle Blower and/or the employee and/or director, processing or investigating or assisting in the investigation of the Protected Disclosure is not victimized.

(c) Incidents of retaliation 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 an employee or director shall be subject to disciplinary action against the concerned employee or director 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.

1.5 Procedures for reporting Protected Disclosures (PD)

(a) The Protected Disclosures shall be made in writing.

(b) All Protected Disclosures relating to employees at the levels of Functional Heads and / or Vice Presidents (VPs) and above shall be made and addressed to the Directors of the Company. In respect of Protected Disclosures relating to KMP/ Director(s) shall be directly addressed to the Chairman of Audit Committee.

(c) All Protected Disclosures relating to employees below the level of Functional Heads and our VP(s) shall be made and addressed to the Ethics Officer.

(d) The contact details of the Ethics Officer / Director / Chairman of Audit committee is as under

Ethics Officer: Siddhartha Ghosh (Head HR)

E-mail id: whistleblower@moneyboxxfinance.com

WhatsApp: **8655353095**

Director: Mayur Modi

E-mail id : mayurmodi@moneyboxxfinance.com

Director: Deepak Aggarwal

E-mail id: deepakaggarwal@moneyboxxfinance.com

1.6 Investigation Process

(a) On receipt of Protected Disclosure, the concerned authority may appoint/authorize an investigator/group of investigators or department personnel to investigate such acts. The concerned authority may, Depending on the protected disclosure received, outline the detailed procedure and scope for the conduct of such investigation.

(b) Subject shall be informed of the allegation at the time when the concerned authority on their preliminary review of the matter determine that the protected disclosure made needs to be investigated further and shall also be provided with an opportunity of being heard during the investigation.

(c) The concerned authority shall have the right to call for information/document and/or examination of any employee (including the Subject and Whistle Blower) as they may deem necessary in the process of investigation.

(d) It is expected that the Subject co-operates with the concerned authority or the authorized person appointed to conduct investigation. The Subject shall not interfere in the investigation process by non-cooperation, mala fide intent, undue influence or tampering record/evidence;

(e) Disciplinary or corrective action as decided by the concerned authority would be in line with the Code of Conduct or other applicable personnel or staff conduct and disciplinary policies/processes in place.

(f) The Ethics Officer shall be responsible for retaining the copies of all protected disclosures and investigation relating thereto for a minimum period of 10 years.

1.7 Amendments / Modifications

The Board of Directors can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

**Minor changes or update to the Policy which do not materially alters its intent or scope may be reviewed and approved by the Management Committee*