

# WHISTLE BLOWER (VIGIL MECHANISM) POLICY

(For Base Layer NBFC – Investment and Credit Company)

## 1. Preamble

Thirukochi Fincap Limited (“the Company”) is a Non-Banking Financial Company – Investment and Credit Company (NBFC-ICC), registered with the Reserve Bank of India vide Certificate of Registration No. B10.00318 dated March 31, 2023.

As a regulated financial institution, the Company recognizes that:

- Ethical conduct is the foundation of financial stability
- Transparency strengthens stakeholder confidence
- Early detection of misconduct reduces regulatory, financial and reputational risk
- Employees *and stakeholders* play a critical role in identifying internal irregularities
- This Policy establishes a structured Whistle Blower Mechanism (*operating as the statutory Vigil Mechanism*) in line with:
  - RBI Scale Based Regulation (SBR) framework
  - Corporate governance expectations for NBFCs
  - *Section 177(9) of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014*
  - Fraud risk management principles
  - Sound internal control systems

## 2. Objectives

The objectives of this Policy are to:

1. Provide a secure and confidential reporting channel *for stakeholders to raise genuine concerns and grievances*
2. Encourage reporting of unethical conduct without fear
3. Protect whistle blowers against retaliation *or victimization*
4. Enable prompt investigation and corrective action
5. Promote a culture of integrity and accountability
6. Strengthen internal controls and compliance oversight *in adherence to statutory and regulatory standards*

## 3. Applicability

This Policy applies to:

- All permanent employees
- Contractual / temporary staff
- Directors
- Key Managerial Personnel
- Senior Management
- Consultants engaged by the Company
- *External stakeholders, including vendors, suppliers, and Lending Service Providers (LSPs)*
- The mechanism covers matters relating to the Company’s operations, governance, regulatory compliance and financial conduct.

## 4. Reportable concerns

A disclosure may relate to any act involving:

### A. Financial Misconduct

- Fraud or suspected fraud
- Embezzlement or misappropriation
- Falsification of accounts or records

- Manipulation of financial statements
- Diversion of funds
- **Any violation of the Prevention of Money Laundering Act, 2002 (PMLA)**

#### **B. Regulatory Non-Compliance**

- Violation of RBI directions
- Breach of NBFC prudential norms
- Non-compliance with KYC / AML guidelines
- Breach of Fair Practices Code **and Digital Lending Guidelines**

#### **C. Governance Violations**

- Abuse of authority
- Conflict of interest
- Insider dealing or confidential information misuse
- Collusion with borrowers or third parties

#### **D. Operational Misconduct**

- Negligence causing financial loss
- Data breach or misuse of customer information **in violation of the Digital Personal Data Protection (DPDP) Act, 2023**
- Unauthorized gold valuation manipulation (in gold loan cases)

#### **E. Workplace Misconduct**

If the complaint pertains to sexual harassment, it shall be referred to the Internal Complaints Committee under the: Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **5. Matters not covered**

The following shall not ordinarily be considered:

- Loan service disputes
- Customer grievances (handled under Grievance Redressal Policy)
- Anonymous vague complaints without material details
- Personal employment grievances
- Matters pending before courts/tribunals
- Frivolous or malicious complaints

#### **6. Reporting channels**

##### **6.1 Written Complaint**

Complaints must be submitted in a sealed envelope marked:

“Confidential – Whistle Blower Disclosure”

Addressed to:

General Manager (*or the designated Vigilance Officer*)  
Thirukochi Fincap Limited

Unit No. 703, 6th Floor, Oxford Towers No. 139

Old Airport Road, Kodihalli, Hulsur Bazaar

Bangalore North, Karnataka – 560008

**Email: [Insert Dedicated Whistleblower Email ID]**

##### **6.2 Complaints Against General Manager**

To be addressed to:

Managing Director

At the same registered office address.

##### **6.3 Direct Access Provision (Statutory Mandate)**

*In exceptional cases, or where the Whistle Blower feels the designated officers are conflicted, the Whistle Blower shall have direct access to the Chairperson of the Audit Committee.*  
*If the Company is not required to constitute an Audit Committee under Section 177 of the Companies Act, 2013, the Whistle Blower shall have direct access to the Director nominated by the Board to play the role of the Audit Committee for the purpose of this Vigil Mechanism.*

## 7. Anonymity & confidentiality

- Identity of *the* whistle blower shall be kept strictly confidential
- Disclosure of identity only if required by law *or to facilitate a fair investigation (with the Whistle Blower's consent)*
- Documents shall be password protected
- Access limited to *the* investigation team
- Physical records securely maintained

Failure to maintain confidentiality may attract disciplinary action.

## 8. Protection against retaliation

The Company strictly prohibits:

- Termination or suspension
- Demotion
- Salary reduction
- Threat or intimidation
- Transfer as punishment
- Adverse performance remarks

Any retaliation shall itself be treated as misconduct. Whistle Blowers shall be protected provided *the* disclosure is made in good faith. *This aligns with the protective principles of the Whistle Blowers Protection Act, 2014.*

## 9. Investigation framework

### 9.1 Recording of Complaint

Upon receipt, the complaint shall be:

- Logged in *a* confidential register
- Assigned *a* unique reference number
- Preliminary reviewed within 7 days

### 9.2 Preliminary Assessment

To determine:

- Whether *a* prima facie case exists
- Whether *the* matter falls under this Policy
- Whether referral to another mechanism is required

### 9.3 Detailed Investigation

- Investigation officer (*or an external independent agency/auditor*) appointed
- Suspect given *an* opportunity to respond (*adhering to the principles of natural justice*)
- Evidence collected and documented
- Witness statements recorded
- Forensic review if necessary

### 9.4 Investigation Timeline

- Normally completed within **45 to 90** days
- Extension allowed with recorded reasons

## 10. Decision making

If misconduct is established, the Managing Director *or the Audit Committee* may recommend:

· Warning or reprimand

- Suspension
- Termination
- Recovery of financial loss
- Police complaint (if criminal offence)
- Reporting to RBI *or the Ministry of Corporate Affairs (MCA)* (if regulatory breach)
- If no case is established, the matter shall be closed with reasons recorded.

### 11. False or malicious complaints

If a complaint is found to be:

- Knowingly false
- Maliciously motivated
- Intended to defame

Appropriate disciplinary action shall be initiated against the complainant *to prevent abuse of the Vigil Mechanism*. However, *an* inability to prove *an* allegation does not mean it was malicious.

### 12. Special provisions – senior officials

If *an* allegation involves:

- Vigilance Officer / **General Manager** → Escalated to Managing Director → Board / **Audit Committee**
- Director → Directly placed before *the Chairperson of the Audit Committee / Nominated Director*
- Board oversight ensures independence and fairness.

### 13. Record retention

All complaints, investigation reports and related records shall be preserved for:

- **A minimum of 8 years, in strict compliance with Section 128 of the Companies Act, 2013.**
- Or longer if required under *any pending litigation or specific law*.
- Records shall remain confidential.

### 14. Disclosure and transparency

The existence of *the* Whistle Blower Mechanism shall be disclosed annually in:

- Board's Report (*as mandated by Section 134(3) of the Companies Act, 2013*)
- Corporate Governance Report (if applicable)
- **The Company's official website (as mandated by Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014)**
- Sensitive case details shall not be disclosed.

### 15. Administration of policy

The General Manager (*or designated Vigilance Officer*) shall:

- Administer the policy
- Maintain records
- Ensure timely investigation
- Report significant matters to *the* Managing Director *and the Audit Committee*

### 16. Review & amendment

The Board of Directors shall review this Policy periodically.

If any conflict arises between this Policy and any:

- RBI Circular
- Master Direction
- **Provisions of the Companies Act, 2013**
- Regulatory Notification

The regulatory provision shall prevail automatically.

#### **17. Effective date**

This **WHISTLE BLOWER (VIGIL MECHANISM) POLICY** has been approved by the Board of Directors of THIRUKOCHI FINCAP LIMITED at its meeting held on 12/03/2026.

Effective Date: 12/03/2026

**Version:1**

