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WHISTLE BLOWER & VIGIL MECHANISM POLICY

OF

UNIFINZ CAPITAL INDIA LIMITED

VERSION: 1.2

APPROVED BY THE BOARD OF DIRECTORS

ON

08TH AUGUST, 2026

Sd/-

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KAUSHIK CHATTERJEE

CHIEF EXECUTIVE OFFICER

Version Control

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1. INTRODUCTION

Unifinz Capital India Limited ("Company") is committed to maintaining the highest standards of integrity, transparency, ethical conduct, accountability and good corporate governance in all its business activities. The Company recognises that Employees and Directors may, in the course of their duties, become aware of circumstances involving regulatory non-compliance, breach of governance, financial or operational irregularities, corruption, insider trading, leakage of Unpublished Price Sensitive Information ("UPSI"), fraud cases, suspicious activities in account(s), or any other improper activity that has a significant influence on the operations of the Company and may adversely affect its profits, cash flows, assets, customers, employees, reputation or compliance obligations.

Accordingly, the Company has established this Whistle Blower & Vigil Mechanism Policy ("Policy") to provide a structured and confidential mechanism through which Employees and Directors may raise genuine concerns in good faith, without fear of retaliation, victimisation or other adverse consequences.

The Policy establishes a clear framework for the receipt and preliminary assessment of Protected Disclosures by the Whistle Blower Officer and for referral of genuine and maintainable concerns to the Audit Committee for appropriate investigation and consideration. The Audit Committee shall, based on the findings of the investigation, make appropriate recommendations to the Board for necessary corrective, remedial, disciplinary, legal or regulatory action, wherever warranted.

The Policy is intended to support the Company's commitment to ethical business practices, strengthen its internal control and governance framework, facilitate early identification of material risks and irregularities, and ensure that concerns raised under this mechanism are dealt with fairly, independently, confidentially and in accordance with applicable laws, regulations and internal policies.

2. OBJECTIVE

The objectives of this Policy are to:

a. provides Employees and Directors with a structured and confidential mechanism for reporting genuine concerns;

b. facilitates timely identification of regulatory non-compliance, governance breaches, financial and operational irregularities, fraud, corruption and other material improper activities;

c. provides a mechanism for preliminary assessment of Protected Disclosures by the Whistle Blower Officer;

d. ensure that genuine and maintainable concerns are independently placed before the Audit Committee for investigation;

e. ensure that investigation of Protected Disclosures is conducted objectively, fairly and confidentially;

f. facilitates appropriate corrective, remedial, disciplinary, legal or regulatory action wherever warranted; and

g. provides adequate safeguards against retaliation, victimisation, harassment or adverse treatment of Whistle Blowers who make Protected Disclosures in good faith.

3. REGULATORY FRAMEWORK

This Policy has been formulated in accordance with the following laws, regulations and governance principles, as amended from time to time:

a. Companies Act, 2013, including Section 177 relating to the establishment of a Vigil Mechanism for eligible companies.

b. Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014.

c. Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

d. Any other applicable laws, regulations, regulatory directions, circulars, guidelines or governance requirements relating to regulatory compliance, fraud prevention, corporate governance, insider trading, protection of Unpublished Price Sensitive Information, financial or operational integrity and whistle blower protection, as applicable to the Company.

4. APPLICABILITY & SCOPE

This Policy shall apply to:

a. all permanent Employees of the Company;
b. probationary Employees;
c. temporary, casual and fixed-term Employees; and
d. Directors of the Company.

Employees and Directors making disclosures under this Policy shall collectively be referred to as "Whistle Blowers."

This Policy is intended for reporting serious concerns that fall within the scope of this Policy and shall not be used as a substitute for routine employee grievances, customer complaints, POSH complaints or ordinary disciplinary matters, which shall be dealt with under the respective applicable policies or mechanisms of the Company.

5. REPORTABLE CONCERNS

A Whistle Blower may make a Protected Disclosure concerning actual or suspected

matters relating to:

a. regulatory non-compliance or violation of applicable laws, rules, regulations, circulars, directions or regulatory requirements;

b. breach of corporate governance requirements or governance principles;

c. financial irregularities, accounting irregularities or manipulation of financial records;

d. falsification, alteration, concealment or destruction of books, records, documents or information;

e. fraud, attempted fraud, suspected fraud or fraudulent transactions;

f. suspicious activities in account(s), transactions or business operations;

g. misappropriation, diversion, misuse or unauthorised use of the Company's funds, assets or resources;

h. corruption, bribery, kickbacks or improper financial benefits;

i. insider trading or suspected violation of applicable insider trading requirements;

j. leakage, misuse or unauthorised disclosure of Unpublished Price Sensitive Information (“UPSI”);

k. material operational irregularities or deliberate manipulation of operational processes;

l. material breach or circumvention of internal controls resulting in or likely to result in significant financial, operational, regulatory or reputational risk;

m. concealment or suppression of material information having a significant impact on the Company;

n. any activity that may materially adversely affect the Company's profits, cash flows, assets, customers, employees, reputation or compliance obligations;

o. any other improper activity of a serious or material nature which, in the reasonable belief of the Whistle Blower, warrants reporting under this Policy.

A Whistle Blower is not required to conclusively establish the allegation before making a Protected Disclosure. The Whistle Blower should, to the extent reasonably possible, provide relevant facts, circumstances, documents or other information supporting the concern.

6. DEFINITIONS

Unless the context otherwise requires, the following terms shall have the meanings assigned below:

“Audit Committee” means the Audit Committee of the Board of Directors of the Company constituted in accordance with applicable law.

“Board” means the Board of Directors of Unifinz Capital India Limited.

“Protected Disclosure” means a disclosure made by a Whistle Blower in good faith concerning an actual or suspected Reportable Concern under this Policy.

“Respondent” means the person or persons against whom a Protected Disclosure has been made.

“Whistle Blower” means an Employee or Director of the Company who makes a Protected Disclosure in good faith under this Policy.

“Whistle Blower Officer” means the Company Secretary of the Company, who shall be responsible for receiving and conducting the preliminary assessment of Protected Disclosures in accordance with this Policy.

The Whistle Blower Officer shall not conduct the substantive investigation, determine whether the allegations are proved, recommend disciplinary action or take any final decision on the Protected Disclosure.

“Good Faith” means a genuine and honest belief, based on reasonable grounds or information available to the Whistle Blower, that the concern reported may involve a Reportable Concern under this Policy.

“Retaliation / Victimisation” means any direct or indirect adverse action against a Whistle Blower on account of making a Protected Disclosure in good faith, including intimidation, harassment, discrimination, threat, termination, suspension, demotion, transfer, denial of promotion, reduction of responsibilities or any other unfair treatment.

7. GOVERNANCE STRUCTURE

The Whistle Blower Mechanism shall operate under the overall supervision of the Board of Directors through the Audit Committee.

The governance structure shall comprise:

- Board of Directors
- Audit Committee
- Whistle Blower Officer
- Such other authority or independent investigator as may be appointed depending upon the nature and sensitivity of the matter.

No person shall participate in the assessment, investigation, inquiry or decision-making process where such person has an actual, potential or perceived conflict of interest.

The framework shall ensure independence, confidentiality, segregation of duties, avoidance of conflicts of interest, timely escalation and appropriate oversight.

8. ROLES & RESPONSIBILITIES

Board of Directors

The Board shall:

a. approve this Policy and amendments thereto;
b. oversee the effectiveness of the Whistle Blower Mechanism through the Audit Committee;
c. consider recommendations of the Audit Committee arising from investigations;
d. determine and approve appropriate action based on the recommendations of the Audit Committee, wherever applicable;
e. ensure that significant matters requiring Board attention are appropriately considered; and
f. review the effectiveness of the mechanism periodically.

Audit Committee

The Audit Committee shall be responsible for the independent consideration and investigation of genuine and maintainable Protected Disclosures referred to it by the Whistle Blower Officer.

The Audit Committee shall:

a. review Protected Disclosures referred by the Whistle Blower Officer;

b. determine the appropriate investigation process;

c. investigate the matter itself or appoint an independent investigator, auditor, forensic expert, legal counsel or other appropriate professional;

d. ensure that the investigation is conducted objectively, independently, fairly and confidentially;

e. review relevant documents, records, systems, transactions and other evidence;

f. obtain explanations from the Respondent and other relevant persons, wherever considered necessary;

g. ensure that the Respondent is provided a reasonable opportunity to explain or respond to the allegations, subject to confidentiality and investigation requirements;

h. review and evaluate the investigation findings;

i. determine whether the allegations are substantiated, partially substantiated, unsubstantiated or cannot be concluded due to insufficient evidence;

j. identify systemic weaknesses, control failures or process deficiencies, wherever applicable;

k. recommend appropriate corrective, remedial, disciplinary, legal or regulatory action to the Board, wherever warranted; and

l. ensure appropriate escalation of material matters in accordance with applicable law and regulatory requirements.

Whistle Blower Officer

The Company Secretary shall act as the Whistle Blower Officer.

The role of the Whistle Blower Officer shall be limited to the receipt, recording and preliminary assessment of Protected Disclosures.

The Whistle Blower Officer shall:

a. receives Protected Disclosures submitted under this Policy;

b. maintains a confidential register of Protected Disclosures;

c. acknowledges receipt of the Protected Disclosure, wherever the identity and contact details of the Whistle Blower are available;

d. conducts a preliminary assessment to determine whether the matter:

   - falls within the scope of this Policy;
   - appears to have been made in good faith;
   - contains sufficient information or prima facie grounds to warrant further consideration; and
   - requires referral to the Audit Committee;

e. seeks clarification or additional information from the Whistle Blower, where reasonably necessary and feasible;

f. refers genuine and maintainable Protected Disclosures to the Audit Committee along with the preliminary assessment;

g. maintains confidentiality of the identity of the Whistle Blower and the contents of the Protected Disclosure;

h. maintains appropriate records relating to Protected Disclosures and their status; and

i. provides periodic status reports to the Audit Committee.

Limitation of Role

The Whistle Blower Officer shall **not**:

a. conducts the substantive investigation;
b. interview witnesses for the purpose of determining the merits of the allegations, except for obtaining preliminary clarification;
c. determines whether the allegations are substantiated;
d. determines the culpability of any Respondent;
e. recommends disciplinary or other action based on the merits of the allegations; or
f. takes any final decision regarding the Protected Disclosure.

The determination of the merits of the Protected Disclosure and investigation thereof shall rest with the Audit Committee.

9. REPORTING CHANNELS

A Protected Disclosure may be made by any person covered under this Policy through any of the following reporting channels:

a. E-mail to the designated Whistle Blower Officer;
b. Written complaint submitted in a sealed envelope marked **"Confidential – Protected Disclosure";**
c. Direct reporting to the Chairperson of the Audit Committee only in the case where the complaint involves the Whistle Blower Officer, Senior Management, Chief Executive Officer, or any matter requiring direct oversight of the Audit Committee.

The contact details of the reporting channels shall be communicated to employees and the Employee Portal.

10. RECEIPT, PRELIMINARY ASSESSMENT AND REFERRAL OF COMPLAINTS

Receipt of Protected Disclosure

Upon receipt of a Protected Disclosure, the Whistle Blower Officer shall record the complaint in the Whistle Blower Register and acknowledge its receipt, wherever the identity and contact details of the whistle blower are available.

Preliminary Assessment

The Whistle Blower Officer shall conduct a preliminary assessment to determine whether:

- the complaint falls within the scope of this Policy;
- appears to have been made in good faith;
- contains sufficient information or prima facie grounds to warrant further consideration; and
- requires referral to the Audit Committee;

The preliminary assessment is intended solely for determining the appropriate course of action and shall not constitute a formal investigation or determination of guilt.

Where necessary, the Whistle Blower Officer may seek clarification or additional information from the Whistle Blower solely for the purpose of completing the preliminary assessment.

10.3 Referral to Audit Committee

Where the Whistle Blower Officer determines that a Protected Disclosure is genuine and maintainable and warrants further consideration, the matter shall be referred to the Audit Committee.

The referral shall include, as appropriate:

a. summary of the Protected Disclosure;

b. relevant information and documents provided by the Whistle Blower;

c. preliminary assessment conducted by the Whistle Blower Officer;

d. clarification or additional information obtained from the Whistle Blower; and

e. any immediate risk or control concern identified during preliminary assessment.

f. The Whistle Blower Officer shall not make any finding regarding the guilt, liability or culpability of the Respondent.

Where the Whistle Blower Officer determines that the matter is outside the scope of the Policy or does not contain sufficient prima facie grounds for further consideration, the matter may be closed with appropriate documentation of the reasons and shall not be considered as Whistle Blower Complaint.

11. INVESTIGATION BY AUDIT COMMITTEE

The Audit Committee shall determine the appropriate manner of investigation.

The Audit Committee may:

a. conduct the investigation itself;

b. appoint an independent investigator;

c. appoint forensic auditors, legal counsel or other experts;

d. review relevant books, records, documents, emails, systems and transactions;

e. interview the Whistle Blower (if details available), Respondent, witnesses or other relevant persons;

f. obtain information from internal departments or external parties, where appropriate; and

g. take any other steps considered necessary to establish the facts.

The investigation shall be conducted fairly, objectively, independently and confidentially.

INVESTIGATION FINDINGS

Upon completion of the investigation, the Audit Committee shall consider the findings and determine whether the concern is:

a. substantiated;

b. partially substantiated;

c. unsubstantiated; or

d. inconclusive due to insufficient evidence.

The Audit Committee shall document the findings and the basis thereof.

Where the concern is substantiated or partially substantiated, the Audit Committee recommend its findings along with the investigation report to the Board.

12. RECOMMENDATION TO BOARD

The Audit Committee shall place its findings and recommendations before the Board for appropriate action.

The Board shall consider the recommendations of the Audit Committee and take such action as it considers appropriate in accordance with applicable laws, regulations, policies and the facts and circumstances of the matter.

Where reporting to a regulator, law enforcement agency or other competent authority is required, the Company shall make such reporting in accordance with applicable requirements.

13. PROTECTION TO WHISTLE BLOWER

The Company shall not permit retaliation, victimisation, intimidation, harassment, discrimination or any other adverse treatment against a Whistle Blower who makes a Protected Disclosure in good faith.

Protection shall also extend, as appropriate, to persons who provide information, evidence or assistance during an investigation.

Retaliation or victimisation may constitute misconduct and may attract appropriate action under the Company's applicable policies.

The Company may take reasonable interim measures to protect a Whistle Blower where circumstances warrant.

Protection under this Policy shall not prevent appropriate action where independent evidence establishes misconduct or wrongdoing unrelated to the Protected Disclosure.

14. REPORTING IN GOOD FAITH

Every whistle blower is expected to read and understand this policy and abide by them. It is recommended that any individual who wishes to report a concern do so after gathering adequate facts and data to substantiate the complaint, and not merely on hearsay or rumour.

No adverse action shall be taken against a Whistle Blower solely because a Protected Disclosure made in good faith is not substantiated upon investigation.

However, where it is established that a disclosure was knowingly false, malicious, frivolous or vexatious, appropriate action may be taken against the person concerned in accordance with the Company's applicable policies.

15. DEALING WITH ANONYMITY

A whistle blower may choose to keep his/her identity anonymous. In such cases, the complaint should be accompanied by strong evidence, specific facts, and adequate particulars to enable the Company to assess and investigate the matter. Anonymous complaints lacking sufficient detail or evidence may not be processed.

Where the identity of an anonymous Whistle Blower subsequently becomes known, the protections under this Policy shall apply, subject to the provisions of this Policy.

16. CONFIDENTIALITY

All Protected Disclosures, information, documents, investigation records, findings and recommendations shall be treated as confidential.

The identity of the Whistle Blower shall be protected and disclosed only on a strict need-to-know basis, subject to applicable law.

Persons involved in the receipt, preliminary assessment, investigation or decision-making process shall maintain confidentiality.

Confidential information may be disclosed only:

a. where required by law;

b. where required by a regulatory or law-enforcement authority;

c. where necessary for conducting a fair investigation; or

d. where otherwise authorised by the Audit Committee or Board.

17. CONFLICT OF INTEREST

Any person having an actual, potential or perceived conflict of interest in relation to a Protected Disclosure shall disclose such conflict and shall not participate in the assessment, investigation, deliberation or decision-making process concerning such disclosure.

Where the Protected Disclosure concerns the Whistle Blower Officer, the disclosure may be made directly to the Chairperson of the Audit Committee, who shall determine the appropriate course of action.

Where the Protected Disclosure concerns a member of the Audit Committee, such member shall recuse himself/herself from the relevant proceedings.

Where the Protected Disclosure concerns a Director or senior management personnel, the Audit Committee shall ensure appropriate independence and safeguards in the investigation.

18. CLOSURE OF PROTECTED DISCLOSURE

A Protected Disclosure shall be closed where:

a. the investigation has been completed and the Audit Committee has made its recommendation to Board and Board has taken the appropriate action;

b. the matter is found to be unsubstantiated;

c. the matter is partially substantiated and appropriate recommendations have been made;

d. the matter is outside the scope of this Policy;

e. sufficient information is not available to proceed despite reasonable efforts; or

f. the matter has otherwise been appropriately addressed.

The Whistle Blower Officer shall update the records based on the outcome communicated by the Audit Committee.

Where appropriate and legally permissible, the Whistle Blower may be informed that the matter has been concluded.

Such communication shall not disclose confidential investigation material, witness details, personal information, disciplinary records or other information that may prejudice the rights of the Respondent, Whistle Blower, witnesses or the Company.

19. TIMELINES

a. The Whistle Blower Officer shall acknowledge receipt of a Protected Disclosure, wherever possible, within **24 Hours** of receipt.

b. The Whistle Blower Officer shall complete the preliminary assessment and, where the concern is found to be genuine and maintainable, refer the matter to the Audit Committee within **15 working days** from receipt of the Protected Disclosure.

c. The Audit Committee shall endeavour to complete the investigation and place its findings and recommendations before the Board within **60 days** from the date of referral, subject to the complexity and circumstances of the matter.

d. Where the matter requires additional time due to its complexity, involvement of external experts, regulatory requirements or other reasonable circumstances, the timeline may be extended with the reasons for such extension being appropriately documented.

20. REPORTING AND OVERSIGHT

REPORTING TO AUDIT COMMITTEE

The Whistle Blower Officer shall quarterly report to the Audit Committee on:

a. number of Protected Disclosures received;

b. nature and category of concerns;

c. number of matters referred to the Audit Committee;

d. matters closed at preliminary assessment stage;

e. status of matters referred to the Audit Committee;

f. status of matters rejected by the whistle blower;

g. instances of alleged retaliation or victimisation, if any;

h. instances of cased closed beyond 60 days timeline;

i. other relevant information concerning the operation of the mechanism.

Material matters involving suspected fraud, regulatory non-compliance, significant financial impact, senior management, material reputational risk or other significant concerns shall be promptly brought to the attention of the Chairperson of the Audit Committee.

REPORTING TO BOARD

The Audit Committee shall quarterly apprise the Board of regarding report received from Whistle Blower Officer along with the report on the functioning and effectiveness of the Whistle Blower Mechanism.

21. RECORD RETENTION

The Whistle Blowe Officer shall maintain appropriate records of Protected Disclosures, preliminary assessments, investigation reports, Audit Committee recommendations and actions taken in accordance with applicable law and the Company's record retention requirements.

Access to such records shall be restricted to authorised persons on a need-to-know basis

22. REVIEW AND AMENDMENT

This Policy shall be reviewed annually and placed before the Audit Committee for review and Audit Committee recommend to the Board for review and approval, as applicable.

Any amendments required due to changes in applicable law, regulations, regulatory directions or governance requirements shall be incorporated into the Policy.