VIGIL MECHANISM / WHISTLE BLOWER POLICY

Kaleidofin Capital Private Limited	
Policy	**Vigil Mechanism / Whistle Blower Policy**
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KALEIDOFIN CAPITAL PRIVATE LIMITED CHENNAI

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1. Objective

Kaleidofin Capital Private Limited ("**the Company**" or "**Kaleidofin**") is committed to maintaining the highest standards of ethics, honesty and integrity in all its acts and deeds in relation to its business operations. In this regard, the Company has laid down a Code of Conduct for its Stakeholders and believes that it is important to prevent corruption, misuse of office property/powers, frauds, acts resulting in financial loss / operational risk, loss of reputation, and any other such activity which is detrimental to its Stakeholders' interests.

To maintain these standards, the Company has adopted this Vigil Mechanism / Whistleblower Policy ("**Policy**"), to report and freely communicate any concerns about illegal or unethical practices within the Company, to appropriate authorities by adhering to the procedures set out in this Policy and submit confidential and/or anonymous complaints. This Policy provides a channel to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of various laws applicable to the Company and codes or policies of the Company. It allows for disclosure by Stakeholders of such matters internally, without fear of reprisal, discrimination or adverse employment / engagement consequences, and permits the Company to address such disclosures or complaints by taking appropriate action, including, but not limited to, disciplining or terminating the employment and/or services of those responsible.

The Company will not tolerate any retaliation against any Stakeholder for reporting, in good faith, any inquiry or concern, in accordance with this Policy.

2. Purpose

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects Stakeholders wishing to raise a concern about serious irregularities within the Company. The Policy neither releases Stakeholders from their duty of confidentiality in the course of their work, nor is it a route for raising malicious or unfounded allegations against people in authority and/ or colleagues in general.

The Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing.

The Whistle Blower's role is that of a reporting party. Whistle Blowers are not investigators or finders of facts neither can they determine the appropriate corrective or remedial action that may be warranted.

3. Definitions

"Board" means the Board of Directors of the Company.

"Audit Committee" means the Committee constituted by the Company from time to time in accordance with the applicable laws.

"Employee" shall have the meaning as prescribed to the term under the Employees' Compensation Act, 1923, as amended from time to time.

"Stakeholders" means representatives and Employees of Kaleidofin, regardless of their location or employment type (full-time, part-time, or contractual) and shall also include all third party vendors including business correspondent partners or consultants engaged by Kaleidofin.

"Whistle Blower" means as any Personnel (defined below) who has or had access to data, events or information about an actual, suspected or anticipated Reportable Matter, within or by the organisation, and, whether anonymously or not, makes or attempts to make a deliberate, voluntary and protected disclosure or complaint of organisational malpractice.

"Reportable Matters" means Questionable Accounting or Auditing Matters (defined below), and/or any other Company matters involving abuse of authority, breach of Code of Conduct, fraud, offence, bribery, corruption, employee misconduct, illegality, health and safety, environmental issues, wastage / misappropriation of Company's funds / assets and any other unethical conduct.

"Questionable Accounting or Auditing Matters" include, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or non-compliance with the Company's internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company's financial condition.

"Personnel" means any Stakeholders, officer, customer, contractor interns, engaged by the Company.

Words "Vigil mechanism" and "whistle blower" can be used interchangeably.

4. Scope

The Policy covers the following - the list is indicative and not exhaustive:

- Fraud, corruption or theft committed / avenues for such offences;
- Questionable accounting or auditing matters, internal controls, disclosure matters;
- Intentional concealment and/or fraudulent reporting of financial or other information to investors, shareholders, regulatory authorities and other stakeholders;
- Process deviations;
- Misuse of Company's property/assets and/or funds;
- Employee misconduct;
- Environmental, health and safety issues that could endanger employees/public; or
- Failure to comply with the law and/or the Company's set rules and regulations, including the Code of Conduct of the Company.

The following concerns are not covered by the Policy:

- frivolous and bogus complaints;
- business and financial decisions taken by the Company that do not involve wrongdoing or illegality;
- any matter already addressed pursuant to disciplinary or other procedures of the Company;
- career related or other personal grievances

5. Vigil Mecahanism/Whistle Blower Enquiry Team

The Company has constituted a Whistle Blower Enquiry Team **("WBET")** to receive and act on all reports and / or complaints made under this Policy. The WBET comprises two members nominated by the Board, namely **Mr. Puneet Gupta, Managing Director** and **Ms. Sucharita, Director**. This team is responsible for receiving all complaints under this Policy, maintaining confidentiality, and ensuring that appropriate action is taken.

WBET is empowered to appoint an enquiry committee ("**Committee**") to conduct investigation and enquiries as part of their factfinding process. The members of this Committee should exhibit fairness, objectivity, thoroughness, ethical behaviour and observe high standards of professionalism.

Depending on the nature of complaint/report, WBET can also appoint independent investigators at its discretion for the purpose of fact finding.

6. Reporting Mechanism

Personnel should raise Reportable Matters with someone who is in a position to address them appropriately. In most cases, a Personnel's supervisor or manager is in the best position to address an

area of concern. Supervisors or managers to whom Reportable Matters are raised are required to report the same immediately, to the WBET and/ or the Audit Committee.

Notwithstanding the aforesaid, Personnel can lodge a complaint in one of the following ways:

- by contacting any member of the WBET or anyone in management or the members of the Audit Committee, whom the Whistle Blower is comfortable approaching. The WBET members' names and contact information will be shared with employees on email / intranet / the Company website and other Stakeholders (upon request);
- by contacting the Chairperson of the Audit Committee;
- by sending an email to **whistleblower@kaleidofincapital.com**; or
- by sending a complaint letter in a sealed envelope marked "Private and Confidential" to the WBET/Chair of the Audit Committee.

A complaint may be made anonymously. If a complaint is made anonymously, the complainant must be detailed in their description of the complaint and must provide the basis of making the assertion therein.

7. Complaints

Although a Whistle Blower is not required to furnish any more information other than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint, particularly an anonymous complaint, which does not contain all the critical information such as the specific charge. The complaint or disclosure must therefore provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation.

To the extent possible, the complaint or disclosure must include the following:

1. The details of parties involved;
2. When did it happen: a date or a period of time;
3. Type of concern (what happened);
    - Financial reporting;
    - Legal matter;
    - Management action;
    - Employee misconduct; and/or
    - Health and safety and environmental issues.
4. Submit proof or identify where proof can be found, if possible;
5. Who to contact for more information, if possible/ other witnesses; and/or

6. Prior efforts to address the problem, if any.

8. Investigation

In order to protect the identity of the Whistle Blower, WBET will not issue any written acknowledgement of receipt of the complaint. Subject to verification of facts, WBET will take the necessary action and if required, ask for more information from the Whistle Blower (if details are available).

WBET will initiate the following steps –

i. In cases of anonymous complaints, the team shall make discreet inquiries to ascertain if there is any basis for proceeding further with the complaint.

ii. Either as a result of the discreet enquiry, or on the basis of complaint itself without any inquiry, if the team is of the opinion that the matter requires to be investigated further, WBET will initiate appropriate action. In cases, where the initial enquiries indicate that the concern has no basis, or it is not to be pursued under this Policy, then the decision is documented.

iii. The decision to conduct further investigation will be taken only if –
   a. The concern constitutes an unethical activity, basis initial enquiry; or
   b. The concern comes under the purview of the Policy.

   The decision to conduct further investigation is not an accusation and the entire enquiry must be treated as fact-finding process. The outcome of the investigation may not conclude an improper or unethical act.

iv. All information disclosed during the course of the investigation will remain confidential (including but not limited to the identity of the Whistle Blower), except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws. The Company reserves the right to refer any concerns or complaints regarding Reportable Matters to appropriate external regulatory authorities. All Personnel have a duty to cooperate in the investigation of complaints reported as mentioned hereinabove. Depending on the nature of the complaint, any concerned Personnel, at the outset of formal investigations, may be informed of the allegations against him/her and be provided an opportunity to reply to such allegations.

2. The following shall be ensured to protect the Whistle Blower:
   a. Unfair employment practices like retaliation, threat or intimidation of termination/suspension of services, etc;
   b. Disciplinary action including transfer, demotion, refusal of promotion, etc;

c. Direct or indirect abuse of authority to obstruct the Whistle Blowers right to continue performance of his duties/functions during routine daily operations, including making further disclosures.

v. All investigations shall normally be completed within 30 (thirty) days from the date of receipt of the complaint and action documented within 10 (ten) days thereafter.

9. Retaliation

No Personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences. The Company strictly prohibits discrimination, retaliation or harassment of any kind, against a Whistle Blower who, based on his/her reasonable belief that one or more Reportable Matters has occurred or are occurring, reports that information.

If any Personnel who makes a disclosure or complaint in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor or manager. If, for any reason, he/she does not feel comfortable discussing the matter with these persons, he/she should bring the matter to the attention of the WBET.

10. False Allegation & Legitimate Employment Action

Any Personnel who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment/engagement, in accordance with Company rules, codes, policies and procedures. Further, this Policy may not be used as a defence by any Personnel against whom an adverse personnel action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under Company rules and policies.

11. Decision

If, at the conclusion of its investigation, the Company determines that a violation has occurred or the allegations are substantiated, the Company will take effective remedial action commensurate with the severity of the offence. The Company may also take reasonable and necessary measures to prevent any further violations, which may have resulted in a complaint being made. In some situations, the Company may be under a legal obligation to refer matters to appropriate external regulatory authorities.

12. Document Retention

The Company shall maintain documentation of all complaints or reports, subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of eight (8) years from the date of receipt of the complaint. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above.

A consolidated quarterly report on the complaints received along with the details on findings and action taken must be presented to the Directors of the Company at every Audit Committee Meeting.

13. Communication

The existence of this Policy will be communicated to all Stakeholders and a copy of this Policy can be obtained from the Company on demand. Soft copy of this Policy will be made available on the Company's shared drive and website and any amendments to the Policy will be notified via email.

14. Interpretation

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or RBI regulations and/or SEBI Act and/or any other SEBI Regulation(s) or under any other regulation as may be applicable to the Company and as amended from time to time.

15. Amendment

The Company may modify this Policy unilaterally at any time without notice. The modified Policy will be communicated to all Stakeholders promptly. Modification may be necessary, among other reasons, to maintain compliance with regulations and/or accommodate organisational changes within the Company.

16. Exception Handling

Any exception to this Policy shall be approved by the CEO/ Executive Directors or their delegates prior to acceptance.

17. Related Standards, Policies & Procedures

Sr. No.	Related Standards, Policies and Processes

1	ISO 27001:2022 A.6.4, A.5.1

18. Review

This Policy shall be reviewed as it is deemed appropriate, but no less frequently than once every 12 (twelve) months.

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DOCUMENT REVISION HISTORY

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1.1	21-July-2023	Annual Review	Sandeep Raghunath	Puneet Gupta	BOD
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2.1	29-Jun-2026	Annual Review	Chandra D	Sindhuja A M	BOD

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