

WHISTLE BLOWER POLICY OF REPCO HOME FINANCE LIMITED

I. PREAMBLE

Pursuant to Section 177(9) of the Companies Act 2013 and Regulation 22 of SEBI (LODR) Regulations 2015, the Company has framed the Whistle Blower Policy/ vigil mechanism for its Directors and employees to report any unethical behavior or suspected fraud or violation of the company's code of conduct or other concerns to the management.

This policy is formulated to provide an opportunity to directors, employees & stakeholders and an avenue to raise concerns and to access in good faith the Audit Committee, to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, in case they observe unethical and improper practices or any other wrongful conduct etc., in the Company, to provide necessary safeguards for protection of directors, employees & stakeholders from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against those employees.

II. APPLICABILITY

This Policy applies to directors, employees and stakeholders to freely communicate their concerns about illegal or unethical practices.

III. POLICY

No adverse action shall be taken or recommended against the Whistle Blower in retaliation to his disclosure in good faith of any unethical and improper practices or alleged wrongful conduct etc. This policy protects such the Whistle Blower from unfair employment or services termination and unfair prejudicial employment or service practices. However, this policy does not protect the Whistle Blower from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct etc, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.

IV. DEFINITIONS

1. Adverse Personnel Action

An employment-related act or decision or a failure to take appropriate action by managerial personnel which may affect the employee's employment, including but not limited to compensation, increment, promotion, job location, job profile, immunities, leaves and training or other privileges.

2. Accused/ Offending Employee: It means an employee against whom a complaint is lodged.

3. Alleged Wrongful Conduct

Alleged Wrongful Conduct shall mean violation of law, infringement of Company's Code of Conduct or ethic policies, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

4. Audit Committee

Audit Committee shall mean a Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act read with Companies (Meetings of Board and its powers) Rule, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. Company

Company means, "Repco Home Finance Limited."

6. Compliance Officer

Compliance Officer means Company Secretary of the Company.

7. Directors: It means a director appointed on the Board of Directors of the Company.

8. Employee: It means every employee (probationer, confirmed and outsourced) of the Company, including ex-employee and Managing Director of the Company.

9. Good Faith

The Whistle Blower shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct etc. Good Faith shall be deemed lacking when the whistle blower does not have personal knowledge of a factual basis for the communication or where the Whistle Blower knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct etc is malicious, false or frivolous.

10. Managerial Personnel

Managerial Personnel shall include Director, all Executives at the level of Manager and above, who has authority to make or materially influence significant personnel decisions.

11. Policy or This Policy

Policy or This Policy means, "Whistle Blower Policy."

12. Unethical and Improper Practices

Unethical and improper practices shall mean –

- a) An act which does not conform to approved standard of social and professional behaviour;
- b) An act which leads to unethical business practices;
- c) Improper or unethical conduct;
- d) Breach of etiquette or morally offensive behaviour,
- e) An act which may lead to incorrect financial reporting;
- f) Any act which are not in line with applicable company policy;
- g) Any unlawful act etc.
- h) Any suspected violation of leak of UPSI or violation of provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

13. Whistle Blower / Complainant

It means an employee or a director or stakeholders who makes a protected disclosure under this policy. He/ She is neither an investigator nor a finder of facts, nor does he/ she determines the appropriate corrective or remedial action that may be warranted.

V. 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 the SEBI LODR Regulations and/or SEBI Act and/or any other SEBI Regulation(s) as amended from time to time.

VI. GUIDELINES

1. Internal Policy & Protection under Policy

This Policy is an internal policy for disclosure by Whistle Blower of any unethical and improper practices or wrongful conduct etc. The Whistle Blower of the Company may report any unethical & improper practices or alleged wrongful conduct to the Chairperson of Audit Committee or to any other person authorized by the audit committee to accept the disclosure under this policy and such disclosure shall be placed before the Chairperson of the Audit Committee at earliest. If any disclosure under this policy is received directly at the registered/corporate office of the company then the same shall be submitted to the Chairperson audit committee. This Policy prohibits the Company to take any adverse personnel action against Whistle Blower for disclosing in good faith any unethical & improper practices or alleged wrongful conduct to the Audit Committee. Any whistle blower against whom any adverse personnel action has been taken due to his disclosure of information under this policy may approach the Chairperson of the Audit Committee.

2. Safeguards

Harassment or Victimization:

Harassment or victimization of the complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee who undertakes such harassment or victimization of the complainant.

Confidentiality:

Confidentiality of whistle blower shall be maintained to the greatest extent possible. Every effort will be made to protect the whistle blower's identity, subject to legal constraints.

Anonymous Allegations:

Complainants must put their names to allegations as follow up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously/pseudonymously shall not be investigated. Further no official/department shall take cognizance of such anonymous complaints.

Malicious Allegations:

Malicious allegations by the **whistle blower** may result in disciplinary action **or termination of services**.

3. False Allegation & Legitimate Employment Action

The Whistle Blower who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct to the Audit Committee shall be subject to disciplinary action including termination of employment or services, in accordance with Company rules, policies and procedures. Further, this policy may not be used as a defense by the Whistle Blower 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.

4. Disclosure

The Whistle Blower who observes or notices any unethical & improper practices or alleged wrongful conduct in the Company may report the activity to the Chairperson of the Audit Committee or to any other person authorized by the audit committee to accept the disclosure under this policy and same shall be placed before the Chairperson of the Audit Committee at earliest.

5. Accountabilities – Employees

- a. Bring to early attention of the company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern.
- b. Avoid anonymity when raising a concern.
- c. Co-operate with investigating authorities, maintaining full confidentiality.
- d. The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by employees may attract disciplinary action.
- e. A complainant has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.
- f. In exceptional cases, where the complainant is not satisfied with the outcome of the investigation carried out by the Audit Committee, she/he can make a direct appeal to the Chairman of the Board.

6. Accountabilities – Audit Committee

- a. Conduct the enquiry in a fair, unbiased manner.
- b. Ensure complete fact-finding.
- c. Maintain strict confidentiality.
- d. Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom.
- e. Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures.
- f. Minute Committee deliberations and document the final report.

VII. Procedures

The whistle blowing procedure is intended to be used for serious and sensitive issues. Serious concerns relating to financial reporting, unethical & improper practices or alleged wrongful conduct shall be disclosed to the Audit Committee as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same clearly stating that such disclosure is made under whistle blower mechanism.

Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, Audit Committee, if the circumstances so suggest, may appoint a senior executive or a committee of managerial personnel to investigate into the matter and prescribe the scope and time limit therefore.

Audit Committee shall have right to outline detailed procedure for an investigation. Where the Audit Committee has designated a senior executive or a committee of managerial personnel for investigation, they shall mandatorily adhere to scope and procedure outlined by Audit Committee for investigation.

The Audit Committee or officer or committee of managerial personnel, as the case may be, shall have right to call for any information/document and examination of any employee of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.

A report shall be prepared after completion of investigation and the Audit Committee shall consider the same. After considering the report, the Audit Committee shall determine the cause of alleged Adverse Personnel action and may order for appropriate course of action, which may inter-alia, include:

- a) Order for an injunction to restrain continuous violation of this policy;
- b) Reinstatement of the employee to the same position or to an equivalent position;
- c) Order for compensation for lost wages, remuneration or any other benefits, etc.
- d) Disciplinary action, including dismissal, if applicable, as well as preventive measures for the future.

Subject to legal constraints, she/he will receive information about the outcome of any investigations. All discussions would be minuted and the final report prepared. The decision of Audit Committee shall be final and binding. If and when the Audit Committee is satisfied that the alleged unethical & improper practice or wrongful conduct existed or is in existence, then the Audit Committee may –

- a) Recommend to Board to reprimand, take disciplinary action, impose penalty / punishment order recovery when any alleged unethical & improper practice or wrongful conduct of any employee is proved.
- b) Recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical & improper practice or wrongful conduct

VIII. Notification

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. Every departmental head shall submit a certificate duly signed by him to the Compliance Officer that this policy was notified to each employees of his department. The new employees shall be informed about the policy by the Personnel department and statement in this regard should be periodically submitted to the Compliance Officer. This policy as amended from time to time shall be made available at the Web site of the Company.

IX. Annual Affirmation

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to whistle blower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

X. Rules

This policy aims to create a strategic overview for the functioning of the company and wherever required the Audit Committee is authorized to frame rules for the effective implementation of this policy.

XI. Review

This policy shall be reviewed from time to time based on the business, operational or regulatory requirements of the company but not later than the 3 year from the date of the Board’s approval. In case of any inconsistency between the policy and the applicable regulatory provision, the regulatory provision shall prevail.

Department	Secretarial Department
Last Review date	12 th February 2025

**Disclosure Form
(Under Whistleblower Policy)**

1. Reporter's Contact Information

Name of the Whistle :
Blower

Employee Number, if :
applicable

Designation, if applicable :

Email id of the :
Whistle Blower

Communication address :

Contact Number :

2. Details of Violation

Subject matter which :
is reported

Name of the person/ :
Event focused on

Brief about the complaint :

List of supporting :
documents if any

Date :

Signature