

***Som Datt Finance Corporation Ltd.***

***VIGIL MECHANISM / WHISTLE-BLOWER POLICY***

**Last Reviewed date:** November 05, 2024  
**Reviewed by:** Board of Directors

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed, to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Directors. Any actual or potential violation of the Code, however insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

### POLICY

In compliance with the above requirements, Som Datt Finance Corporation Limited, being a Listed Company, has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistleblowing/vigil mechanism.

### POLICY OBJECTIVES

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud, or violation of the Codes of Conduct or policy.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

This mechanism neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

### DEFINITIONS

- **"Protected Disclosure"**: A written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity with respect to the Company. It should be factual and not speculative, containing as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- **"Subject"**: A person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- **"Vigilance Officer"**: A person nominated/appointed to receive protected disclosures from whistleblowers, maintaining records thereof, placing the same before the Audit Committee for its disposal, and informing the Whistle Blower of the result thereof.
- **"Whistle Blower"**: A Director or employee who makes a Protected Disclosure under this Policy, also referred to in this policy as a complainant.

## ELIGIBILITY

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in to matters concerning the Company.

## PROCEDURE

- All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same. The disclosure should be either typed or written in legible handwriting in English.
- The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super-scribed as “**Protected disclosure under the Whistle Blower policy**” or sent through email with the subject “**Protected disclosure under the Whistle Blower policy**”.
- All Protected Disclosures should be addressed to the Vigilance Officer of the Company. The contact details of the Vigilance Officer are as under:

### **Company Secretary**

Som Datt Finance Corporation Limited  
8-2-502/1/A, Ground Floor, JIVI Towers,  
Road No 7, Banjara Hills, Hyderabad,  
Telangana - 500034

E-mail: [compliancesdf@gmail.com](mailto:compliancesdf@gmail.com)

- In case the complaint is against the Vigilance Officer or any other Director of the Company, the Chairman of the Audit Committee shall form a vigilance committee under his chairmanship. Further, in case of a casual vacancy in the office of the vigilance officer, the Chairman of the Audit Committee shall nominate a person to fill the said vacancy.
- In exceptional cases, the Protected Disclosures may be addressed to the Chairman of the Audit Committee. The contact details of the Chairman of the Audit Committee are as under:

### **Chairman of the Audit Committee**

8-2-502/1/A, Ground Floor, JIVI Towers,  
Road No 7, Banjara Hills, Hyderabad,  
Telangana - 500034

To protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants. The complainants are advised not to write their name/address on the envelope nor enter into any further correspondence with the Vigilance Officer.

Upon receipt of the protected disclosure, the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

## INVESTIGATION

- All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself or by involving any other Officer of the Company/Committee constituted for the same, or an outside agency, before referring the matter to the Audit Committee of the Company.
- The Audit Committee, if deemed fit, may call for further information or particulars from the complainant and, at its discretion, may involve any other/additional Officer of the Company and/or Committee and/or an outside agency for the purpose of investigation.
- The investigation by itself does not amount to an accusation and is to be treated as a neutral fact-finding process.
- The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and may be extended for such period as the Audit Committee deems fit.
- Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.

## DECISION AND REPORTING

- If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.
- Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- A quarterly report with the number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.
- A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures, and policies of the Company.

## CONFIDENTIALITY

The complainant, Vigilance Officer, Members of the Audit Committee, the Subject, and everybody involved in the process shall maintain confidentiality of all matters under this Policy. They shall discuss only to the extent required under this policy for completing the process of investigations and keep the papers in safe custody.

## PROTECTION

- No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure.
- The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the investigation shall also be protected to the same extent as the Whistle Blower.

## DISQUALIFICATIONS

- While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action.
- Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower, knowing it to be false or bogus, or with a mala fide intention.
- Whistle Blowers, who make any Protected Disclosures which have been subsequently found to be mala fide, frivolous, or malicious, shall be liable to be prosecuted.

## ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have the right to access the Chairman of the Audit Committee directly in exceptional cases. The Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

## COMMUNICATION

Directors and Employees shall be informed of the Policy by publishing it on the notice board and the website of the Company.

## AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is communicated in the manner described above.