

WHISTLE BLOWER POLICY AND VIGIL MECHANISM

MONEYVIEW LIMITED

(Formerly known as Moneyview Private Limited and Whizdm Innovations Private Limited)

Approved by	Board of Directors
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Whistle Blower Policy and Vigil Mechanism

1. Introduction

Moneyview Limited¹ (the “**Company**”) is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages **Whistle-Blowers** (*defined below*) who have concerns about illegal or unethical practices, unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy to come forward and express these concerns without fear of punishment or unfair treatment. The Vigil (Whistle-Blower) mechanism provides a channel to the **Whistle-Blower** to report to the Audit Committee concerns about illegal or unethical practices, unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy. The mechanism provides adequate safeguards against victimization of a **Whistle-Blower** to avail of the mechanism and also provides for direct access to the Chairperson of Audit Committee for the purpose in exceptional cases.

This Policy has been amended and approved by the board of directors (“**Board**”) of the Company at its meeting held on February 22, 2026.

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 22 read with Regulation 4(2)(d)(iv) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“**Listing Regulations, 2015**”) also mandates the Company to constitute a vigil mechanism called the ‘Whistle-Blower Policy’ (“**Policy**”) for **Whistle-Blower** to report concerns about illegal or unethical practices, unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy. Regulation 46 (2) of the Listing Regulations, 2015 provides for publishing of this Policy on the Company’s website. The Company has adopted this Policy in line with the objective of strengthening the governance mechanism and to report to the Audit Committee instances of illegal or unethical practices, unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy.

2. Definitions

“**Act**” means the Companies Act, 2013 and the Rules.

“**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company under the provisions of Listing Regulations, 2015 and/or the Companies Act, 2013, from time to time.

“**Board**” shall mean the board of directors of the Company as constituted from time to time.

“**Company**” means Moneyview Limited (Formerly known as Moneyview Private Limited and Whizdm Innovations Private Limited).

“**Designated Officer**” shall mean a person authorised by the Audit Committee to receive any Protected Disclosure and to maintain the records from Whistle Blowers and to place same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

“**Director(s)**” means a director appointed on the Board of the Company.

“**Employee**” means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.

“**Exceptional Circumstances/ Exceptional Nature**” means the Protected Disclosure that is against the member(s) of the Whistle-Blower Committee, the Designated Officer or employees and officers of the Company who occupy designations that are superior/ senior to that of the Designated Officer/

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members of the Whistle-Blower Committee and directors of the Company.

“**Independent Director**” means an Independent Director referred to in section 149(6) of the Companies Act, 2013, and / or Regulation 16(1)(b) of the Listing Regulations, 2015.

“**Key Managerial Personnel**” means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.

“**Listing Regulations, 2015**” means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, if applicable.

“**Policy**” means this Whistle-Blower Policy and Vigil Mechanism as amended from time to time.

“**Protected Disclosure(s)**” mean a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under “Scope” of the Policy with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

“**Rules**” means the rules made under the Companies Act, 2013.

“**SEBI**” means the Securities and Exchange Board of India.

“**Stock Exchange(s)**” means National Stock Exchange of India Limited and/or BSE Limited.

“**Whistle-Blower**” means stakeholder(s) (including directors of the Company, individual employee(s) & their representative bodies, vendors, service professionals and suppliers) who makes a Protected Disclosure under this Policy.

“**Whistle-Blower Committee**” means committee constituted by the Board of Directors consisting of the following officials:

1. Managing Director & Chief Executive Officer
2. Chief Financial Officer
3. Compliance Officer & Company Secretary
4. Head-Legal
5. Head-Human Resources

“**Wrongful Act**” means any illegal or unethical practice, unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct.

All other words and expressions used but not defined in this Policy, but defined in the Companies Act, 2013, the Listing Regulations, 2015 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3. Scope

The Whistle-Blower may report or raise any concern which he/ she believes is a Wrongful Act. Any allegation which falls within the scope of the Policy will be seriously considered and investigated.

Such Wrongful Acts would include but are not restricted to:

- Financial irregularities including fraud or suspected fraud;
- Forgery, falsification or alteration of documents;
- Failure to comply with applicable material legal requirements or Company policy;

- Improper conduct or unethical behaviour, including breach of the Company’s code of conduct, business integrity or ethics;
- Attempts to conceal any material facts or misrepresentation;
- Gross wilful negligence causing substantial and specific danger to public health, safety or environment;
- Any unlawful act whether criminal/civil;
- Colluding with third parties/associates to exploit or cause harm to the Company, and breach of material terms and conditions of employment and rules thereof;
- Manipulation of Company’s data/ records including computer files /data;
- Perforation, unauthorised use, access or disclosure of confidential/proprietary information;
- Abuse of authority leading to substantial loss/ damage to the Company;
- Misappropriation or unauthorised use of Company Funds/assets and/or resources;
- Any incidence of harassment or discrimination of any employee of the Company;
- Instances of leak of Unpublished Price Sensitive Information (“**UPS**I”) as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

Whistle-Blower should not act on his/ her own in conducting any investigative activities, nor he/ she has a right to participate in any investigative activity other than as requested by the Whistle-Blower Committee, Chairperson of the Audit Committee or the Designated Officer/ investigators.

All stakeholder(s) (including directors of the Company, individual employee(s) & their representative bodies, vendors, service professionals and suppliers) are eligible to make Protected Disclosures under this Policy.

It is clarified that any complaints related to Human Resources’ issue(s) such as salary and other compensation related matters, performance development, Prevention of Sexual Harassment (“**POSH**”) etc. will not be covered under this Policy. All such issues will be addressed by way of specific policies in this respect. In the event the Designated Officer or the Whistle-Blower Committee or the Chairperson of the Audit Committee receives any Protected Disclosure that may require intervention of any other committee constituted under other policies of the Company, the Whistle-Blower Committee may (a) promptly refer the matter to the relevant committee within 10 (ten) days of receipt; (b) inform the Whistle-Blower of such referral while maintaining confidentiality; (c) coordinate with such committee to ensure appropriate action is taken; and (d) monitor the progress and outcome of the matter. Further, any matter or incidents reported, which are pending before a court of law or tribunal or any other judiciary or sub-judicial body shall not be investigated under this Policy.

4. Procedure

Reporting a concern:

- (a) All Protected Disclosures should be addressed to the Designated Officer in confidentiality. In case of Protected Disclosures related to Exceptional Circumstances/ Exceptional Nature, or against any Whistle-Blower Committee members, the same shall be reported only to the Chairperson of the Audit Committee. In case a Protected Disclosure is made, and no action is initiated within 60 (sixty) days from the date of notifying the Protected Disclosure, or the action initiated is inappropriate in the view of Whistle-Blower, they can duly address the concern to the Chairperson of the Audit Committee.

The contact details of the Designated Officer are as under:

Designated Officer- Head-Human Resources

Email ID - HR-grievance@moneyview.in

The contact details of the Chairperson of the Audit Committee are as under:

Email ID - whistleblower@moneyview.in

- (b) Protected Disclosures should be reported through email or signed written letter to the Designated Officer or Chairperson of the Audit Committee. It should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the Whistle-Blower, so as to ensure a clear understanding of the issues raised.
- (c) The Whistle-Blower should endeavour to make the Protected Disclosure, as soon as possible not later than 30 days, after the Whistle-Blower becomes aware of the illegal or unethical practices, unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy or any other Wrongful Act as set out in this Policy.
- (d) The Protected Disclosure signed by the Whistle-Blower should be submitted in a closed and secured envelope and should be superscribed as or sent through email with the subject "***Protected Disclosure under the Whistle-Blower Policy/ Vigil Mechanism***". If the Protected Disclosure is not superscribed and closed as mentioned above, the Protected Disclosure will be dealt with as if it is a normal disclosure.
- (e) If a Protected Disclosure is received by any executive of the Company other than Designated Officer or Chairperson of the Audit Committee, the same should be forwarded to the Designated Officer or Chairperson of the Audit Committee, as set out in this Policy, for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle-Blower confidential.
- (f) The Protected Disclosure should disclose name and address of the Whistle-Blower in the letter. However, this should be read with (g) below and the name should not be disclosed on the envelope. However, a Whistle-Blower may raise concerns anonymously. Concerns expressed anonymously may be evaluated by the Whistle-Blower Committee or the Audit Committee for investigation at its discretion. In exercising this discretion, the factors to be taken into account will include:
- The seriousness of the issues raised;
 - The credibility of the concern; and
 - The likelihood of confirming the allegation from attributable sources.
- (g) In order to protect the identity of the Whistle-Blower, the Designated Officer or Chairperson of the Audit Committee, as the case, will not issue any acknowledgement to the Whistle-Blower and Whistle-Blower is advised not to write his/ her name/ address on the envelope nor enter into any further correspondence with the Chairperson of the Audit Committee.
- (h) The Protected Disclosure shall contain factual details and should not be speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- (i) After receipt of the Protected Disclosure except those related to Exceptional Circumstances/ Exceptional Nature by the Designated Officer or the Chairperson, he/ she shall forward the Protected Disclosure received to the Whistle-Blower Committee. At least two members shall form the quorum of the Whistle-Blower Committee.
- (j) On receipt of a Protected Disclosure, the Whistle-Blower Committee or the Chairperson of the Audit Committee or any person authorised by the Chairperson of the Audit Committee on his/her behalf, as the case may be, shall detach the covering letter bearing the identity of the Whistle-Blower and process only the Protected Disclosure.

5. Investigation

- (a) All Protected Disclosures under this Policy will be recorded and thoroughly investigated. The Whistle-Blower Committee will be responsible for the investigation of Protected Disclosures made to them and the Chairperson of the Audit Committee shall be responsible for the investigation of the Protected Disclosures related to Exceptional Circumstances/ Exceptional Nature.

However, any complaint regarding leak/suspected leak of Unpublished Price Sensitive Information shall be dealt as per the process set out under the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Determination of Legitimate Purposes of the Company.

- (b) The Whistle-Blower Committee/ Chairperson of the Audit Committee will carry out an investigation either himself/herself or may authorise any other Officer of the Company/ committee constituted for the same or an outside person(s) or an outside agency (**Investigator**).

Investigations will be launched after a preliminary review, which establishes that the alleged act constitutes illegal or unethical practices, unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

- (c) Delinquents will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs (to the extent such co-operation does not compromise self-incrimination protections available under law) during the investigation.
- (d) The identity of the delinquent and the Whistle-Blowers shall be kept confidential by the persons involved in the investigation, to the extent possible, subject to applicable laws.
- (e) The Investigator, may call for further information or particulars from the Whistle-Blower, the delinquent or any other person if it deems appropriate. The delinquent shall have the right to consult with an attorney or advocate of their choice.
- (f) Based on the investigation conducted, a report which establishes the culpability or lack thereof of the delinquent shall be prepared by the Investigator. The investigation shall be completed, and the report shall be prepared within 90 days of receipt of the Protected Disclosure and shall be presented to Audit Committee for decision. The Audit Committee may at its discretion extend this time period.
- (g) The Investigator shall make a written record of the investigation into the Protected Disclosure. The record shall include facts of the matter, comparative with previous complaints and outcomes, recommended disciplinary action etc.
- (h) Unless there are compelling reasons not to do so, delinquents will be given the opportunity to respond to material findings contained in an investigation report. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact-finding process.
- (i) Any member of the Audit Committee or the Whistle-Blower Committee or other officer having any conflict of interest in relation to a Protected Disclosure shall disclose his/her concern /interest forthwith and shall recuse himself/herself and the other members of the Whistle-Blower Committee or the Audit Committee, as the case may be, should deal with the matter on hand.
- (j) The delinquent and Directors, other employees and stakeholders, vendors, service professionals, suppliers shall cooperate with the investigation.
- (k) The delinquent shall not interfere with the investigation. Further, no evidence shall be withheld, destroyed or tampered and no witnesses shall be influenced, tutored, threatened or intimidated by the delinquent or any other person, prior to or during or after the investigation.

6. Decision making and Corrective Action

- (a) After considering the report of Investigator, if the Audit Committee, finds the delinquent guilty, then it shall order for necessary disciplinary or corrective action against the delinquent. Where the Protected Disclosure is of Exceptional Nature, then the Audit Committee may before recommending any disciplinary or corrective action, consult the Board of Directors.
- (b) Any disciplinary or corrective action initiated against the delinquent shall adhere to the applicable personnel or staff conduct and disciplinary procedures of the Company.
- (c) Annual report with the number of complaints received under this Policy and their outcome shall be placed before the Audit Committee and the Board.

7. Harrasment and Victimisation

- (a) No unfair treatment will be meted out to a Whistle-Blower by virtue of his/ her having reported a Protected Disclosure under this Policy. The Company condemns any kind of victimization, harassment, discrimination, or any other unfair employment practice being adopted against Whistle-Blower. Protection will be given to Whistle-Blower against any unfair practice including but not limited to retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or any direct or indirect use of authority to obstruct the Whistle-Blower's right to continue to perform his duties/ functions including making further disclosure. The Company will take steps to minimize the difficulties which the Whistle-Blower may experience as a result of making the Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- (b) The identity of the Whistle-Blower shall be kept confidential to the extent possible and permitted under law. Any Employee assisting in the said investigation shall also be protected to the same extent as the Whistle-Blower.
- (c) The Whistle-Blower, the Chairperson of the Audit Committee or any person(s) / agency authorised by Chairperson of the Audit Committee, the Whistle-Blower Committee, the Designated Officer, the Investigator and everyone involved in the process shall:
 - (i) maintain complete confidentiality/ secrecy of the matter;
 - (ii) not discuss the matter in any informal/social gatherings/ meetings;
 - (iii) discuss only to the extent or with the persons required for the purpose of completing the process and investigation;
 - (iv) not keep the papers relating to Protected Disclosure or the investigation unattended anywhere at any time;
 - (v) keep the electronic mails/files under password;
 - (vi) if anyone is found not complying with the above, he/ she shall be held liable for disciplinary action as determined on a case to case basis.
- (d) If a Whistle-Blower faces any retaliatory action or threat as a result of making a Protected Disclosure, he/ she may immediately write to the Chairperson of the Audit Committee who will recommend appropriate steps to protect the Whistle-Blower from such retaliatory action and ensure implementation of such steps for the protection of the Whistle-Blower.

8. Untrue Allegations

In making a Protected Disclosure, the Whistle-Blower should exercise due care to ensure the accuracy of the information. If Whistle-Blower (including directors, individual Employee(s) & their representative bodies, vendor and supplier) make an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual. If, however, a Whistle-Blower makes

malicious or vexatious allegations, and particularly if he/ she persists with making them despite the outcome of the investigation, the Audit Committee may recommend action against the Whistle-Blower.

9. Obligations of Whistle-Blowers

The obligations of the Whistle-Blowers shall include the following:

- (a) Promptly reporting any illegal or unethical practices, unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy not later than 30 days after the Whistle-Blower becomes aware of the illegal or unethical practices, unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
- (b) Although they are not required to provide proof, the Whistle-Blowers must have sufficient cause for concern and submit evidence, to which they may have access, when called for.
 - (c) Avoid anonymity when raising a concern.
 - (d) Follow the procedures prescribed in this Policy for making a Disclosure.
 - (e) Cooperate with investigators in maintaining full confidentiality.
 - (f) Not make any complaints or reports that are frivolous in nature.

10. Retention of Records

All Protected Disclosures in writing as well as all documents related to any investigation and the results of the investigation relating thereto shall be retained in accordance with the preservation of documents and web archival policy of the Company or for such other period as specified by any other law in force, whichever is greater.

11. Information and Dissemination

The details of the establishment of such a mechanism shall be disclosed by the Company on its website and intranet- notice board of the Company/ through internal dissemination and in the Board's report.

12. Review of Policy

The Board shall review the Policy from time to time based on the changing needs and make suitable modifications as may be necessary. The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.