

WHISTLE BLOWER POLICY
OF
FLAT WHITE CAPITAL PRIVATE LIMITED

SUMMARY OF POLICY:

Policy Name	WHISTLE BLOWER POLICY
Date of Approval of First Version	17-12-2025
Periodicity of Review	Annual
Prepared By	Prakhar Khandelwal
Approver	Board of Directors

Date of Review	Date of Next Review	Comments/Remarks/Changes
17-12-2025	On or before Dec-2026	Policy Approved

WHISTLE BLOWER POLICY

1. INTRODUCTION

FLAT WHITE CAPITAL PRIVATE LIMITED (FWCPL) is committed to the highest standards of integrity, transparency, ethical conduct, and regulatory compliance in all its business operations. The FWCPL believes in fostering an open environment where employees and stakeholders can raise concerns without fear of retaliation.

In accordance with Section 177(9) & 177(10) of the Companies Act, 2013 and applicable RBI governance guidelines for NBFCs, the FWCPL has established this Whistle Blower Policy (Vigil Mechanism) to provide a safe and confidential mechanism for reporting unethical practices, fraud, misconduct, or violation of laws.

This policy aims to:

- Encourage genuine reporting of wrongdoing.
- Provide a transparent investigation framework.
- Protect whistle blowers from retaliatory action.

This policy is not a substitute for personal grievance redressal.

2. APPLICABILITY

This Policy applies to:

- All Employees of FWCPL
- Directors & Key Managerial Personnel
- Vendors, service providers, partners, customers, and other stakeholders.

3. DEFINITIONS

a. **“Audit Committee”** – Committee constituted under Section 177 of the Companies Act, 2013.

b. **“Compliance Officer/ Disciplinary Committee”** – FWCPL Secretary or any person appointed by the Board.

c. **“Protected Disclosure”** – A written or electronic communication made in good faith reporting unethical or improper practices with supporting facts.

e. **“Whistle Blower”** – Any person who makes a Protected Disclosure under this Policy.

f. **“Subject”** – The person against whom a complaint is made.

g. **“Unethical & Improper Practices”** include but are not limited to:

- Fraud, financial misappropriation, or corruption
- Violation of RBI / statutory regulations

- Manipulation of records or data
- Insider trading or information leakage
- Conflict of interest
- Bribery and criminal misconduct
- Abuse of authority
- Sexual harassment or workplace misconduct
- Theft of FWCPL's assets
- Breach of FWCPL's policies or Code of Conduct
- Any act harming reputation or financial stability of the FWCPL

4. ROLE, RIGHTS & DUTIES OF WHISTLE BLOWER

Rights:

- Right to confidential handling of identity
- Right to protection from victimization
- Right to be informed about outcome of investigation

Duties:

- Must act in good faith
- Must provide factual and verifiable information
- Must not act with malicious intent

Disqualification:

Whistle blowers making malicious, frivolous, or repeated false complaints may face disciplinary action.

5. GUIDING PRINCIPLES

FWCPL shall ensure:

- Timely investigation of all genuine complaints
- Strict confidentiality of whistle blower identity
- Zero tolerance for retaliation
- Fair hearing to all concerned parties
- Preservation of all relevant evidence
- Disciplinary action against obstruction or victimization

6. EXCLUSIONS

The following will normally not be covered:

- Personal employment grievances (promotion, appraisal, transfer)
- Anonymous complaints without evidence
- Matters already sub-judice
- Trivial or frivolous complaints
- Issues reported after 2 years without available evidence

7. ANONYMOUS & PSEUDONYMOUS COMPLAINTS

- Anonymous complaints will be accepted only if supported by strong documentary evidence.
- Management reserves discretion on whether to investigate such cases.

8. REPORTING MECHANISM

A whistle blower may report through:

- Email: whistleblower@fwcap.in
- Written Letter: Addressed to Compliance Officer / Audit Committee
- Direct escalation: To Audit Committee (for senior management cases)

All disclosures should mention:

- Nature of allegation
- Name(s) of Subject(s)
- Dates and locations
- Supporting documents, if any

9. INVESTIGATION PROCEDURE

- All complaints will be acknowledged within 7 working days.
- Preliminary scrutiny by Compliance Officer / Anti-Fraud Cell.
- If prima facie case exists, investigation will be initiated.
- Investigation report to be submitted to Disciplinary Committee / Audit Committee within 15 days.
- The Subject will be given an opportunity of being heard.
- Final decision by Disciplinary Committee / Audit Committee.
- Whistle Blower shall be informed of the outcome.

If not satisfied, appeal may be made to the Audit Committee.

10. ACTION & DISCIPLINARY MEASURES

Based on findings, the FWCPL may take:

- Warning or reprimand
- Salary recovery or fines
- Suspension or termination
- Legal / criminal proceedings
- Recovery of losses
- Blacklisting of vendors, if applicable

11. PROTECTION TO WHISTLE BLOWER

FWCPL strictly prohibits:

- Harassment or victimization
- Termination, demotion, denial of promotion

- Transfer with mala fide intent
- Threat or intimidation

Any breach of protection will invite strict disciplinary action against the retaliator.

Protection will also extend to:

- Witnesses
- Investigators
- Supporting employees

12. CONFIDENTIALITY

- Identity of the whistle blower and subject shall be kept strictly confidential.
- Information shall only be shared on a “need-to-know” basis.

13. FALSE COMPLAINTS

If a complaint is found to be malicious, knowingly false, or motivated, disciplinary action shall be initiated against the complainant.

14. COMMUNICATION & AWARENESS

- This policy shall be displayed on the FWCPL website.
- Department heads shall ensure dissemination to all employees.
- Training and awareness sessions shall be conducted periodically.

15. AMENDMENT

The Board of Directors of FWCPL reserves the right to amend this Policy at any time in line with legal and regulatory changes.