arya dhan
Financial Solutions



# WHISTLEBLOWER POLICY

## DEFINITION

**1.1** For the purpose of this policy, Aryadhan Financial Solutions Pvt. Ltd. , hereinafter referred to as Aryadhan, and "Person(s)" refers to the directors, employees, deputed employees, business/vendor partners and their employees, contractors, subcontractors, consultants, and any other third-party individuals engaged with the organization.

**1.2** "Whistleblower" is any individual who, acting in good faith and in the best interest of the organization, reports suspected misconduct. This policy encourages such reporting and assures protection against retaliation, provided the report is made with reasonable belief in its validity.

## 2 PURPOSE

**2.1** In line with Aryadhan's commitment to upholding the highest standards of corporate governance, this Whistleblower provides a secure, confidential, and structured mechanism for reporting concerns related to unethical, unlawful, or inappropriate behaviour. The policy enables individuals to raise issues that may include, but are not limited to:

1 Inappropriate workplace conduct

2 Questionable business or management practices

3 Actions that may damage Aryadhan's reputation, workplace safety, or employee morale

4 Suspected leaks of Unpublished Price Sensitive Information

**2.2** All employees of Aryadhan's are expected to act with integrity, professionalism, and honesty in all aspects of their work. If an individual witness's behaviour inconsistent with these values—such as misconduct, violation of policies, misuse of resources, or biased dealings—they are encouraged to report such incidents for timely investigation and resolution.

## 3 SCOPE

**3.1** This policy applies to all persons of, Aryadhan's regardless of their role, level, or designation, as well as all other Person(s) as defined in Section 1.1 of Definitions

**3.2** For the purposes of this Policy, only those complaints received through the prescribed whistleblower reporting channels shall be classified and processed as whistleblower complaints. Any communication received through any other other unofficial, informal, or unintended channels shall not automatically be treated as a whistleblower complaint under this Policy and may be redirected, at the Company's discretion, to the appropriate grievance, HR, legal, or other internal mechanism for review and resolution

## 4 ELIGIBILITY

Our **whistleblower policy** welcomes report from a wide range of individuals, including all **employees** and **external stakeholders.** The concerns raised must pertain to matters related to Aryadhan.

## 5 TYPES OF SERIOUS CONCERNS

All Person(s) are responsible for reporting known or reasonably suspected:

1. Violations of laws or regulations applicable to Aryadhan
2. Breaches of the Code of Conduct
3. Unauthorized disclosure of confidential or sensitive information
4. Non-compliance with internal policies of Aryadhan
5. Financial irregularities, fraud, or document forgery
6. Acts of bribery, corruption, theft, or blackmail
7. Criminal offences or miscarriage of justice
8. Activities posing risks to health, safety, or the environment
9. Concealing any of the above
10. Any other action constituting serious misconduct or adversely affecting Aryadhan 's interests.

Timely reporting is critical to ensure prompt investigation and corrective action. Aryadhan strictly prohibits retaliation against any individual who raises concerns in good faith.

## 6 REPORTING MECHANISM

Concerns may be reported through any of the following methods:

- In writing to any whistleblowing Committee member
- By email to whistleblower@aryadhan.in
- In person (with prior appointment) with a committee member

While anonymous complaints are accepted, whistleblowers are encouraged to identify themselves to enable a more effective and thorough investigation. Acknowledgement of the complaint will be given to the whistleblower within 5 business days that the committee has received and formally accepted the complaint, and the review process is now underway.

## 7 INVESTIGATION PROCESS

**1** All complaints received under this policy will be handled with fairness, sensitivity, and confidentiality. Investigations will be conducted in accordance with applicable laws and internal policies. The timeline to close a whistleblower complaint can vary significantly depending on Nature and complexity of the complaint.

Internal complaints (within an organization): investigation to be completed within 45 days, with an initial acknowledgment within 7 days. Some may even aim to give feedback to the whistleblower within **3 months** of receiving the report.

**External complaints:** Those involving legal or criminal investigations, the entire process from filing to final resolution can range from **60-90 days or even more.**

2 To ensure fairness, whistleblowers will be given a chance to present their case, and the principles of natural justice will be applied. Whistleblowers and all relevant Person(s) are expected to cooperate fully during the investigation process. Submission of false information or obstruction of the investigation may result in disciplinary action, including termination.

3 If a violation is confirmed, appropriate remedial and disciplinary actions will be taken, including preventive measures to avoid recurrence. Outcomes will be shared only with those who require the information to fulfill their responsibilities, ensuring the integrity of the process

## 8 SUITABLE ACTION AGAINST THE PERSON ENGAGED IN RETALIATORY ACTION

Depending on the severity, intent, and impact of the violation, the Company reserves the right to impose one or more of the following actions at its sole discretion:

a **Written Warning:** Formal reprimand placed in the employee's permanent personnel file.

b **Suspension:** Temporary suspension from duties with or without pay.

c **Financial Penalties & Forfeiture:** Recovery of financial losses caused to the Company, forfeiture of discretionary bonuses, or withholding of variable compensation, subject to applicable local labour laws.

d **Demotion or Reassignment:** Reduction in position, seniority, or removal from specific projects/roles.

e **Termination of Employment:** Immediate termination for cause, without notice or severance pay.

## 9 PROTECTION OF WHISTLEBLOWER

Aryadhan is committed to protecting the identity and interests of whistleblowers. The identity of any individual raising a concern will be kept confidential and will not be disclosed without their explicit consent, except where required by law or investigation.

## 10 WHISTLEBLOWER REVIEW COMMITTEE

A designated committee has been established to review, investigate, and address whistleblower complaints in a prompt, fair, and impartial manner.

The committee consists of the following members:

**Permanent Members**

- Head of HR
- Head of Internal Controls

**Rotational Members (nominated for a 2-year term)**

- Designated Business/Function Leaders (Grade Band 3 or above) Any one of them-

**-CXO (CBO, CFO, Chief Digital officer and CTO)**

**REPORTING**

The Whistleblower Committee reports to the Audit Committee.

**QUORUM REQUIREMENT:**

Any decision by the committee must include consensus between both Permanent Members and at least one Rotational Member.

- If the complaint involves an employee in Grade Band 3 or above, the Managing Director of the respective company will join the committee for investigation and action.

- If the complaint is against a director, rest of the remaining Directors will form part of the investigating committee.

- If a complaint is lodged against a committee member or their reportee/team member, that member will be recused. Rotational Members will step in to ensure impartiality.

- If the concern involves external Person(s), the matter will be referred to the Internal Controls Unit or the relevant department. The committee will ensure investigation closure and tracking as outlined in Clause 7.1.

## 11 POLICY COMMUNICATION

**11.1** This policy will be made accessible to all employees via the Intranet, and for external stakeholders, it will be available on the official company website.

**11.2** Awareness of the policy and reporting channels will be promoted through internal communications, new joining & annual refresher training sessions, leadership briefings, and digital platforms across all Aryadhan offices.

## 12 PERIODIC REPORTING OF WHISTLEBLOWER INCIDENTS

- A Quarterly report summarizing whistleblower incidents, investigation status, and actions taken shall be submitted by HR to the Directors.

- A consolidated half yearly report shall be presented by HR to the Audit Committee of the Board for oversight and review.

## 13 POLICY REVIEW

This policy will be reviewed annually to ensure its continued relevance and effectiveness. Any amendments arising from changes in applicable laws or internal governance requirements will be made with prior approval from any of the two Directors.