

AAVAS FINANCIERS LIMITED



VIGIL MECHANISM/ WHISTLE BLOWER POLICY

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1. PREFACE

Pursuant to applicable provisions of Sub Section 9 of section 177 read with rule 7 of the companies (meetings of board and its powers) Rule, 2014 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 ("SEBI LODR") requires every listed Company and other company having borrowed money from banks and financial institutions exceeding fifty Crores rupees shall establish a Whistle Blower policy / Vigil Mechanism for the directors and employees and to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Company has also adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

Under these circumstances, Aavas Financiers Limited (Aavas), being a Public Company has established a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

2. POLICY OBJECTIVES

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 its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc.

3. SCOPE OF THE POLICY

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, misappropriation of monies, instances of leak of unpublished price sensitive information as defined in the Regulation 2(1)(n) Securities And Exchange Board Of India (Prohibition Of Insider Trading) Regulations, 2015 and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers. The policy neither releases employees from their duty of confidentiality in the course of their work, nor it is a route for taking up a grievance about a personal situation.

4. DEFINITIONS:

4.1 "Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section /sec 177 of the / Companies Act 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015.

4.2 "Employee" means every employee of the Company, including the Directors in the employment of the Company.

4.3 "Inquiry Committee" means committee formed in accordance with the Company's *"Policy for Procedure of Inquiry In case of Leak of Unpublished Price Sensitive Information ("UPSI")."*

4.4 "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature

4.5 "Code" mean Conduct for Directors and Senior Management Personnel adopted by Aavas.

4.6 "Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

4.7 "Whistle Blower" means an Employee and Director making a Protected Disclosure under this Policy.

4.8 "Whistle and Ethics Officer" means an officer of the company nominated by the Chairperson of the Audit Committee to receive protected disclosure from Whistle blowers, maintain record thereof, conduct detailed investigation under this policy, placing the same before the Audit Committee for its disposal and informing the Whistle blower the results thereof.

4.9 "Company" means, Aavas Financiers Limited (Aavas).

5. ELIGIBILITY

All employees and Directors of the Company and various stakeholders of the company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:

6.1 All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written.

6.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as **"Protected disclosure under the Whistle Blower policy"**. Alternatively, the same can also be sent via email at address and details as specified in **Annexure 1**, using the same phrase as email subject line.

6.3 The Company shall not entertain anonymous/ pseudonymous disclosures.

6.4 The Protected Disclosure should be forwarded under a covering letter signed by the whistle blower / complainant. The Whistle and ethics Officer or the Chairperson of the Audit Committee/CEO as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

6.5 All Protected Disclosures may be addressed to the Whistle and Ethics Officer of the Company or to the Chairperson of the Audit Committee/ Managing Director and Chief Executive Officer in exceptional cases.

6.6 Protected Disclosure against the Whistle and Ethics Officer should be addressed to the Managing Director and Chief Executive Officer or Chairperson of the Audit Committee. Protected Disclosure against the Managing Director and Chief Executive Officer should be addressed to Chairperson of the Audit Committee. Protected disclosure against Chairperson of the Audit Committee of the Company should be addressed to any other Independent member of the Audit Committee.

Further the contact details of the Whistle and Ethics Officer, Managing Director and Chief Executive Officer, Chairperson of the Audit Committee and other Independent member of the Audit Committee is mentioned in the Annexure-1 to this policy. Further, the Company Secretary of the Company is authorized to amend the contact details of above persons from time to time based upon the change in the constitution/ resignation and/or appointment of the persons specified in the annexure and update on website immediately.

On receipt of the protected disclosure the Whistle and Ethics Officer / Managing Director and Chief Executive Officer/ Chairperson of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. The record shall include:

- ❖ Brief facts;
- ❖ Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof
- ❖ Whether the same Protected Disclosure was raised previously on the same Subject;
- ❖ Details of actions taken by Whistle and Ethics Officer / Managing Director and Chief Executive Officer/ Chairperson of Audit Committee for processing the Complaint

The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION

7.1 All Protected Disclosures reported under this Policy will be thoroughly investigated by the Whistle and Ethics Officers of the Company who will investigate/ oversee the investigations under the authorization of the Audit committee. Chairperson of Audit Committee /Whistle and Ethics Officer/Managing Director and Chief Executive Officer may at its discretion consider involving any investigators for the purpose of Investigation.

Further, in case of actual or suspected leak of Unpublished Price Sensitive Information, Inquiry Committee of Company formed in accordance with the Company's Policy for Procedure of Inquiry In case of Leak of Unpublished Price Sensitive Information ("UPSI") shall investigate the matter.

7.2 The decision to conduct an investigation taken into a Protected Disclosure by itself is not an acceptance of the accusation by the Authority and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not support accusation.

7.3 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.

7.4 Unless there are compelling reasons not to do so, Subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

7.5 Subjects shall have a duty to co-operate with the Whistle and Ethics Officer(s)/ Audit Committee/ investigators (if appointed) during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

7.6 Subjects shall have right to access any document/ information for their legitimate need to clarify/

defend themselves in the investigation proceedings.

7.7 Subjects shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

7.8 Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

7.9 Whistle and Ethics Officer shall normally complete the investigation within 90 days of the receipt of protected disclosure.

7.10 In case of allegations against Subject are substantiated by the Whistle and Ethics Officer in his report, the Audit Committee shall give an opportunity to Subject to explain his side.

8. PROTECTION

8.1 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, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected 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.

8.2 A Whistle Blower may report any violation of the above clause to the Chairperson of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

8.4 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

8.5 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. SECRECY / CONFIDENTIALITY

9.1 The complainant, Vigilance and Ethics Officer/ Managing Director and Chief Executive Officer, Chairperson of Audit Committee, Members of Audit Committee, the Subject and everybody involved in the process shall:

9.2 Maintain confidentiality of all matters under this Policy

9.3 Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

9.4. Not keep the papers unattended anywhere at any time

9.5 Keep the electronic mails / files under password.

10. DECISION

10.1 If an investigation leads the Whistle and Ethics Officer / Chairperson of the Audit Committee to

conclude that an improper or unethical act has been committed, the Whistle and Ethics Officer/ Chairperson of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that 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.

10.2 If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle and Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

11. REPORTING

11.1 The Whistle & Ethics officer shall submit a report to the Chairperson of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any. The report shall also detail about the root cause analysis of the case and corrective and preventive actions and recommendations, wherever required.

12. ACCESS TO CHAIRPERSON OF THE AUDIT COMMITTEE

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

13. COMMUNICATION

13.1 A whistle Blower policy cannot be effective unless it is properly communicated to employees. The policy should be published on the website of the company.

14. RETENTION OF DOCUMENTS

14.1 All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

15. ADMINISTRATION AND REVIEW OF THE POLICY

15.1 A quarterly status report on the total number of compliant received if any during the period with summary of the findings of Whistle and Ethics Officer and corrective steps taken should be placed before the Audit Committee. The Managing Director and Chief Executive Officer shall be responsible for the administration, interpretation, application and review of this policy.

16. AMENDMENT

16.1 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 Employees and Directors unless the same is notified to them in writing.

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ANNEXURE-1

Name and Address of Whistle and Ethics Officer	Mr. Ghanshyam Gupta 201-202, 2nd Floor, South End Square, Mansarover Industrial Area, Jaipur-302020, Rajasthan, India Email- cfo@aavas.in
Name and Address of Chief Executive Officer	Mr. Manu Yeshpal Singh 201-202, 2nd Floor, South End Square, Mansarover Industrial Area, Jaipur-302020, Rajasthan, India Email- investorrelations@aavas.in
Name and Address of Chairperson of Audit Committee	Mr. Vivek Anant Karve (Chairperson of the Audit Committee) 201-202, 2nd Floor, South End Square, Mansarover Industrial Area, Jaipur-302020, Rajasthan, India Email- cmaudit@aavas.in