

ORANGE RETAIL FINANCE INDIA PRIVATE LIMITED (ORFIL)

CIN: U65191TN1989PTC018026

**VIGIL MECHANISM / WHISTLE BLOWER
POLICY**

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WHISTLE BLOWER POLICY

1. OVERVIEW

1.1 INTRODUCTION

Orange Retail Finance India Private Limited (ORFIL) was incorporated on 11th September 1989 and is a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India. ORFIL believes in the conduct of affairs of the Company in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour.

1.2 POLICY APPLICABILITY

Pursuant to Section 177 (9) of the Companies Act, 2013 and relevant rules, ORFIL is required to formulate a Whistle Blower Policy / Vigil Mechanism for Employees of the company (as defined herein below) to report genuine concerns.

Such Policy / Mechanism shall enable the Employees to freely communicate their concerns about illegal or unethical practices.

1.3 POLICY OBJECTIVES

The Objective of the Vigil Mechanism / Whistle Blower Policy (hereinafter referred to as Policy / Mechanism) is to address the concern raised by Employees by initiating appropriate actions or measures about suspected Reportable Matters in the company.

Employees are obligated to raise concern and report any of the above mentioned observations freely and without any fear of retaliation; as such incidents, if not reported would breach trust and has potential to endanger the Company's reputation.

This policy/ mechanism shall provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. This Mechanism / Policy should not be used to address personal grievances.

2. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below:

“**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company.

“**Investigator(s)**” means person/s or Team Appointed by the Chairperson of Audit Committee at his discretion for investigation

“**Employee**” means every employee of the Company, whether regular or contracted personnel or outsourced or as consultants including the Directors of the Company.

“**Director**” means every Director of the Company, past or present

“**Protected Disclosure**” means any communication made in good faith that discloses order demonstrates information that may evidence unethical or improper activity.

“**Subject(s)**” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

“**Reportable Matter**” means a genuine concern concerning actual or suspected:

- a. fraudulent practices, such as improperly tampering with the company’s books and records, or theft of company property;
- b. misconduct
- b. corruption, including bribery and money laundering;
- c. statutory violations, company policy violations

Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy.

“**Whistle Blower (s)**” is a person who exposes any kind of information or activity that is deemed illegal, dishonest, or not correct within an organization.

3. SCOPE

- a) The Whistle Blower’s role is that of a reporting party with reliable information. They are not required or expected to act as Investigator(s) or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in each case.

- b) Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairperson of the Audit Committee.
- c) Protected Disclosure will be appropriately dealt with by the Chairperson of the Audit Committee.

4. ELIGIBILITY

All the Employees as defined above are eligible to make Protected Disclosures under this Mechanism /Policy.

5. DISQUALIFICATIONS

- a) While it will be ensured that genuine whistle blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b) 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.
- c) Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide or malicious or whistle blowers who make three or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from further reporting of Protected Disclosures under this policy

6. PROCEDURE

- a) All Protected Disclosures should be addressed to Chairperson of Audit committee.
- b) The Chairperson of Audit committee if deemed fit, forward the Protected Disclosure to the Investigator(s) of the Company for investigation.
- c) In case the Protected Disclosure is made, and no action is initiated, or the action initiated is inappropriate in the view of Whistle Blower, he/she can duly address the concern to the Chairperson of Audit Committee.

- d) Any Protected Disclosures concerning the acts of the Chairperson of the Audit Committee should be addressed to the Audit Committee and the same shall be discussed by Members of the Audit Committee. If any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.
- e) In case any Protected Disclosures is made concerning the acts of the any one of Investigator(s), then the concerned Investigator(s) shall cease to be part of the Investigation immediately. In case Any Protected Disclosures is made concerning the acts of the all the Investigator(s), then the Investigator(s) shall cease to continue investigation and the chairperson of the Audit Committee shall appoint a new set of Investigator(s) to deal with the matter concerned.
- f) The contact details of the **Chairperson of the Audit Committee** of the Company is as under:
 - (a) By Email to:
 - (b) By Letter addressed to Chairperson of Audit Committee marked "Private and Confidential", and delivered to:
- g) If a Protected Disclosure is received by any Employee of the Company other than the Chairperson of Audit Committee, the same should be forwarded to the Chairperson of Audit Committee for further appropriate action.
- h) Appropriate care must be taken to protect the identity of the Whistle Blower.
- i) Protected Disclosures can be communicated orally at the first instance and should preferably be reported in writing (letter or through E Mail) in order to ensure a clear understanding of the issues raised and in case of an letter should either be typed or written in a legible handwriting in English or in the Regional Language of the place of employment of the Whistle Blower.
- j) Protected Disclosures should be factual and not 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.
- k) To enable the proper investigation, a Protected Disclosure should include as much

information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided:

a. the date of occurrence and nature of the Reportable Matter;

the names of the Employees to whom the Reportable Matter relates;

c. the relevant factual background concerning the Reportable Matter and

d. the basis for the Protected Disclosure

7. INVESTIGATION

- a) All Protected Disclosures reported under this Policy / Mechanism will be thoroughly reviewed and recorded by the Chairperson of the Audit Committee as the case maybe.
- b) The Chairperson of the Audit Committee shall forward the Protected Disclosures to the Investigator(s) for the purpose of investigation.
- c) The decision to conduct an investigation taken by the Chairperson of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may or may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- d) The identity of the subjects and the Whistle Blower will be kept confidential to the extent possible.
- e) Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f) Subjects shall have a duty to co-operate with the Chairperson of the Audit Committee or any of the Investigator(s) during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g) Subjects 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.

- h) Unless there are compelling reasons not to do so, subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- i) The investigation shall be completed normally within 45 days from the receipt of the Protected Disclosure.
- j) All Protected Disclosures are taken seriously and will be promptly investigated by the Company

8. PROTECTION

- a) No unfair treatment to a Whistle Blower will be permissible by virtue of his/her having reported a Protected Disclosure under this Policy / Mechanism. Complete protection will 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 Disclosures.
- b) A Whistle Blower may report any violation of the above clause to the Chairperson of the Audit Committee. The Chairperson shall decide who shall investigate into the same and recommend suitable action to the Management.
- c) Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. INVESTIGATOR(S)

- a) Investigator(s) are required to conduct a process towards fact-finding and analysis. Investigator(s) shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.
- b) Technical and other resources may be drawn upon as necessary to augment the

investigation. All Investigator(s) shall be independent and unbiased both in fact and as perceived. Investigator(s) have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

- c) Investigations will be launched only after a preliminary review by the Chairperson of the Audit Committee, as the case may be, which establishes that:
 - (i) The alleged act constitutes an improper or unethical activity or conduct, and
 - (ii) The allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review. Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

10. REPORTING

The investigator/s shall submit a report to 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.

11. DECISION

If an investigation leads the Chairperson of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairperson of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairperson of the Audit Committee may deem fit including reprimand.

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 / Mechanism shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

12. RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of five years.

13. AMENDMENT

Any change in the policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to review any part of this policy or the entire policy Suo motto or upon the recommendation of the Audit Committee, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. The Audit Committee shall review the functioning of the Whistleblower mechanism, at least once in a financial year.

The Whistleblower Policy will be displayed on the website of the Company.