

WHISTLE BLOWER POLICY

Our Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted the Code of Conduct, the Fair Practice Code and numerous policies 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 or Policy, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined.

➤ **Applicable Provisions**

Whistle Blower Policy is formulated in terms of the requirements of section 177 of the Companies Act, 2013, Circular No. SEBI/CFD/DIL/CG/1/2004/12/10 dated October 29, 2004, Circular no. CIR/CFD/POLICY CELL/2/2014 on April 17, 2014 issued by Securities and Exchange Board of India (SEBI), Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Clause 49 of Listing Agreement with the Stock Exchanges.

Further, in terms of Schedule IV in terms of S. 149(8) of the Act, it is the duty of Independent Director to ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use. Securities and Exchange Board of India has issued a Circular no. CIR/CFD/POLICY CELL/2/2014 on April 17, 2014. The said Circular provides that the revised Clause 49 would be applicable to all listed companies with effect from October 01, 2014.

All employees are required to report violations as per the Reporting Policy noted below:

➤ **Reporting Policy:**

- a) Every employee of Rudra Fincorp Private Limited shall promptly report to the management, or to the Board of Directors, when she / he becomes aware of any actual or possible violation of the Code or Policy or an event of misconduct, act of misdemeanour or act not in the company's interest. Such reporting shall be made available to subsidiaries, suppliers and partners, too.
- b) Any RFPL employee can choose to make a protected disclosure under the whistle-blower policy of the company, providing for reporting to the chairperson of the Audit committee or the board of directors or other specified authority. Such a protected disclosure shall be forwarded, when there is reasonable evidence to conclude that a violation is possible or has taken place, with a covering letter, which may or may not bear the identity of the whistle-blower. The company shall ensure protection to the whistle-blower and any attempts to intimidate him/her would be treated as a violation of company policy.
- c) Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement mandates the Company for a mandatory requirement to establish a mechanism called the 'Whistle-blower Policy' for directors and employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.
- d) Accordingly, this whistle-blower Policy ("the Policy") has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the Management or Chairman of the Audit Committee of the Company.

➤ **Eligibility**

All employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or any other Subsidiary Company.

➤ **Reporting Mechanism**

- a) All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b) In respect of all other Protected Disclosures, those concerning the Executive Management, Directors, and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Executive Level Management of the Company, directed first towards the Executive Director.
- c) Contact details of the Executive Director of the Company are as under:

Mr. Sunil Bansal
Managing Director
Rudra Fincorp Pvt. Ltd.
39/007A, Top Floor,
15&16, New Berry Road,
Lucknow – 226001
Cell No.: +91 9839056665

Contact details of the Chairman of the Audit Committee of the Company are as under:

Mr. Siddhartha Bansal
Rudra Fincorp Pvt. Ltd.
3009/007A, Top Floor,
15&16, New Berry Road,
Lucknow – 226001
Cell No.: +91 9519956665

➤ **Company's Investigation**

- a) The Investigation in the Company for the suspected violations will be carried on by the Investigators. Investigators mean those persons authorized, appointed, consulted or approached by the Management/ Chairman of the Audit Committee and includes the auditors of the Company and police.
- b) The information disclosed during the course of the investigation will remain confidential except as necessary to carry out investigation and take action.
- c) Director and Employee has to cooperate during the investigation. They shall have a duty to co-operate with the Management / Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.
- d) Unless there are compelling reasons not to do so, the reporting persons 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.
- e) The investigation shall be completed normally within a short period of the receipt of the Protected Disclosure. If it is found that violation has occurred, the Company will take appropriate action.

➤ **No Adverse Action**

- A) 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/her duties/functions including making further Protected Disclosure.
- B) No unfair treatment will be meted out to a whistle-blower by virtue of his/her having reported a Protected Disclosure under this Policy.
- C) The Company will treat any Violation reported by the Employees and Directors very seriously and genuinely. Any Employee assisting in the Investigation shall also be protected to the same extent as the Whistle Blower.

➤ **Documents Retention**

All 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. The Management 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.

➤ **Amendment of the Policy**

The Management of the Company reserves the Right for making appropriate and required changes in the said policy from time to time for any reasons including to continue complying with applicable laws.

The same will be notified to the Company employees and directors as and when amended and then only it will be considered binding to the Employees and directors of the Company.