

ADHARSHILA CAPITAL SERVICES LIMITED

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

1. PREFACE

Adharshila Capital Services Limited (hereinafter referred to as “the Company”), being a Listed Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations by promoting a fair, transparent, ethical and professional work environment.

Pursuant to clause 49 of Listing Agreement and as per applicable provisions of section 177 of the Companies Act, 2013 every listed company is required to establish a Whistle Blower policy / Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company’s Code of Conduct or Ethics Policy.

The Company has set up and adopted a Vigil Mechanism/ Whistle Blower Policy (**the “Policy”**) which lays down the principles and standards governing the management of grievances and concerns of employees and directors of the Company. The Mechanism as set up herein-below shall enable the employees and the directors of the Company to report their genuine concerns or grievances about the actual and potential violation of the principles and standards laid down herein. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

2. POLICY OBJECTIVES

The Objective of The Vigil (Whistle Blower) mechanism is to provide a reporting channel to report genuine concerns about unethical behavior, actual or suspected misappropriation or fraud to safeguard unethical practices in the organization and to report any deviations in terms of employee’s integrity and professional conduct. The purpose is to encourage the employees and directors of the Company to come forward and express their suspected misconduct concerns without fear of punishment or unfair treatment.

3. COVERAGE OF THE POLICY

All employees and directors associated with the Company can raise concerns regarding malpractices and events which may negatively impact the company. Any misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected can be reported by the whistle blower concerning employees and the directors of the Company.

4. DEFINITIONS :

- a. **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 292A /sec 177 of the Companies Act, 1956/ Companies Act 2013 and read with revised Clause 49 of the Listing Agreement with the Stock Exchanges.
- b. **“Employee”** means any employee or Director of Company.

- c. **“Protected Disclosure”** means a disclosure of a genuine concern concerning actual or suspected 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.
- d. **“Code”** mean Conduct for Directors and Senior Management Personnel adopted by the Company.
- e. **“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.
- f. **“Whistle Blower”** means an Employee/director making a Protected Disclosure under this Policy.
- g. **“Vigilance Officer”** means an officer of the company nominated by Competent Authority to conduct detailed investigation under this policy and to receive protected disclosure from Whistle blowers, maintain record thereof, placing the same before the Audit Committee for its disposal and informing the Whistle blower the results thereof.

5. ELIGIBILITY

All Employees and Directors 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

- a. The complainant/whistleblowers are expected to speak up and bring forward the concerns or complaints about issues listed under point-3 “Coverage of the policy” by addressing the same to the Vigilance Officer or the Chairman of the Audit Committee/ Chairman of the Company in a closed and secured envelope super scribed as **Confidential – Under Whistle Blower Policy** or sent through email at designated email ID in Hindi, English or any other regional language.

The complainant/Whistle Blower shall report such Protected Disclosures as soon as possible after he/she becomes aware of the same so as to ensure a clear understanding of the issues raised.

- b. The complainant/ Whistle Blower may or may not disclose his/her identity. In order to protect identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants. The Vigilance Officer shall assure that in case any further clarification is required he will get in touch with the complainant.
- c. The Company shall not entertain anonymous/ pseudonymous disclosures.
- d. The Vigilance Officer or the Chairman of the Committee/Chairman as the case may be after receiving the Protected Disclosure shall process the same.
- e. All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee/Chairman in exceptional cases. The contact details of the Vigilance Officer are as under:

Mr. Pradeep Kumar Sharma

Company Secretary

Adharshila Capital Services Limited

Regd. Off: 7C, 1st Floor, 'J' Block, Shopping Centre Saket, New Delhi-17

Email: adharshilacapital@gmail.com

- f. Protected Disclosure against the Vigilance Officer should be addressed to the Chairman of the Company.

Mr. R. K. Khanna (Chairman of the Company)

Adharshila Capital Services Limited

Regd. Off: 7C, 1st Floor, 'J' Block, Shopping Centre Saket, New Delhi-17

Email: adharshilacapital@gmail.com

- g. On receipt of the protected disclosure the Vigilance Officer / Chairman/ Chairman 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.
- h. The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION

The investigation wherever appropriate/ deemed necessary would be carried out to determine the authenticity of the allegations and for fact-finding.

8. PROTECTION

- a. 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.
- b. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. SECRECY / CONFIDENTIALITY

The complainant, Vigilance Officer, Members of Audit Committee, the subject and everybody involved in the process shall:

- a. Maintain confidentiality of all matters under this Policy
- b. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- c. Not keep the papers unattended anywhere at any time
- d. Keep the electronic mails / files under password.

10. DECISION

- a. If an investigation leads the Vigilance Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance Officer / Chairman 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.
- b. 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 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

The Vigilance officer shall submit a report to the Chairman 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.

12. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

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

13. ROLE OF VIGILANCE OFFICER

- a. A structured approach should be followed to ascertain the creditability of the charge.
- b. Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
- c. Provide timely update to the Chairman of the Company / Chairman of the Audit Committee on the progress of the investigation.
- d. Ensure investigation is carried out in independent and unbiased manner.
- e. Document the entire approach of the investigation.
- f. Investigation Report including the approach of investigation should be submitted to the Chairman with all the documents in support of the observations.

14. AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.
