WHISTLE BLOWER / VIGIL MECHANISM POLICY

1. M/s. Ashika Global Securities Limited ("AGSL") (Formerly: Ashika Credit Capital Limited), is a non-deposit taking Non-Banking Financial Company and categorized an Investment and Credit Company "NBFC-ICC" in terms of NBFC- RBI Direction issued and amended from time to time and as defined in Para 5.1.19 of Chapter II of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 ("the Directions") issued by the Reserve Bank of India on 19th October, 2023.

RBI in the year 2021 had issued a circular (RBI/2021-22/112 DOR.CRE.REC.No.60/03.10.001/2021-22 dated October 22, 2021) wherein NBFC's shall be classified based on their size, activity and perceived riskiness based on the asset size. As per the present Scale Based Regulations of RBI i.e. in term of para 2.2 of Chapter I of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 ("the Directions") issued by the Reserve Bank of India on 19th October, 2023, AGSL is in the Middle Layer and shall be subject to various compliances and regulations applicable to Middle Layer NBFCs. The Company is engaged in the business of providing finance by way of making loans and advances, inter-corporate deposits, loans against securities and trading/investments in shares and securities. The shares of the Company are listed on the Bombay Stock Exchange (BSE).

2. REGULATORY REQUIREMENTS

This policy is framed in terms of Section 177 of the Companies Act, 2013, Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia stipulates as follows:

Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Vigil Mechanism

1. The listed entity shall formulate a vigil mechanism/whistle blower policy for directors and employees to report genuine concerns.

2. The vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, mandates:

- Every listed company;
- Companies which accepts deposits from the public;
- Companies that have borrowed from banks/financial institutions more than INR 50Cr

to establish a Whistle Blower Policy/vigil mechanism for directors and employees to report genuine concerns.

3. POLICY:

This is the Whistle Blower Policy under Vigil Mechanism of the Company.

The policy is recommended by Audit Committee and further approved and adopted by Board of Directors in its meeting held on August 02, 2025. This Policy shall supersede the existing Whistle Blower Policy under Vigil Mechanism, framed from time to time, and shall be effective on and from August 11, 2025.

4. OBJECTIVE:

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 and directors 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 about any of the following:

a. unethical behaviour;
b. actual or suspected fraud;
c. violation of the Code or legal or regulatory requirements;
d. incorrect or misrepresentation of any financial statements and reports etc.

5. SCOPE:

To provide necessary safeguards for protection of directors and employees from reprisals or victimization, for whistle blowing in good faith. 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 involving, inter alia:

a. Breach of business integrity and ethics;

b. Breach of terms and conditions of employment and rules thereof;

c. Intentional financial irregularities, including fraud, or suspected fraud;

d. Violation of any law or regulations, policies including but not limited to corruption, bribery, theft, fraud, coercion and willful omission;

e. Gross or willful negligence causing substantial and specific danger to health, safety and environment;

f. Manipulation of the Company's data/records;

g. Pilferage of confidential/propriety information;

h. Gross wastage/misappropriation of Company funds/assets.

The above list is merely illustrative and should not be considered as exhaustive, with the Company reserving the right to update the same from time to time in any manner it deems fit.

6. **COVERAGE:**

All the directors, employees, customers of the Company and various stakeholders of the Company are eligible to make Protected Disclosure under the Policy in relation to matters concerning the Company.

7. **RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:**

The Audit Committee shall oversee the vigil mechanism and 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.

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

8. **COMPLAINANT (WHISTLE-BLOWER):**

A director/employee/customer/vendor making a disclosure under this policy is commonly referred to as a complainant (whistle-blower). The complainant's role is as a reporting party, he/she is not an investigator. Although the complainant is not expected to prove the truth of an allegation, the complainant needs to demonstrate, that there are sufficient grounds for concern.

9. **SAFEGUARDS:**

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 because 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 legal/professional advice about the procedure, etc.

Harassment or Victimisation:
Harassment or victimisation of the complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee.

Confidentiality:
Every effort will be made to protect the complainant's identity, subject to legal constraints.

Anonymous Allegations:
Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously will not be usually investigated but subject to the seriousness of the issue raised the Ombudsperson can initiate an investigation independently.

Malicious Allegations: Malicious allegations by employees will result in disciplinary action.

10. OMBUDSPERSON:

In case of complaints by employees, customers and vendors, the Ombudsperson will be a person, including a full-time senior employee, well respected for his integrity, independence and fairness. He would be authorised by the Statutory Board of the company for the purpose of receiving all complaints under this policy and ensuring appropriate action.

In appropriate/exceptional cases, direct access to the Chairman of the Audit Committee will be permitted subject to approval of the Ombudsperson.

In case of complaints by directors, the Ombudsperson will be the Chairperson of the Audit Committee of the Board.

11. REPORTING:

The whistle blowing procedure is intended to be used for genuine, serious and sensitive issues. Only genuine and serious concerns relating to financial reporting, unethical or illegal conduct should be reported to the concerned Ombudsperson. Her contact details are as under:

Ms. Anju Mundhra
Phone no. +91 33 40102541
e-mail id: secretarial@ashikagroup.com

12. INVESTIGATION:

All complaints received will be recorded and looked into. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be pursued under this policy, it may be dismissed at this stage by the concerned Ombudsperson and the decision documented by him/her.

Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

Investigation Result:
Based on a thorough examination of the findings, the committee (or Ombudsperson) would recommend an appropriate course of action to the Board of AGSL in case of complaints by employees, customers and vendors. Where an improper practice is proved, this would cover suggested disciplinary action, including dismissal, if applicable, as well as preventive measures for the future. All discussions would be minuted and the final report prepared.

Investigation Subject:
The investigation subject is the person/group of persons who are the focus of the enquiry/investigation. Their identity would be kept confidential to the extent possible.

Reporting by Ombudsperson:
In case of complaints by employees, customers and vendors, the Ombudsperson will provide quarterly reports to the Board.

Communication with Complainant:
The complainant will receive acknowledgement on receipt of the concern.

The amount of contact between the complainant and the body investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from him/her.

Subject to legal constraints, he will receive information about the outcome of any investigations.

13. ACCOUNTABILITIES:

Employees/Customers/Vendors:

- Bring to early attention of the company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern.
- Avoid anonymity when raising a concern.
- Co-operate with investigating authorities, maintaining full confidentiality.
- The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by employees may attract disciplinary action.
- A complainant has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.
- In exceptional cases, where the complainant (being an employee/customer/vendor) is not satisfied with the outcome of the investigation carried out by the Ombudsperson, he can make a direct appeal to the Chairman of the Audit Committee of AGSL.

Ombudsperson:

- Ensure that the policy is being implemented.
- Ascertain prima facie the credibility of the charge. If initial enquiry indicates further investigation is not required, close the issue.
- Document the initial enquiry.
- Where further investigation is indicated carry this through, appointing a Committee if necessary.
- Provide quarterly reports to the Board.
- Acknowledge receipt of concern to the complainant, thanking him for initiative taken in upholding the company's business conduct standards
- Ensure that necessary safeguards are provided to the complainant

Ombudsperson/Committee:

- Conduct the enquiry in a fair, unbiased manner.
- Ensure complete fact-finding.
- Maintain strict confidentiality.
- Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom.
- Recommend an appropriate course of action-suggested disciplinary action, including dismissal, and preventive measures and other appropriate measures.
- Minute Committee deliberations and document the final report.
- Table the quarterly reports with the Board.

Investigation Subject:

- Provide full co-operation to the Investigation team.
- Be informed of the outcome of the investigation.
- Accept the decision of the Ombudsperson.
- Maintain strict confidentiality.

14. COMMUNICATION

A whistle Blower policy shall be communicated to employees and all the employees should report the instances of leakage of Unpublished Price Sensitive Information to the whistle and ethics officer of the Company. The policy should be published on the website of the company.

15. 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 period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

16. ANNUAL AFFIRMATION ON COMPLIANCE OF THE POLICY

The company shall annually affirm that it has not denied any personnel access to the Audit Committee of the company (in respect of matter involving alleged misconduct) and that it has provided protection to " Whistle blowers: from unfair termination and other unfair prejudicial employment practices.

17. DISCLOSURE IN CORPORATE GOVERNANCE REPORT

The affirmation as refereed above shall form part of Board Report on Corporate Governance that is required to be prepared and submitted together with Annual Report.

18. AMENDMENTS AND MODIFICATIONS

The Board of the Company reserves the right to modify and/or amend this Policy at any time. The Board, also on the recommendation of the Audit Committee, shall review and amend this Policy, as and when required or to meet the requirements of the extant Regulations

Any or all provisions of this Policy are subject to such alterations/ amendment/ revisions as may be notified under the Act and the Listing Regulations and/or issued by any relevant statutory authorities. In case any amendment/ clarification/ notification/ circular prescribed by any relevant statutory authority are inconsistent with any of the clauses of this Policy, then such amendment/ clarification/ notification/ circular shall prevail over clauses of this Policy and the Policy shall be deemed to be altered/ amended/ revised to that extent, which alteration/ amendment/ revision shall be effective from the date as laid down under the amendment/ clarification/ notification/ circular issued by any relevant statutory authority.

The Policy is available on the website of Company at www.ashikagroup.com

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