

**ADANI HOUSING F I N A N C E
PRIVATE LIMITED**

WHISTLEBLOWER POLICY

VIGIL MECHANISM (WHISTLEBLOWER POLICY)

I. BACKGROUND OF THE POLICY:

The policy has been drafted as per requirements of the Companies Act, 2013 and rules made thereunder, being a private sector undertaking responsible to formulate its own Vigil Mechanism Policy in terms of requirement of the said Act.

II. PURPOSE:

Adani Housing Finance Pvt Ltd is committed to the highest possible standards of ethical, moral and legal business conduct. A propose to this commitment, the policy aims to provide an avenue for employees to report genuine concerns or grievances with reassurance that they will be protected from reprisals or victimization for whistle blowing in good faith.

The Whistle -blower Policy and procedures set forth below are intended to encourage and enable employees to raise concerns in good faith and without the fear of retaliation or adverse employment action.

III. POLICY:

This policy provides a channel to the Directors and Employee of the Company to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct and policy.

The Whistle-blower policy is intended to cover serious concerns that could have a large financial or otherwise impact on business and image/ goodwill of Adani Housing Finance Pvt Ltd.

IV. SCOPE:

This policy applies to all the Directors, Employees including part time and temporary employees of Adani Housing Finance Pvt Ltd.

It covers spectrum of malpractices, misuse of powers, frauds or suspected frauds etc., on account of which interest of the Company and its stakeholders are generally affected.

But this policy cannot in anyway be used as a defence for raising foul and false allegations against the management and co-workers. Management will not tolerate any such attempts and reserve its rights to take appropriate action, if needed.

V. SAFEGUARDS:

- Against Harassment or Victimization

This policy assures the complainant to provide adequate safeguard and the complainant will be given full protection, if need arise.

- Confidentiality

Every effort will be made to protect the complainant's identity and the complaint. No report shall be left anywhere unattended and email and soft copy of the documents shall be kept under the password.

- Secret Allegation

The policy encourages employees to disclose their names in the allegations which will help to take appropriate actions. Concerns expressed secretly will be investigated, but consideration will be given to:

- › The credibility of the concern;
- › Sources and seriousness of the issue;

- Malicious Allegations

Malicious allegations may result in serious disciplinary action. In case of repeated frivolous complaints being filed by any director or employee, the Audit Committee may take suitable action against the concerned director or employee including reprimand.

VI. PROCEDURE:

Process for Raising a Concern

- Reporting

The whistle blowing procedure is intended to be used for serious and sensitive issues.

Serious concerns relating to financial reporting, unethical or illegal conduct of management or any employee concerns should be reported in following way:

Directly to the Director,

Adani Housing Finance Pvt Ltd
1004/5, C-Wing, One BKC
C-66, G – Block, Bandra Kurla Complex
Bandra East, Mumbai 400051

- Timing

The earlier a concern is expressed, the easier it is to take action. The efforts will be to complete the investigation process by a month, subject to receipt of proper cooperation from all concerns.

- Evidence

The onus of proving the allegations will be on the person raising the issues. Written evidence will be preferred.

- How the Complaint will be handled

The Audit Committee of the Board will oversee the vigil mechanism. If any of the members of the Committee have a conflict of interest in a given case, they should

refrain themselves and the others on the Committee would deal with the matter on hand. The decision of the Audit Committee shall be final.

- Initial Inquiries

At the discretion of the Audit Committee, initial inquiries may be made to ascertain whether an investigation requires to be made. After completion of enquiry, a detailed report to be prepared. Some concerns may be resolved by agreed action without the need for investigation.

- Report to Complainant

The complainants will be given the opportunity to receive a report on their concern in two weeks. The report may inter alia contain:

- Acknowledgement that the concern was received;
- Manner in which matter will be dealt with;
- An estimated time for a final response;
- Intimation regarding initial inquiries, if any;
- Any further investigation, if further needed.

- Further Information

Depending upon requirement, further information may be sought from the complainant.

- Information

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

The Company affirms that no officials of the Company will be denied access to the Audit Committee and Chairman to the Audit Committee.

VII. The Board of Directors reserves its right to modify or amend this policy at its sole discretion at any time as it may deem necessary.
