

BHANIX FINANCE AND INVESTMENT LIMITED

WHISTLE-BLOWER POLICY

Date of Approval by Board of Directors	Reviewed By	Approved By	Version No	Last Review Date
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1. INTRODUCTION

Bhanix Finance and Investment Limited (hereafter referred to as “BFIL” or ‘the Company’) is a public limited company registered under the Companies Act 1956 and licensed as a Non-Deposit Taking Non-Banking Financial Company Middle Layer (NBFC-ND-ML) by the Reserve Bank of India (“RBI”) as per Master Direction – Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions.

The Board of Directors of the Company has adopted the Whistleblower Policy (Policy) in compliance with the Reserve Bank of India directives. This Policy seeks to define and establish a framework for reporting instances of unethical/ improper conduct and taking suitable action to investigate and remedy the aforesaid.

2. SCOPE AND COVERAGE

- a. Procedure to disclose any suspected unethical and/or improper practice, malpractices, wrongful conduct, fraud, violation of the company's policies & values, or violation of law by any employee of BFIL taking place anywhere in the company.
- b. Protection available to the person making such disclosure in good faith.
- c. Mechanism for taking action and reporting on such disclosures to the relevant authority within the company.
- d. Relevant authority and its powers to review disclosures and direct corrective action relating to such disclosures.
- e. This policy applies to all employees of BFIL (including outsourced, temporary and on contract personnel).

3. OBJECTIVE

The company seeks to maintain the highest ethical and business standards during conduct of its business by promoting transparency and ethical conduct in all spheres of business operations/activity.

The Whistle-blower Policy seeks to provide a mechanism for its staff, vendors or customers and encourages them to disclose any unethical and/or improper practice(s) taking place in the company, for appropriate action and reporting without any fear or retaliation. Through this policy, the company provides the necessary safeguards to all whistle-blowers for making disclosures in good faith. The company provides a transparent and confidential mechanism to address reported concerns and to comply with regulatory requirements, including guidelines issued by the Reserve Bank of India (RBI).

4. DEFINITIONS

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

- 'Whistle Blower' means any employee, customer or vendor of the company, making a disclosure under this policy.
- 'Disclosure' means any communication in relation to an unethical practice (including anonymous disclosures, by any means) made in good faith by the whistle-blower to the designated authority under this policy.
- 'Subject' means a person against or in relation to whom a disclosure is made under this policy.
- 'Unethical practice' means and includes, but is not limited to, the following suspected activities / improper practices being followed in the company:
 - Manipulation of company data /records.
 - Abuse of authority at any defined level in the company
 - Disclosure of confidential/proprietary information to unauthorized persons
 - Any violation of applicable laws and regulations by the company, thereby exposing the company to penalties/ fines.
 - Any instances of misappropriation of company assets.
 - Activity violating any laid-down Company Policy.
 - Indulging in corrupt practices, misappropriation, fraudulent conversion and the like breaching/subverting the rules and procedures for personal gain committed singly or in concert.
 - Data security and privacy breaches.
 - Breach of code of conduct
 - Misuse of company assets
 - Gender-related misconduct/harassment of any kind including physical/mental abuse.
 - Malicious acts, slander, libel and such acts as may cause injury to the reputation or business interests of the company.
 - Any other activities whether unethical or improper in nature and injurious to the interests of the company.

5. APPLICABILITY

This policy applies to the following:

- All staff of the company include the Board of Directors and Senior Management.
- Outsourced employees and staff.
- All customers of the company
- All vendors interact with the company and other stakeholders

6. PROCEDURE FOR REPORTING

- Any employee, vendor or customer of the company may make a disclosure, addressed to the email ID legal@cashe.co.in. The whistleblower may report the same by sending a letter to the registered postal address of the company, marking it Confidential and addressed to the Chief Executive Officer (CEO).
- The complaints addressed to the above email will be reviewed by the CEO.
- The CEO may form a committee or identify a person to carry out an investigation for resolution of complaints.
- The conclusions/findings based on the investigation will be presented to the Audit Committee.

While making the disclosure, the whistle-blower should take into consideration the applicable rules articulated under this policy:

- It is strongly advised that the whistle-blower discloses his/her identity in a covering letter to ensure timely resolution of the issue and also to ensure that adequate protection is granted to him/her under the relevant provisions of this policy.
- The whistle-blower must address the following issues while reporting any disclosures under this policy:
 - The disclosures made should bring out a clear understanding of the issue being raised.
 - The disclosures made should not be merely speculative in nature but should be true and based on actual facts.
 - The disclosure made should not be in the nature of a conjecture and should contain as much specific information as possible to allow for the proper conduct of the inquiry/investigation.
 - The disclosure made must be bonafide and disclosures with malafide intent will be rejected.
 - Disclosure should preferably be reported in writing to ensure a clear understanding of the issues raised and should either be typed or written in legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower. The whistle-blower having made a disclosure shall not prevaricate therefrom under pressure or otherwise and such acts shall be construed as infidelity.
 - The Whistleblower must disclose his/her identity in the cover letter forwarding such Protected Disclosure. Anonymous disclosures are not favoured as it would not be possible to interview the Whistleblowers.

Protection to Whistle-blower: The following shall be ensured to protect the whistle-blower:

- The identity of the whistle-blower, subject and any other employee assisting the inquiry/investigation shall be kept confidential at all times, except during the course of any legal proceedings where a disclosure/statement is required to be filed. Where disclosure is made based on anonymity, the company shall rely only on the evidence gathered during the investigation process.
- The company, as a policy, strongly condemns any kind of discrimination, harassment or any other unfair employment practice being adopted against the whistle-blowers for disclosures made under this policy. No unfair treatment shall be meted out to the whistle-blower by virtue of his/her having reported a disclosure under this policy and the company shall ensure that full protection has been granted to him/her against:
 - Unfair employment practices like retaliation, threat or intimidation of termination/suspension of services, etc;
 - Disciplinary action including transfer, demotion, refusal of promotion, etc.;
 - Direct or indirect abuse of authority to obstruct the whistle-blowers right to continue performance of his duties/functions during routine daily operations, including making further disclosures under this policy.
- The whistle-blower may also report any violation of the above clause to the Audit Committee Chairman (who may direct an investigation into the matter and recommend suitable action to the management).

7. MANAGEMENT ACTION ON FALSE DISCLOSURE

If an employee knowingly makes false disclosures under this policy, such employee shall be subject to disciplinary action on the terms deemed fit by the management.

8. REPORTING

All instances of disclosures noted as part of this policy, including the findings/status of all the inquiries made / investigations initiated against such disclosures shall be documented and a final report duly prepared by the Audit Committee and the Board of Directors on a quarterly basis, highlighting the following:

- The nature of reported disclosures made under this policy for the present quarter and the action proposed/taken thereon.
- The status of prior and current period reported disclosures and the action taken thereon and reasons for delay w.r.t. pending cases.
- The results/status of any investigations/inquiries in reference to the disclosures; and
- Any other matter.

The **Audit Committee** will oversee the implementation of this policy. Periodic reports on whistleblower complaints and their resolution will be reviewed.

9. REWARDS TO WHISTLE-BLOWER

For significant disclosures, Management at their sole discretion may offer 'Rewards to the Whistle-Blower' in the form of monetary awards and or career path advancement, based on skills and capability.

10. RETENTION OF DOCUMENTS

All disclosures made by the whistle-blower or documents obtained during the inquiry/investigation along with the results of the investigation relating thereto shall be retained by the company for a minimum period of eight years under the custody of the Company Secretary.

11. AMENDMENTS

The company reserves the right to amend, modify or revise this policy at any time with the approval of board of directors. However, no such amendment or modification will be binding on the directors, employees and stakeholders unless the same is notified to the Directors and Employees in writing and displayed on the website.

12. POLICY REVIEW

This Policy shall be reviewed by the Committee/Board as and when any changes are to be made in the Policy or at such intervals as may be considered necessary to ensure compliance with any regulatory or statutory requirement from time to time. Any changes in or modifications to the Policy as recommended by the Committee shall be presented to the Board for approval.

Version Control

Version	Description of change	Author	Effective Date
V1	Approval of Policy	CCO	April 21, 2022
V2	Review of Policy	CCO	February 28, 2024
V3	Review of Policy	CCO	March 21, 2025