Au FINANCIERS (INDIA) LIMITED
WHISTLE BLOWER POLICY & VIGIL MECHANISM

Reviewed by the Board on 27th May, 2015

1) Preface

Au Financiers hereinafter, referred to as “Company” believes in the conduct of the affairs of Company, its employees in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Company has formulated personnel policies that should govern the actions of Company and their employees. Any actual or potential violation of the 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 policy cannot be undermined. Hence, there is need to form a policy providing mechanism for protection of employees, others who report such incidences to management of the Company.

2) The Purpose of this policy

This policy has been devised with the objective of providing employees a way to raise their concerns on matters that seems to go against the company's commitment to the highest possible standards of prudential business norms & its Code of Conduct. This policy promotes open and fearless environment of direct communication by employees to management of the Company. Further, this policy seeks to provide necessary safeguards for protection of employees from reprisals or victimization, for whistle blowing in good faith. The Policy neither releases employees customers and/or vendors from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about personal situation.

3) Definitions

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

"**Audit Committee**" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 or earlier Companies act which was in force.

"**Employee**" means every employee of the Company including the Directors in the employment of the Company.

"**Investigators**" mean those persons authorised, appointed, consulted or approached by Audit Committee and include the auditors of the Company.

"**Protected Disclosure**" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“Reportable Matters” means Questionable Accounting or Auditing Matters and/or any other Company matters involving abuse of authority, breach of Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, health & safety, environmental issues, wastage/misappropriation of company funds/assets and any other unethical conduct.

"**Whistle Blower**" means an Employee/person making a Protected Disclosure under this Policy.

“**Whistle Officer**” means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.

“**Vigil Mechanism**” Mechanism covered in this policy providing opportunity to directors and employees to report their genuine concerns or grievances who can approach directly to the Chairman of the Audit Committee.

4) Procedure

In most cases, an employee’s supervisor, manager or point of contact is in the best position to address an area of concern. Supervisors, managers or points of contact to which Reportable Matters is being raised, are required to report the same immediately. Employees can also raise Reportable Matters with Whistle Blower Officer or Chairman of the Audit Committee directly.

In view of the aforesaid, Personnel can report in one of the following ways:

- By contacting Whistle Blower Officer, Mr. Vimal Jain, Dy. Vice President- Risk Department, who shall address them appropriately at vimal.jain@aufin.in or
- By contacting the Director & Chairman of the Audit Committee, Mr. Krishan Kant Rathi at kkrathi1961@gmail.com or
- By contacting any member of the Audit Committee or anyone in management whom the Whistleblower is comfortable approaching.

5) **Reporting responsibly**

Employee will often be the first to realize instances of impropriety and the facts relating to misstatements in the Company’s financial statements and any other wrongdoing. All employees have an obligation to report any of the Reportable Matters, of which they are or become aware of, to the Company. However, due to various reasons which include indifference to the issue, fear of reprisal or plain non-clarity on the issue, such instances may go unreported. This Policy is intended to encourage and enable Personnel to raise serious concerns within the Company prior to seeking resolution outside the Company.

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Reportable Matters nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. Further, this Policy is not intended to cover career related or other personal grievances.

The Whistleblower’s role is that of a reporting party. Whistleblowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

Reviewed by the Board on 27th May, 2015

6) Eligibility

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

7) Protection

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.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Audit Committee e.g. during investigations carried out by whistle blower Investigators. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

While this Policy is intended to protect genuine Whistle blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. An employee who makes complaints with mala fide intentions and which is subsequently found to be false will be subject to suitable investigation & action.

8) Reporting

Reportable matters received by Whistle blower officer/Chairman of Audit Committee shall be reported to Audit Committee covering facts of reportable matters, its gravity, investigation carried out, findings of investigation and actions proposed. The Audit Committee shall take suitable actions and shall submit a report to the Board only on matters requiring Board's attention or for guidance of Board.

9) 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 minimum period of 8 years.

10) Modification

The Managing Director reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing or placed on Company's website.

Reviewed by the Board on 27th May, 2015