

AQUILA FINANCE LIMITED

WHISTLE BLOWER POLICY AND VIGIL MECHANISM

AFL/POL/10/25-R003-06

History of the Document	Adopted by	Date of Adoption/Review
Originally Adopted	Board of Directors	10-06-2023
Review	Board of Directors	01-04-2025
Review	Board of Directors	25-10-2025

1. INTRODUCTION

Aquila Finance Limited is committed to maintaining the highest standards of integrity, transparency, and ethical conduct in all its business activities. The Company believes that good governance and accountability are the foundation for long-term success and stakeholder confidence.

To strengthen these values, the Company has established this Whistle Blower Policy and Vigil Mechanism to provide a formal channel through which directors, employees, and stakeholders can raise concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct or policies.

Although the Company is not a listed entity and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 do not mandatorily apply, this mechanism has been voluntarily adopted to align with best governance practices and the spirit of Section 177(9) and (10) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014.

2. OBJECTIVE

The purpose of this Policy is to:

- Encourage stakeholders to report genuine concerns or grievances without fear of retaliation.
- Provide a fair, transparent, and confidential process for handling such disclosures.
- Protect individuals who raise concerns in good faith from unfair treatment.
- Ensure that reported issues are investigated in a timely and impartial manner.

3. DEFINITIONS

For the purpose of this Policy:

- "Audit Committee" means the committee constituted by the Board of Directors in accordance with Section 177 of the Companies Act, 2013.

- “Employee” refers to every person employed by the Company, including directors in full-time employment.
- “Protected Disclosure” means a written communication made in good faith reporting unethical or improper practices.
- “Subject” is the individual against or in relation to whom a Protected Disclosure has been made.
- “Whistle Blower” means a stakeholder, director, employee, or any other person making a Protected Disclosure under this Policy.
- “Investigators” means persons or agencies authorized by the Audit Committee to investigate reported matters.

4. SCOPE AND APPLICABILITY

This Policy applies to all directors, employees, consultants, service providers, and stakeholders of Aquila Finance Limited.

It covers instances of unethical behavior, fraud, violation of company policies, or any act that could adversely affect the Company’s reputation or operations.

The Whistle Blower’s role is limited to reporting information. They are not expected to investigate or decide the corrective actions to be taken.

5. ELIGIBILITY

All employees, directors, and stakeholders are eligible to make a Protected Disclosure regarding matters concerning the Company.

6. EXCLUSIONS AND DISQUALIFICATIONS

- Individuals making frivolous, malicious, or repeated false allegations will not be protected under this Policy.
- Any person found to have abused the Whistle Blower mechanism may face disciplinary action.
- Protection under this Policy does not extend to those who file disclosures in bad faith or with personal motives.

7. PROCEDURE FOR REPORTING

1. Mode of Reporting:

All Protected Disclosures shall be made in writing (typed or legibly handwritten) in English or the regional language of the place of employment.

2. Addressee:

The disclosure shall be addressed to the Chairperson of the Audit Committee at the

Company's registered office or via email at the official address designated for whistle blower reports:

To: The Chairperson, Audit Committee
Aquila Finance Limited
First Floor, Falkland Tower, Ayyanthole, Thrissur-680003
Email id: mahesh@aquilafinance.co.in

3. Identity and Confidentiality:

The Whistle Blower should disclose their identity in the covering letter. Anonymous complaints will generally not be entertained as they hinder fair investigation.

4. Content of Disclosure:

The complaint should contain specific details of the alleged act, names of persons involved, supporting evidence, and other relevant information.

8. INVESTIGATION PROCESS

1. Upon receipt of a Protected Disclosure, the Audit Committee shall assess the matter and, if deemed appropriate, authorize an investigation.

2. The investigation may be conducted internally or by external experts as determined by the Committee.

3. The identity of all parties involved shall be kept confidential to the extent practicable.

4. The Subject shall be given an opportunity to present their case before any final decision is made.

5. The investigation shall ordinarily be completed within 45 days, extendable up to 90 days in exceptional circumstances, with progress updates to the Audit Committee.

9. PROTECTION OF WHISTLE BLOWERS

- The Company assures that no person reporting a genuine concern will suffer retaliation, victimization, or any form of discrimination.

- Retaliatory actions such as termination, demotion, suspension, or harassment will be treated as serious misconduct.

- If required, the Company will assist the Whistle Blower during investigation proceedings, including legal or procedural guidance.

10. ROLE AND DUTIES OF INVESTIGATORS

Investigators are required to:

- Conduct fair, unbiased, and fact-based inquiries.
- Maintain confidentiality and impartiality throughout the process.
- Submit a written report with findings and recommendations to the Audit Committee.

11. DECISION AND ACTION

The Audit Committee, after reviewing the investigation report, shall recommend appropriate disciplinary, corrective, or preventive actions to the management. The decision of the Audit Committee shall be final and binding.

12. REPORTING AND RECORD KEEPING

The Audit Committee shall periodically present a summary of whistle blower cases and their outcomes to the Board of Directors.

All related documents and reports shall be retained for a minimum period of seven (7) years.

13. REVIEW AND AMENDMENT

The Board of Directors may review and amend this Policy from time to time to ensure continued relevance and compliance with applicable laws. Any modification or amendment shall be communicated appropriately to all employees and stakeholders.

14. EFFECTIVE DATE

This Policy shall come into effect from the date of its approval by the Board of Directors of Aquila Finance Limited.

BY THE ORDER OF THE BOARD OF DIRECTORS

For AQUILA FINANCE LIMITED