



**ASSET RECONSTRUCTION COMPANY (INDIA) LIMITED**

**WHISTLEBLOWER POLICY**

(Amended in Board Meeting held on June 14, 2025)

Company Secretarial Group

## **Whistleblower Policy<sup>1</sup>**

### **I. Objective:**

Arcil believes in the conduct of its business and affairs in a fair and transparent manner by adopting highest standards of professionalism, integrity and ethical behaviour. Any actual or potential exceptions to the same would be a matter of serious concern for Arcil. It is in the best interests of the organization that such exceptions are reported for taking timely remedial measures, immediate as well as long term. While Arcil employees have always been expected to practice ethical behaviour and be vigilant to any exceptions coming to their knowledge, the same responsibility is now being codified by way of a “Whistleblower Policy”. The said policy has been formulated with a view to give protection to persons who disclose alleged wrong doings, so that they report the same without any fear of victimization or adverse action.

Section 177 of the Companies Act, 2013 (“Companies Act”) and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) require each listed company to establish a vigil mechanism for directors and employees to report genuine concerns or grievances and upload the details of the establishment of Whistle Blower Policy on the website of the Company. Regulation 9A (6) of SEBI (Prohibition of Insider Trading) (Amendments) Regulations, 2018 (“PIT Regulations”) also requires every listed company to formulate a Whistle Blower policy. Furthermore, this policy will also cover the directions issued by the Reserve Bank of India as amended from time to time.

It protects all stakeholders including directors and employees wishing to raise a concern about serious irregularities within the Company from being victimized/ harassed, including by the superiors as also prohibition of leak of unpublished price sensitive information (“UPSI”).

### **II. Applicability**

All stakeholders including directors, employees and any union/ association of employees of the Company are covered under this policy.

### **III. Definitions:**

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

1. **“Alleged Wrongful Conduct”** includes violation of law, mismanagement of affairs, financial irregularity, actual or suspected fraud, any infringement of Arcil’s code of conduct and business ethics or abuse of

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<sup>1</sup> Approved at the Board Meeting held on March 23, 2009

authority by any Employee and shall also include abuse of vulnerable adults by any Employee whether physically, sexually, financially, psychologically / emotionally or through neglect or discrimination.

2. **"Arcil"** shall mean Asset Reconstruction Company (India) Limited.
3. **"Audit Committee"** shall mean the Audit Committee constituted by the Board of Directors of Arcil in accordance with the provisions of Section 177 of the Companies Act, 2013.
4. **"Business Day"** shall mean any day (other than a Saturday or a Sunday or a public holiday) on which Arcil's offices are officially open for business.
5. **"Competent Authority"** shall have the meaning assigned to it under Paragraph VI of this Policy.
6. **"Complaint"** shall mean a Complaint submitted in writing by a Whistleblower under and in terms of the provisions of this Policy.
7. **"Employee"** shall mean all employees (whether temporary or permanent) of Arcil, and for the purposes of this Policy, include the directors of Arcil.
8. **"Good Faith"** shall mean the belief of the Whistleblower that the Complaint is true, correct and without malice, which shall be deemed lacking when the Whistleblower does not have personal knowledge of the facts for the Complaint, or where the Whistleblower knew or reasonably should have known that the complaint is malicious, false or frivolous, or where the Whistleblower failed to exercise due care while making a Complaint under this Policy.
9. **"Investigator(s)"** shall mean the person(s), including a Service Provider, appointed by the competent authority for the purpose of conducting an investigation in relation to any Complaint under this Policy.
10. **"Non-Performing Assets"** shall have the meaning assigned to it in the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 or as defined by the Reserve Bank of India from time to time

11. **“Policy”** shall mean the Whistleblower Policy of Arcil, as amended from time to time.
12. **“Protected disclosure”** shall mean any genuine concern, malpractice or misconduct raised by an email or in writing (hand-written or typed in English language) made in Good Faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should not be speculative in nature.
13. **“Subject”** means a person, against or in relation to whom, a Complaint has been made under this Policy.
14. **“Whistleblower”** means any stakeholder including employee, director or union/ association of employees of the Company demonstrating evidence of an unethical activity within the scope of this Policy through a Protected Disclosure.

#### **IV. Guiding Principles:**

1. Protected disclosures are acted upon in a time bound manner,
2. Complete confidentiality of the Whistle Blower is maintained,
3. The Whistle Blower and / or the person(s) processing the Protected Disclosure are not subjected to victimization.
4. Evidence of the Protected Disclosure is not concealed and appropriate action including disciplinary action is taken in case of attempts to conceal or destroy evidence.
5. Subject of the Protected Disclosure i.e. person against or in relation to whom a protected disclosure has been made, is provided an opportunity of being heard.
6. The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality.

#### **V. ROLE OF INVESTIGATORS:**

1. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority from Audit Committee / Competent Authority when acting within the course and scope of their investigation.

2. All Investigators shall perform their role in an independent and unbiased manner. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of professional standards. Investigators are required to conduct a process towards fact-finding and analysis.

## **VI. Competent Authority:**

1. The authority competent to consider the Complaints made under this Policy shall be:
  - a. Where the Whistleblower is an Employee:
    - (i) the Chief Executive Officer & Managing Director of Arcil (CEO & MD), where the Complaint is against Employee(s) whose position is two or more levels below the CEO & MD;
    - (ii) Chairman of the Audit Committee or any member thereof as may be specified in writing by the Chairman of the Audit Committee, for Complaints that do not fall under the category (i) above.
  - b. Where the Whistleblower is not an Employee, the Competent Authority shall be the Chairman of the Audit Committee or any member thereof as may be specified in writing by the Chairman of the Audit Committee.
2. In case a Complaint is received by any Employee of Arcil, not being the Competent Authority, the same shall be forwarded to the Chairman of the Audit Committee for necessary action, including referring the same to CEO & MD, if the same falls within his purview.

## **VII. Procedure**

1. Any Whistleblower who observes or notices or has, in Good Faith, reason to believe the occurrence of, any Alleged Wrongful Conduct, may, in Good Faith, make a Complaint to the Competent Authority as soon as possible after becoming aware of the same.

2. All Complaints of Alleged Wrongful Conduct shall be in writing and signed by the Whistleblower and shall be addressed to the Competent Authority.
3. Every Complaint shall contain specific and sufficient details to enable the Competent Authority to take an informed decision on the admissibility of the Complaint and investigation into the same, and shall include:
  - (a) name, address and contact number of the Whistleblower;
  - (b) name(s) of the Subject(s) alleged to have committed the wrongful conduct and his / her / their designation(s), if known;
  - (c) nature and detailed facts of the Alleged Wrongful Conduct;
  - (d) information or copy(ies) of the documentary proof or evidence in support of the Complaint, if any;
  - (e) the impact/effect, either monetary or otherwise, on Arcil, if possible; and
  - (f) a confirmation by the Whistleblower that he/she is willing to substantiate the Alleged Wrongful Conduct referred to in the Complaint, appear and testify before the Investigator(s), as and when called by the Investigator(s) and otherwise co-operate in the investigation of the Complaint.
4. The Complaint shall be delivered at the registered office of Arcil:

*The Ruby, 10th Floor 29,  
Senapati Bapat Marg,  
Dadar (West),  
Mumbai, Maharashtra,  
India, 400028*

in a sealed envelope addressed to the Chairman or any member of the Audit Committee, superscribed "*Whistleblower Policy*" on top of the envelope or by way of an e-mail marked to [whistleblower@arcil.co.in](mailto:whistleblower@arcil.co.in), a dedicated e-mail account which can be accessed only by any member of the Audit Committee or by any Employee(s) authorized for such purpose.
5. Acknowledgement should be provided to the Whistleblower by the Company Secretary if the complaint is considered by the Competent Authority. If the complaint is against the Company Secretary, acknowledgement should be provided by the CEO& MD.

6. Any anonymous complaint received under this Policy will not normally be processed. However, depending upon the materiality of the Alleged Wrongful Conduct and credibility of supporting evidence/ information provided, the Competent Authority may decide to consider the Complaint and investigate into the same.
7. Subject to other provisions of this Paragraph IV (*Procedures*), all Complaints received under this Policy shall be investigated by the Investigator(s) appointed by the Competent Authority. The investigation shall be carried on in a fair manner and in accordance with the applicable laws, without presumption of guilt.
8. The Subject shall co-operate with the Investigator(s) during the investigation and shall not interfere in the process of investigation. In the event the Subject interferes or causes any interference or attempts to cause any interference in the investigation proceedings, he/she shall be subject to such disciplinary action as may be deemed appropriate in the circumstances.
9. The procedure to be followed in any investigation shall be decided by the Competent Authority. Subject to the applicable laws and legitimate needs of the investigation, the process of investigation shall be kept confidential.
10. The Competent Authority shall, within 7 (seven) Business Days of receipt of the Complaint, decide on admission of the Complaint and investigation into the same, and wherein it decides to investigate, appoint the Investigator(s) for conducting the investigation into the Complaint and where such Investigator is a Service Provider, determine the terms and conditions of appointment.
11. The Investigator(s) shall, as far as possible, complete the investigation within 30 (thirty) Business Days of the receipt of the Complaint by the Competent Authority.
12. The Investigator(s) shall submit to the Competent Authority, a report of their investigation within 7 (seven) Business Days from the date of completion of the investigation.

**VIII. Decision:**

1. If the report by the Investigator(s) leads the Competent Authority to the conclusion that the Alleged Wrongful Conduct, with respect to which a Complaint had been made, has been committed, it shall recommend to the management or to the Board of Directors of Arcil, as may be appropriate in the circumstances, to take suitable disciplinary action against the concerned Subject.
2. If the Competent Authority is of the view that a Complaint made under this Policy is false or otherwise than in Good Faith, it shall recommend to the management or to the Board of Directors of Arcil, as may be appropriate in the circumstances, to take suitable action against the concerned Whistleblower.

**IX. Protection of Whistleblower's interests:**

1. A Whistleblower shall be protected from victimization, discrimination, intimidation, demotion, termination of service, or any other form of unfair treatment brought out to him/her by virtue of his/ her making a Complaint under this Policy. Such unfair treatment shall constitute sufficient ground for disciplinary action against the person who practices the same in respect of the Whistleblower.
2. If a Whistleblower is subjected to unfair treatment, he/she may make a complaint of the same to the Competent Authority, who shall investigate into the same and recommend such disciplinary or corrective action to the management, as it may deem fit.
3. Subject to the legal constraints, and except when disclosure of the identity of the Whistleblower is necessitated for the purpose of investigation of the Complaint, every effort shall be made to keep the identity of the Whistleblower confidential.
4. Any person, who assists an investigation into any Complaint under this Policy, shall also be given the same protection as a Whistleblower.



**X. False allegation and legitimate employment action:**

1. Any Whistleblower who's Complaint under this Policy is found to be otherwise than in Good Faith, the same may be considered by the Competent Authority and shall not be disqualified from making further Complaints under this Policy. In addition, the Competent Authority may recommend to the management to take such action against him / her as may be deemed appropriate in the circumstances.
2. This Policy may not be used as a defense by a Whistleblower against whom an adverse action has been / is being taken by Arcil, independent of the Complaint made by him / her and for legitimate reasons or causes.

**XI. Reporting requirements:**

The Competent Authority shall submit or caused to be submitted to the Audit Committee, quarterly reports in respect of all Complaints received under this Policy.

**XII. Annual Affirmation:**

Arcil shall annually affirm in the Director's Report that it has not denied any Whistleblower access to the Competent Authority and that it has provided protection to Whistleblowers as envisaged under this Policy.

**XIII. Retention of documents**

All Complaints along with the evidence gathered during the investigation and results and other investigation documents relating thereto, shall be retained by Arcil for a minimum period of 7 (seven) years.

**XIV. Notification**

This Policy, as amended from time to time, shall be uploaded on the intranet and website of Arcil for information of all concerned.

**XV. Review and Amendment**

The Policy may be amended or substituted by the Board as and when required or when there are statutory changes necessitating the change in the Policy. This Policy shall be reviewed by the Board on an annual basis. Any deviation from the policy shall be approved by the Board of Directors.