CD EQUIFINANCE PRIVATE LIMITED

CORPORATE WHISTLEBLOWER POLICY

Details	**Date**
Reviewed, Adopted and Implemented on	January 16, 2026
Approved by Board Meeting Dated	January 16, 2026
Next Review on	2026-2027

Contents

Introduction

CD Equifinance Private Limited (“the Company”) has adopted this policy in accordance with the provisions of Section 177 of the Companies Act, 2013, which require companies to establish an effective mechanism for reporting genuine concerns and providing adequate safeguards against victimization and other irregular practices at an early stage.

The Policy is also guided by the broader principles of transparency, accountability and ethical conduct, and seeks to encourage individuals to report concerns in good faith, with appropriate safeguards for their protection

I. PURPOSE:

The nomenclature and framing of a whistleblowing policy (the “policy”) often reflects the scope and intention of the mechanism adopted by a company. The primary objective of the policy is to provide Employees, directors, and stakeholders with a secure platform to report genuine concerns regarding unethical behaviour, fraud, violations of law or breaches of internal policies.

Equally important is the tone and structure of the policy, as these significantly influence its effectiveness in practice. While ensuring compliance with the Companies Act, 2013, organisations should move beyond a purely legalistic approach and focus on fostering a culture that actively encourages the reporting of suspected misconduct

1. SCOPE AND APPLICABILITY

An analysis of this policy in the Company covers Employees under the reporting mechanism, while extending protection to all its stakeholders. Under this Policy, any individual associated with the Company including employees (permanent, fixed-term, or temporary), directors, customers, contractors, vendors, suppliers, agents, PFAs, their deployed personnel and other stakeholders (“Stakeholders”) may report incidents or events covered herein.

The objective of extending the scope beyond employees is to encourage reporting from all individuals who may become aware of violations of law or company policies. Such an inclusive approach strengthens transparency and accountability, which require Companies to establish an effective mechanism for reporting misconduct

2. EXCLUSIONS

This Policy does not apply to:

a. Issues relating to employment or superior–subordinate relationships including but not limited to appraisals, service conditions, favouritism or sexual harassment, which are governed by the Company’s respective internal policies.
b. Complaints or allegations concerning employees or directors on matters unrelated to the Company’s business or operations.
c. Matters that are frivolous, malicious or made with a lack of good faith.

3. WHISTLEBLOWER GUIDELINES

a. Reports may be made in good faith regarding actual, suspected or potential wrongdoing.
b. Anonymous reporting is permitted; however, disclosure of identity is encouraged.
c. Malicious, frivolous or knowingly false complaints may lead to disciplinary action.
d. The mechanism shall not be used for personal grievances, trivial matters or issues under judicial consideration.
e. Whistleblowers should provide accurate information and cooperate during the investigation process.

II. DEFINITIONS:

The Company shall at all times have a Committee of Board known as 'Nomination and Remuneration Committee', which shall be constituted and function as follows:

a. Employee

"Employee" means any person employed by the Company on a permanent, temporary, contractual or part-time basis, including trainees and interns.

b. Stakeholder

"Stakeholder" includes any person or entity associated with the Company such as vendors, suppliers, consultants, service providers, customers, investors or any other party having a business relationship with the Company.

c. Investigation

"Investigation" means the process undertaken by the Company to examine and verify the facts relating to a Protected Disclosure made under this Policy.

d. Investigator

"Investigator" means any person, internal department, committee or external expert authorized by the Company or the Audit Committee to investigate a Protected Disclosure.

e. Good Faith

"Good Faith" means a reasonable belief by the whistleblower that the information disclosed is true and made without malicious intent.

f. Reporting Channels

"As defined under Clause 3.3"

g. Retaliation / Victimization

"Retaliation" or "Victimization" means any direct or indirect adverse action taken against a whistleblower for making a Protected Disclosure in good faith, including harassment, intimidation, demotion, suspension, termination or discrimination.

h. Whistleblower

"Whistleblower" refers to any Stakeholder who reports or brings forward concerns about actual, suspected or potential wrongdoing, including unethical or illegal conduct, that may violate the law, the Company's Code of Conduct or its policies

III. ELIGIBILITY AND REPORTING FRAMEWORK

1. Eligibility To Raise Disclosure

This policy defines who is eligible to report concerns and who is entitled to protection under the mechanism. This is essential to ensure that individuals are aware of whether the policy applies to them and whether their disclosures will receive protection.

2. Reportable Matters

The issues covered under these policies include violations of internal codes of conduct, breaches of law or regulations, unethical practices, financial irregularities, fraud, misuse of Company assets, health and safety concerns, corruption, harassment and conflicts of interest. By addressing such matters, whistleblowing policies aim to strengthen transparency, accountability and ethical governance within the organization.

3. Reporting Channels and Guidelines

An essential component of any whistleblower policy is identifying the appropriate Reporting Channels to ensure that concerns are raised with the relevant authority in a timely and effective manner. Well-defined Reporting Channels help individuals understand how to report concerns correctly.

Disclosures under this Policy may be reported through the following Reporting Channels:

1. Chief Compliance Officer / Designated Officer
2. Human Resources Department
3. Chairperson of the Audit Committee

Whistleblowers are encouraged to report concerns to the most appropriate channel based on the nature and seriousness of the matter.

Direct Access to the Chairperson of the Audit Committee
In exceptional cases, the whistleblower may directly approach the Chairperson of the Audit Committee, in accordance with Section 177 of the Companies Act, 2013.

While submitting a disclosure, the reporting person is encouraged to provide sufficient information to enable proper evaluation and investigation by preferably including:

1. Nature of the alleged violation
2. The individuals involved
3. The date, time and location of occurrence
4. Supporting documents or evidence, where available

Notion of Good Faith
Disclosures should be made in good faith, meaning that the reporting person reasonably believes the information to be true or likely to be true. The whistleblower is not required to conduct personal investigations but should provide information based on genuine concern.

Any disclosure made with malicious intent, knowingly false allegations or abuse of the reporting mechanism may attract appropriate disciplinary action in accordance with applicable provisions of the Companies Act, 2013.

4. Protection Against Victimization and Retaliation.

The Company shall ensure adequate safeguards against victimization of whistleblowers. Individuals who report concerns in good faith must be safeguarded from any form of adverse action arising from such disclosure.

Protection against retaliation is a fundamental element of an effective whistleblower mechanism. Retaliation may include threats, intimidation, suspension, termination of employment, demotion, denial of promotion, transfer, harassment or any other action that adversely affects the whistleblower’s employment or working conditions. The Company strictly prohibits any such retaliatory action against a person who makes a protected disclosure in good faith.

Any employee or person who engages in retaliation against a whistleblower or against individuals assisting in an investigation shall be subject to appropriate disciplinary action, which may include suspension, disciplinary proceedings or termination of employment.

Whistleblowers who believe that they have been subjected to retaliation may report such instances through the same Reporting Channels available under this policy, including the Chief Compliance Officer/ Designated Officer, the Human Resources Department or the Chairperson of the Audit Committee. The Company is committed to maintaining a safe and supportive environment that encourages individuals to report concerns without fear of retaliation.

IV. Roles and Responsibilities

The Company shall ensure that this Policy is communicated to all employees and relevant stakeholders and shall promote awareness regarding the availability of the whistleblower mechanism.

1. Board of Directors

The Board shall:

1. Ensure that an effective whistleblower mechanism is established
2. Promote a culture of ethical conduct and transparency
3. Ensure periodic review of the policy

2. Audit Committee

The Audit Committee shall:

1. Oversee the whistleblower mechanism
2. Review significant disclosures and investigation outcomes
3. Ensure adequate safeguards against victimization
4. Provide directions for appropriate corrective action

3. Reporting Channels

The Compliance Officer shall:

1. Receive and record disclosures
2. Conduct preliminary assessment
3. Coordinate investigation processes
4. Maintain records of disclosures and outcomes

4. Employees

Employees shall:

1. Report suspected misconduct in good faith
2. Cooperate with investigations
3. Maintain confidentiality regarding ongoing investigations

V. Reporting and Investigation Procedure

1. Procedure for Reporting a Disclosure

Complaints may be reported through written communication, designated email addresses, telephone helplines, online reporting platforms (if any) or directly to designated officials such as the Chief Compliance Officer, Human Resources Department, or the Chairperson of the Audit Committee.

The Reporting Channels are designed to ensure confidentiality and protection of the identity of the whistleblower, to the extent possible.

Anonymous Disclosures
The Company may permit disclosures to be made anonymously through the designated Reporting Channels. Anonymous complaints will be considered for investigation based on the seriousness of the issue raised, credibility of the information provided, and the availability of supporting evidence. However, the Company encourages whistleblowers to disclose their identity in order to facilitate effective investigation and communication during the inquiry process.

2. Format for Disclosure/Report by Whistleblower

Where the Disclosure/Report is submitted by email or via letter, the format for submitting the same along with the Declaration is attached in Annexure A.

3. Investigation Process

Upon receipt of a disclosure:

1. The Chief Compliance Officer or designated authority shall conduct a preliminary review of the complaint.
2. If the disclosure appears credible, a formal investigation shall be referred to the internal department or independent expert, if necessary.
3. The investigation shall be conducted in a fair, impartial and confidential manner.
4. Based on the findings, appropriate corrective or disciplinary action may be recommended to Audit Committee for finding and determining appropriate action.

The Company shall make reasonable efforts to complete investigations within a reasonable timeframe.

4. Escalation of Complaints

Depending on the nature and seriousness of the complaint:

1. Matters involving employees may be handled by the Chief Compliance Officer or Human Resources Department.
2. Matters involving senior management may be escalated to the Managing Director or Chief Executive Officer.
3. Matters involving directors or significant governance concerns shall be placed before the Audit Committee.

5. Confidentiality and Anonymity

Maintaining confidentiality is a critical element of an effective whistleblower mechanism. The Company shall ensure that the identity of the whistleblower and the information provided in the disclosure are treated with strict confidentiality. The identity of the reporting person will not be disclosed except where such disclosure becomes necessary for the purpose of investigation, for ensuring due process or where disclosure is required under applicable law. All individuals involved in the investigation process are expected to maintain confidentiality and refrain from discussing or disclosing any information relating to the investigation.

The Company may also permit disclosures to be made anonymously through designated Reporting Channels. Anonymous complaints may be considered for investigation depending on the seriousness of the allegation, the credibility of the information provided, and the availability of sufficient supporting details. Any unauthorized disclosure of the identity of the whistleblower may result in disciplinary action.

6. Abuse of Whistleblower Mechanism

While the Company encourages responsible reporting, the whistleblower mechanism must not be used to make allegations that are knowingly false, malicious, or frivolous. If it is established that a complaint has been made with malicious intent or with knowledge that the allegations are false, the Company may initiate appropriate disciplinary action against the concerned individual in accordance with applicable Company policies and employment terms.

VI. Documentation and Record Management

1. Reporting and Documentation

All disclosures received under this Policy shall be properly recorded and documented by the Compliance Officer or the designated authority. The documentation shall include details of the disclosure, preliminary review, investigation process, findings and actions taken by the Company.

For the purpose of conducting an inquiry into a protected disclosure, the designated authority or the Audit Committee may require any employee or relevant person associated with the Company to provide information, explanations, or documents necessary for the investigation. The investigating authority may also examine relevant individuals, review documents and collect evidence required for a fair and objective inquiry.

During the investigation process, reasonable steps shall be taken to ensure that the identity of the whistleblower and the information provided in the disclosure are kept confidential, except where disclosure becomes necessary for the purpose of the investigation or where required by law.

All proceedings relating to a protected disclosure shall be handled in a fair, impartial and confidential manner and appropriate records of the investigation shall be maintained for internal governance and compliance purposes.

2. Retention of Records

All records relating to disclosures, investigations, reports, evidence collected, and actions taken shall be securely maintained by the Company.

Such records shall be retained for a period determined by the Company’s document retention policy and applicable legal requirements. Access to these records shall be restricted to authorized personnel involved in the review, investigation or oversight of the whistleblower mechanism.

The Company shall take appropriate steps to ensure that records are preserved in a secure manner, and that confidentiality of the whistleblower and related information is maintained throughout the record management process.

VII. Review and Amendment of the Policy

The Chief Compliance Officer shall annually submit a report to the Audit Committee summarizing:

1. Number of disclosures received
2. Nature of complaints
3. Status of investigations

4. Corrective actions taken

The Policy will be reviewed at least annually and updated, as necessary, to reflect changes in applicable laws, regulations, or business requirements. The Company reserves the right to amend or modify this Policy, in whole or in part, at any time. Any such amendment or modification shall be appropriately communicated to Directors and Employees and, where applicable, made available to Stakeholders, including by hosting the updated Policy on the Company's website.

VIII. Protection of Legal Rights

Nothing contained in this Policy shall restrict the right of any individual to report violations of law to appropriate regulatory or governmental authorities in accordance with applicable laws.

Annexure A

FORMAT FOR DISCLOSURE/REPORT

PERSONAL INFORMATION OF THE WHISTLEBLOWER

1. First and Last name
2. Address
3. Telephone
4. Email ID
5. Mobile
6. Employee ID (if applicable)
7. PAN

BRIEF DESCRIPTION OF THE CONCERNS BEING REPORTED:

1. What wrongdoing is being reported?
2. Has the violation: Occurred / Occurring / Potential to occur in future?
3. If the violation has occurred, date of occurrence: dd/mm/yy (in case exact date is not known, an approximate period may be entered).
4. Name(s) of the persons alleged to have committed or about to commit the wrongdoing.
5. Please describe in detail why you think the wrongdoing submitted is a violation?
6. How was the alleged wrongdoing committed? Please provide the specific location and time where the wrongdoing occurred.
7. Why do you believe the activity to be improper?
8. What facts or supporting material/evidence is your allegation based on? Please attach any additional documents to this form, to corroborate the allegations, if necessary.
9. Identify any documents or other information in your submission that you believe could reasonably be expected to reveal your identity and explain the basis for your belief that your identity would be revealed if the documents were disclosed to a third party.
10. Provide details of other witnesses (if any) to the alleged wrongdoing
11. Has Whistleblower had any prior communication or representations with the Committee concerning this matter? No / Yes (Details thereof)
12. Does the wrongdoing relate to an entity of which the individual is or was an officer, director, counsel, employee, consultant or contractor? No / Yes (Details thereof)
13. If yes to the above question, was the original information submitted first to your Head or internal legal and compliance office? Yes (Please provide details with Date of submission) / No

DECLARATION

I hereby declare that:

a. I have read and understood the provisions of the CDEF Whistleblower Policy

b. I accept that Company is under no obligation to enter into any correspondence regarding action or inaction taken as a result of my Disclosure/Report.

c. I declare that the Disclosure contained herein is true, correct and complete and I fully understand that I may be subject to DISCIPLINARY action if, in my Disclosure Report, I knowingly and willfully make any false, fictitious or fraudulent statements or representations or use any false writing or document knowing that such writing or document contains any false, fictitious, or fraudulent statement.

Name:

Place and Date: