



WHISTLE BLOWER POLICY

1. Purpose:

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees and third parties wishing to raise a concern within the Company.

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. Personnel who makes a complaint with mala fide intention and which is subsequently found to be false will be subject to strict disciplinary action. Accordingly, the board of directors of Company in pursuance of Regulation 22 of the SEBI Listing Regulations and Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014, adopted the policy for vigil mechanism for directors and employees (“**Whistle Blower Policy**”) vide its Board meeting held on July 26, 2021.

2. Relevant Indian Legislations

This Policy has been framed in accordance with provisions of the following:

1. The Companies Act, 2013;
2. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
3. The Securities and Exchange Board of India Act, 1992 and
4. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

3. Definitions

- i. “Whistle-blower” means any Personnel who makes a Protected Disclosure under this Policy.
- ii. “Personnel” means any employee of PB Fintech (including outsourced, temporary and on contract personnel), director and/or third-party engaged by or on-behalf of the Company.
- iii. “Protected Disclosure” means the disclosure of a Reportable Matter in accordance with this Policy.
- iv. “Reportable Matter” means a genuine concern concerning actual or suspected
- v. fraudulent practices, such as improperly tampering with the Company’s books and records, or theft of the Company’s property;and/or
- vi. breach of PB Fintech Code of Conduct.



Please note that the complaints concerning issues related to professional development of employees or compensation or other personal grievances are not covered under Reportable Matters for purposes of this Policy.

vii. “Audit Committee” means the committee constituted by the Company in accordance with Section 177 of the Companies Act, 2013.

viii. “PB Fintech or the “Company” means PB Fintech Limited and its subsidiaries.

4. Why do we need to understand this Policy?

All Personnel have an obligation to report any Reportable Matters, of which they are or become aware of, to the Company.

This Policy is intended to encourage and enable Personnel to raise concerns within the Company prior to seeking resolution outside the Company. This Policy ensures that Personnel are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences. However, this Policy neither releases Personnel from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation. 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.

The Whistle-blower’s role is that of a reporting party. Whistle-blowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted. Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the moral inspector or the chairman of the Audit Committee or the Investigators. The complaints should be factual and not speculative in nature or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

5. Reporting Mechanisms

All Personnel are encouraged to share questions, concerns, suggestions, or complaints with someone who is in a position to address them properly.

In most cases, a Personnel’s supervisor, manager or point of contact is in the best position to address an area of concern. If, however, Personnel are not comfortable speaking with their supervisor or similarly situated person, or if not satisfied with such person’s response, then Personnel are encouraged to speak with or reach out to, the Compliance officer at complianceofficer@pbfintech.in or the Chairman of the Audit Committee.

Notwithstanding the aforesaid, Personnel can lodge a Protected Disclosure in one of the following ways:

- by contacting the Compliance officer at complianceofficer@pbfintech.in, or
- by sending a complaint letter in a sealed envelope marked “Private and Confidential” to the Chairman of the Audit Committee at below address:

Chairman of the Audit Committee,



PB Fintech Limited,
Plot No. 119, Sector-44,
Gurugram-122001, Haryana

A Protected Disclosure may be made anonymously. If a Protected Disclosure is made anonymously or otherwise, the Protected Disclosure must provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation. To the extent possible, the Protected Disclosure must include the following:

- a) The name of the employee, and/or third party or parties involved;
- b) Where it happened (division or office or location);
- c) When did it happen: a date or a period of time;
- d) Type of concern (what happened);
- e) Submit proof or identify where proof can be found, if possible;
- f) Who to contact for more information, if possible; and/or
- g) Prior efforts to address the problem, if any.

6. No Retaliation

No Whistle-blower, who in good faith makes a Protected Disclosure shall suffer harassment, retaliation, or adverse actions or any similar consequences. A supervisor or manager who retaliates against a Whistle-blower who has made a Protected Disclosure in good faith will be subject to disciplinary action including termination of employment, or a similar consequence if not employed by PB Fintech. ***This Policy is intended to encourage and enable Personnel to raise concerns within PB Fintech prior to seeking resolution outside of PB Fintech.***

Complete protection will, therefore, be given to whistleblowers 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 whistleblower's right to continue to perform his/her duties/functions including making further complaint. The Company will take steps to minimize difficulties, which the whistleblower may experience as a result of making the complaint. Thus, if the whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the whistleblower to receive advice about the procedure, etc.

7. Confidentiality

Personnel may make a Protected Disclosure on confidential basis or may make submissions anonymously. In addition, Personnel should be aware that there are significant rights and protections available to individuals who identify themselves when making a Protected Disclosure, and that these rights and protections may be lost if Personnel make a Protected Disclosure on an anonymous basis. Therefore, PB Fintech encourages all Personnel to identify themselves when making a Protected Disclosure. In responding to anonymous Protected Disclosure, PB Fintech will pay due regard to:

- The fairness to any individual named in the anonymous Protected Disclosure
- The seriousness of the issue raised



- The credibility of the information or allegation in the Protected Disclosure; and
- The ability to ascertain the validity of the Protected Disclosure and to appropriately resolve it without the assistance and cooperation of the Whistle-blower.

8. Handling of Protected Disclosure

The Audit Committee is responsible for investigating and resolving all Protected Disclosure.

Upon receipt of a Protected Disclosure, the Audit Committee will conduct an investigation as quickly as possible taking into account the nature and complexity of the Protected Disclosure and the issues raised therein. The Audit Committee may enlist employees of the Company and/or outside legal counsel or other advisors, as appropriate, to conduct an investigation of the Protected Disclosure. Investigations will be launched only after a preliminary review which establishes that:

- i. the alleged act constitutes an improper or unethical activity or conduct, and
- ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

Appropriate corrective action will be taken if warranted by the investigation, in PB Fintech sole discretion. Any actions taken in response to a Protected Disclosure will be informed to the Whistle-blower to the extent allowed by law or warranted by the specific situation, unless the Protected Disclosure was submitted on an anonymous basis. The person against whom a complaint is made will be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

The person against whom a complaint is made will have a right to consult with a person or persons of their choice, other than the moral inspector /Investigators and/or members of the Audit Committee and/or the whistleblower. The person against whom a complaint is made shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

The person against whom a complaint is made shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the person against whom a complaint is made.

Unless there are compelling reasons not to do so, the person against whom a complaint is made will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a person against whom a complaint is made shall be considered as maintainable unless there is good evidence in support of the allegation.

The person against whom a complaint is made shall have a right to be informed of the outcome of the investigation. If allegations are not sustained, the person against whom a complaint is made should be consulted as to whether public disclosure of the investigation results would be in the best interest of the person against whom a complaint is made and the Company.



The investigation shall be completed normally within 30 days of the receipt of the complaint.

The Audit Committee will maintain all Protected Disclosure received, tracking their receipt, investigation and resolution. All Protected Disclosure will be properly investigated, and a proper follow-up will be conducted.

9. Decision

If an investigation leads to conclusion that an improper or unethical act has been committed, the moral inspector /chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the moral inspector /chairman of the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the person against whom such charges are proved as a result of the findings of an investigation pursuant to this Whistleblower Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

10. Retention of Documents

All complaints in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of three years or such other longer period as may be required under law from time to time.

11. Disclosure

Details of the establishment of this Whistleblower Policy shall be disclosed on the Company's website and in Corporate Governance Report the Board's report. The corporate governance report of the Company shall disclose about such Whistleblower Policy & affirm that no personnel have been denied access to the Audit Committee.

12. Modification

The Company may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organizational changes within the Company.

13. Review and custody

This policy shall be reviewed by the Board annually and shall be kept in the custody of Compliance Officer of the Company.