

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

ONE97 COMMUNICATIONS LIMITED

Version	Date of Board Approval	Effective Date
1.0	July 10, 2021	July 10, 2021
1.1	January 19, 2024	January 19, 2024
1.2	November 4, 2025	November 4, 2025

1. PREAMBLE

One97 Communications Limited (the “**Company**”) is a public limited company incorporated under the Companies Act, 1956, as amended. Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates every listed company to constitute a Vigil Mechanism/ Whistle Blower Mechanism. Further, Regulation 4 (2)(d) (iv) read with Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) stipulates a mandatory requirement for all listed companies to establish a Vigil / Whistle Blower Mechanism for directors, employees, and Stakeholders (*as defined below*; collectively or individually referred to as “**Eligible Person(s)**”) to report genuine concerns or grievances of unethical behaviour, illegal practices, abuse of authority, insider trading, actual or suspected, fraud or violation of *inter-alia* the Company’s Code of Conduct (“**COC**”) or Anti Bribery and Corruption (“**ABAC**”) Policy. This Vigil Mechanism/ Whistle Blower Policy (“**Policy**”) shall also apply to subsidiaries and affiliates of the Company, who have formally adopted this Policy.

The Company believes in conducting its business / affairs in a fair and transparent manner, with highest standards of professionalism, honesty, integrity and ethical behaviour. In pursuit of the same, the Company encourages Eligible Persons to raise genuine concerns about any malpractices in the work place without fear of retaliation and will protect them from victimisation or dismissal.

The Vigil/Whistle Blower Mechanism established by the Company pursuant to this Policy, aims to provide a channel to the Eligible Persons to report genuine concerns about illegal / unethical behaviour of any employee of the Company or any other matter using the disclosure channels (set out in Section 4 below), as and when he/she becomes aware of any actual or possible violation of the Company’s COC, ABAC Policy, insider trading, or any other instance of misconduct, fraud, or act not in the Company’s interest.

The functioning of the Vigil /Whistle Blower Mechanism is subject to review by the Audit Committee established by the Board of Directors of the Company (“**Board**”), and recommendations (if any) made by them shall be implemented by the Company.

2. DEFINITIONS

In addition to the terms defined in the body of this Policy, the following capitalised terms used in the Policy shall have the meanings ascribed below:

- (i) “**Stakeholders**” means and includes employees/directors of service providers, merchants, customers, vendors, business partners, sub-contractors, consultants, retainers, trainees or any individual engaged in providing services to the Company.
- (ii) “**Protected Disclosure**” shall mean an oral or written communication of a genuine factual concern (containing as much specific information as possible to allow for proper assessment/investigation) made in good faith, which discloses or demonstrates information that may evidence an illegal or unethical / improper activity under “**Scope**” of the Policy with respect to the Company.
- (iii) “**Subject**” means a person or group of persons against, or in relation to, whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- (iv) “**Whistle Blower(s)**” can be any Eligible Person who makes Protected Disclosure under this Policy and may also be referred in this Policy as “**Complainant**”.

3. SCOPE

The Policy is in addition to the Code of Conduct and the Anti-Bribery and Anti-Corruption Policy of the Company, and covers disclosures of any illegal, unethical, improper behaviour or malpractices and events, which have taken place or suspected to have taken place *inter-alia* involving:

- (i) Breach of Company's COC, ABAC Policy, the Codes governing disclosure of Unpublished Price Sensitive Information and prohibition of Insider Trading etc.;
- (ii) Financial irregularities, including fraud or suspected fraud; forgery; falsification or alteration of documents; manipulation of Company's data and records; or any other deliberate violation of applicable laws/regulations;
- (iii) Gross and/or wilful negligence causing substantial and specific danger to the business of the Company, health and safety of Eligible Persons or to the environment;
- (iv) Gross wastage/ misappropriation of Company's funds and/or assets and/or resources;
- (v) Any other unethical or improper conduct, of any nature whatsoever.

All Eligible Persons can make Protected Disclosure(s) under the Policy in relation to any matter(s) concerning the Company and/or matters as laid down in above paragraph, preferably within 30 days after the concern arises or the Complainant becomes aware of the same. Further, the Company has established a separate committee pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and any rules made thereunder, each as amended, which is specifically responsible to receive, investigate and conclude complaints pertaining to sexual harassment of women at the workplace.

4. PROCEDURE FOR MAKING PROTECTED DISCLOSURES

- (i) Protected Disclosures can be made by Whistle Blower(s) using the following reporting channels:

Third-party Ethics Helpline / Web portal:

The Company has appointed an independent third party "Navex Global" to facilitate reporting of Protected Disclosure(s) through following channels:

- **Toll free helpline number –**

Country	Telephone Number	Languages
India	000 80005 02403	English and Hindi

- **Web portal –** <https://secure.ethicspoint.eu/domain/media/en/gui/108301/index.html>
- **App Access –** <https://paytm.navexone.eu>

In addition, the Complainant may also submit a Protected Disclosure by way of sealed cover mail addressed to the General Counsel at the Corporate Office of the Company, who is authorised by the Audit Committee *inter-alia* for maintaining and implementing this Policy and receiving Protected Disclosures. The General Counsel is authorized to delegate the day-to-day Policy functionalities to specific Company employees, and can be reached at the following coordinates:

General Counsel,
One 97 Communications Limited, Skymark One, Tower-D, Plot No H-10 B, Noida, Uttar Pradesh 201301;
E-mail ID: whistleblower@paytm.com

- (ii) A Protected Disclosure against the Chairman of the Company or the General Counsel should be addressed to the Chairman of the Audit Committee. A Protected Disclosure against the Chairman of the Audit Committee should be addressed to the Board of Directors. If any Protected Disclosure is received by any executive of the Company, they should report it to the General Counsel, who shall have the same duly investigated.
- (iii) The Company also accepts anonymous complaints; however, the Complainant is encouraged to disclose his/her name and contact details for follow-up discussions and further investigations. It is the responsibility

of officer(s) of the Company tasked with receiving and investigating the Protected Disclosures to protect the identity of the Complainant.

5. INVESTIGATION

- (i) All Protected Disclosures under this Policy will be recorded and thoroughly investigated (by such internal teams as are best suited to conduct the investigation). If necessary, the General Counsel, with the prior approval/ concurrence of Chairman of the Audit Committee, be at liberty to engage a suitable external agency.
- (ii) Upon receipt of a complaint *via* the above mentioned reporting channels, the relevant team shall review the same to determine whether the same constitutes a Protected Disclosure. If the determination is positive, the Protected Disclosure will be investigated by the designated investigation team. In case the complaint does not fall within the ambit of this Policy, the sender shall be informed that the complaint is being forwarded to the appropriate department/authority for further action, if and as deemed necessary.
- (iii) If the Protected Disclosure pertains to any subsidiary or affiliate of the Company, the same shall be forwarded to the respective stakeholders of the subsidiary or affiliate entity managing their Whistle Blower/Vigil Mechanism and the Complainant shall be duly informed of the same. A similar practice will be followed in cases where the relevant entity (to which the Protected Disclosure pertains) cannot be determined from the contents of the Protected Disclosure at the first instance, but it becomes clear during investigation that the same pertains to such entity.
- (iv) The investigation by itself does not tantamount to an accusation and is to be treated as a neutral fact finding process. The Subject shall have a duty to cooperate with the investigators during investigations.
- (v) The identity of the Subject(s) , Whistle Blower(s) and any other employee assisting in the investigation shall be kept confidential to the extent possible. The Subject shall be informed of the allegations at the outset of a formal investigation and shall be given an opportunity to explain his/her side in keeping with the principles of natural justice. No allegation of wrongdoing against the Subject shall be considered as maintainable unless there is irrefutable evidence in support of the allegation.
- (vi) The Subject(s) shall have a right to be informed of the outcome of the investigation.
- (vii) The investigation shall normally be completed within 90 days of the receipt of the Protected Disclosure, and the said time period may be extended in appropriate matters by the General Counsel.
- (viii) Any officer of the Company tasked with investigation pursuant to the Protected Disclosure having any conflict of interest with the matter shall disclose his/her concern forthwith and shall not deal with the matter.
- (ix) In case the concern does not fall within the ambit of this Policy, the sender shall be informed that the concern is being forwarded to the appropriate department/authority for further action, as deemed necessary.

6. DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the investigation team shall make recommendations for appropriate disciplinary or corrective action, which shall be approved by the disciplinary committee of the Company (or the entity to which the complaint relates). Any consequential disciplinary or corrective action initiated against the Subject, shall adhere to the applicable disciplinary procedures established by the Company.

The investigation shall be deemed as closed upon conclusion of the inquiry and implementation of approved disciplinary action. A quarterly report of complaints received under the Policy and their outcome shall be placed before the Audit Committee.

7. CONFIDENTIALITY

The Complainant, Subject, General Counsel, members of the Audit Committee, every officer of the Company tasked with investigation shall maintain confidentiality of all matters under this Policy and all complaint and investigation related documents/papers shall be maintained in the safe custody of the investigating teams.

8. PROTECTION AND DISQUALIFICATIONS

- (i) No unfair treatment will be meted out to / tolerated against a Whistle Blower on account of his/her having reported a Protected Disclosure under this Policy. The Company condemns any kind of discrimination, harassment, victimization, retaliation or any other unfair employment practice being adopted against Whistle Blowers. 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(s).
- (ii) While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment, any abuse of the Whistleblower Mechanism will warrant disciplinary action. Protection under this Policy would not mean protection from disciplinary action in accordance with the rules, procedures and policies of the Company arising out of single or repeated allegations made by a Whistle Blower knowing it to be false or bogus or with a *mala fide* intention. This will also apply to any employees, who make false statements or give false evidence during the investigations. Further, this policy may not be used as a defence by an employee against whom an adverse action has been taken for legitimate reasons or cause under the Company Code of Conduct and, or other applicable policies.

9. CONTACT DETAILS OF THE AUDIT COMMITTEE CHAIRMAN

The Complainant shall have the right to access chairman of the Audit Committee directly in appropriate or exceptional cases, and the chairman of the Audit committee is authorised to prescribe suitable directions in this regard, as may be deemed fit. The contact details of the Chairman of the Audit Committee are as under:
Chairman of Audit Committee

E-mail ID: chairman.auditcommittee@paytm.com

10. COMMUNICATION

This Policy shall be published on the intranet and on the website of the Company.

11. RETENTION OF DOCUMENTS

All Protected Disclosures received in writing or documented along with the results of investigation relating thereto, shall be retained by the Company for the period stipulated under applicable laws.

12. REVIEW/ AMENDMENT AND GRIEVANCE REDRESSAL MECHANISM

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason.