



MUTHOOTTU MINI FINANCIERS LTD

WHISTLE BLOWER POLICY

Reviewed in the Meeting of Board of Directors held on 20-05-2022

I. PREFACE

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company has adopted the Muthoottu Mini Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined.

II. OBJECTIVE & SCOPE

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

Regulation 4 and 22 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulations), mandates all listed entities to devise an effective Whistle Blower Mechanism enabling stakeholders, including individual employees and their representative bodies to freely communicate their concerns about illegal or unethical practices. As per Regulation 22 of the said Listing Regulations, the listed entity shall formulate a vigil mechanism for directors and

employees to report genuine concerns. Also, such vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

III. COVERAGE

This Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees of the Company to raise concerns and to report to the management about instances of unethical behaviour, actual or suspected, fraud or violation of the company’s code of conduct. The policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. The policy neither releases employees 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.

IV. DEFINITIONS

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

“Audit Committee” means the audit committee formed pursuant to section 177 of The Companies Act, 2013, including all amendments thereto, Regulation 18 of SEBI LODR regulations 2015 as amended from time to time and clause 70 (1) of Chapter XI of RBI Master Directions September 1 2016 as amended from time to time.

“Committee” means, the committee formed by the Nodal officer under this policy.

“Company” means, “Muthoottu Mini Financiers Ltd.”

“Disciplinary Action” means any action that can be taken on the completion of or during the course of investigation proceedings, including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“Employee” means every employee of the Company (working in India)

“Executive Director” means the Whole time Director on the board of the Company.

“Frivolous Complaint” means any complaint which is registered or attempted to be registered under this Policy with no evidence or on hearsay basis or with malafide intentions against the subject arising out of false or bogus allegations.

“Good Faith” An employee shall be deemed to be communicating in “good faith” if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

“Managing Director” means the Managing Director on the board of the Company.

“Nodal Officer” means a Senior Management Person appointed by the Company to receive protected disclosure from whistle-blowers, conduct inquiry, maintaining records thereof, placing the same before the Audit Committee for its disposal.

“Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.

“Policy or This Policy” means, “Whistleblower Policy.”

“Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behaviour, actual or suspected fraud or violation of the Company's Codes or any improper activity.

“Senior Management” means personnel of the Company who are members of its core management team (excluding Directors) and who occupy the position of chiefs/heads of various functions in the Company designated as Vice President and above.

“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 under this Policy.

“Whistle blower” is someone who makes a Protected Disclosure under this Policy.

Complaints may include, not limited to such malpractices and events which have taken place/suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including Corrupt business practices, fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
6. Any unlawful act whether Criminal or Civil
7. Pilferation of confidential/propriety information
8. Discrimination or harassment including sexual harassment
9. Deliberate violation of law/regulation
10. Wastage/misappropriation of company funds/assets
11. Breach of Company Policy or failure to implement or comply with any approved Company Policy

Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

VI. GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

1. Ensure that the Whistle blower and/or the person processing the Protected Disclosure is not victimized for doing so
2. Treat victimization as a serious matter, including initiating disciplinary action on person/(s) indulging in victimisation
3. Ensure complete confidentiality
4. Not attempt to conceal evidence of the Protected Disclosure
5. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made
6. Provide an opportunity of being heard to the persons involved especially to the Subject

VII. DISQUALIFICATIONS :

The Company reserves the right not to investigate in the following circumstances:

- a. Protected Disclosure pertaining to HR related issues viz. salary, performance evaluation etc.
- b. Protected Disclosure made without the following mandatory information
 - i. Name, designation and location of the Subject(s)
 - ii. Detailed description of the incident
 - iii. Location and time/duration of the incident
 - iv. Specific evidences or source of evidences

VIII. PROTECTION TO WHISTLEBLOWER

1. If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any

other manner like 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 Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- a. The communication/ disclosure is made in good faith
- b. He/She reasonably believes that information, and any allegations contained in it, are substantially true; and
- c. He/She is not acting for personal gain

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

2. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

IX. ACCOUNTABILITIES – WHISTLEBLOWERS

a) Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company.

- b) Avoid anonymity when raising a concern
- c) Follow the procedures prescribed in this policy for making a Disclosure
- d) Co-operate with investigating authorities, maintaining full confidentiality
- e) The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty Disclosures. Malicious allegations by employees may attract disciplinary action
- f) A whistleblower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation
- g) Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged Malpractice. It may forewarn the Subject and important evidence is likely to be destroyed
- h) In exceptional cases, where the whistleblower is not satisfied with the outcome of the investigation carried out by the Nodal Officer or the Committee, he/she can make a direct appeal to the Managing Director of the Company

X. ACCOUNTABILITIES – NODAL OFFICER

- a) Conduct the enquiry in a fair, unbiased manner
- b) Ensure complete fact-finding.
- c) Maintain strict confidentiality.
- d) Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom
- e) Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures.
- f) Constitute a committee for detailed enquiry if so required.
- g) Record Committee deliberations and document the final report.

XI. MANAGEMENT ACTION ON FALSE DISCLOSURES

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further this policy may

not be used as a defence by an employee against whom an adverse personnel action has been taken independent of any disclosure made by him and for legitimate reasons or cause under Company rules and policies.

XII. PROCEDURE FOR RAISING A DISCLOSURE

A Disclosure should be made in writing. Letters can be submitted by hand-delivery, e-mail, courier or by post addressed to the Nodal Officer appointed by the Managing Director of the Company. The details of the Nodal Officer is given below

| | |
|----------------|--|
| Name | P .E MATHAI |
| Address | Muthoottu Royal Towers, Kaloor, Kochi-682017 |
| Contact number | 7593092593, 0484 – 2912183 |
| Email | mathai@muthoottumini.com |

While there is no specific format for submitting a Disclosure, the following details MUST be mentioned:

- (a) Name, address and contact details of the Whistleblower (including Employee Code, when the Whistleblower is an employee).
- (b) Brief description of the Malpractice, giving the names of those alleged to have committed or about to commit a Malpractice. Specific details such as time and place of occurrence are also important.
- (c) In case of letters, the disclosure should be sealed in an envelope marked “Whistle Blower” and addressed to the Nodal Officer.

XIII. PROCEDURE FOR DEALING WITH DISCLOSURES

- (a) The Nodal Officer shall acknowledge receipt of the Disclosure as soon as practical (preferably within 07 days of receipt of a Disclosure), where the Whistle blower has provided his/her contact details.

(b) The Nodal Officer will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Disclosure constitute a Malpractice.

If the Nodal Officer determines that the allegations do not constitute a Malpractice, he/she will record this finding with reasons and communicate the same to the Whistle blower.

(c) If the Nodal Officer determines that the allegations constitute a Malpractice, he will proceed to investigate the Disclosure and if necessary, with the assistance of the Whistle Committee, to be formed by the Nodal Officer, comprising of Senior Management of the company and a representative of the Department where the breach has occurred. If the alleged Malpractice is required by law to be dealt with under any other mechanism, the Nodal Officer may refer the Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.

(d) The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information by the Nodal Officer or Committee for the purpose of such investigation shall do so as required.

(e) Individuals with whom the Nodal Officer or Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.

f) If the Malpractice constitutes a criminal offence, the Nodal Officer will bring it to the notice of the Audit Committee and take appropriate action including reporting the matter to the police. An Action taken report shall be submitted to the Committee on a regular basis by the nodal officer

(g) The Managing Director or Executive Directors of the Company may, at his/her discretion, participate in the investigations of any Disclosure.

(h) The Committee shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Nodal Officer as soon as practically

possible and in any case, not later than 30 days from the date of receipt of the Disclosure. The Nodal Officer may allow further time for submission of the report based on the circumstances of the case.

(i) Whilst it may be difficult for the Nodal Officer to keep the Whistleblower regularly updated on the progress of the investigations, he/she will keep the Whistleblower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.

(j) The Nodal Officer will ensure action on the recommendations of the Committee/ Officer and keep the Whistleblower informed of the same. Though no timeframe is being specified for such action, the Company will endeavor to act as quickly as possible in cases of proved Malpractice. A

XIIV. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with “Disclosures” are considered confidential information and access will be restricted to the Audit Committee and the Nodal Officer. Disclosures and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

XV. RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of 05 years.

XVI. REPORTS

Upon completion of the Inquiry the Nodal officer shall submit a detailed report before the Audit Committee on a regular basis. A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Nodal Officer will also be submitted to the Audit Committee of the Company.

XVII. COMPANY'S POWERS

The Company is entitled to amend, suspend or rescind this policy at any time. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

.....