

# **KUMBHAT FINANCIAL SERVICES LIMITED**

## **WHISTLE BLOWER POLICY**

### **➤ INTRODUCTION**

Section 177 of the Companies Act, 2013 requires every listed company to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Vigilance Committee in appropriate or exceptional cases.

Regulation 22 of the SEBI (LODR) Regulation, 2015, *inter alia*, provides for all listed companies to formulate a vigil mechanism called "Whistle Blower Policy" for directors and employees to report genuine concerns.

As a positive step towards value addition for all stakeholders and ensure highest level of honesty, integrity and ethical behavior in all its operations, the company has embarked upon Whistle blower policy.

### **➤ BROAD APPROACH**

The policy aims at giving broad guidelines on the reporting procedure and investigation mechanism to be followed to be initiated for any whistle blowing by an employee for any wrong doing in the company.

### **➤ POLICY OBJECTIVES**

The Vigil (Whistle Blower) Mechanism aims to provide a mechanism to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy.

This Whistle Blower Policy primarily enables all employees who have genuine concern about malpractice and suspected unethical conduct to come forward and express those concerns without any fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and provide for direct access to the Chairman of the Vigilance Committee in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

### ➤ **DEFINITIONS**

**"Protected Disclosure"** means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title "SCOPE" with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

**"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.

**"Vigilance Officer/Vigilance Committee or Committee"** is a person or Committee of persons, nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Vigilance Committee for its disposal and informing the Whistle Blower the result thereof. The Vigilance officer shall be the Chairman of the Vigilance committee.

**"Whistle Blower"** is a Director or employee who makes a Protected Disclosure under this Policy and referred in this policy as complainant.

### ➤ **SCOPE**

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

1. Breach of the Company's Code of Conduct
2. Breach of Business Integrity and Ethics.
3. Breach of terms and conditions of employment and rules thereof.
4. Intentional Financial irregularities, including fraud, or suspected fraud.
5. Deliberate violation of laws/regulations.
6. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment.
7. Manipulation of company data/records.
8. Pilferage of confidential/propriety information.
9. Gross Wastage/misappropriation of Company funds/assets

➤ **ELIGIBILITY**

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

➤ **PROCEDURE**

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be superscribed as "**Protected disclosure under the Whistle Blower policy**" or sent through email with the subject "**Protected disclosure under the Whistle Blower policy**". If the complaint is not superscribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Chairman Vigilance Committee.

The contact details are as under: -

The Chairman Vigilance Committee  
Kumbhat Financial Services Limited  
No: 29, 5th Floor, Rattan Bazaar,  
George Town, Chennai – 600003.

In order to protect the identity of the complainant, the Chairman -Vigilance Committee will not

issue any acknowledgement to the complainants and they are not advised neither to write their name *I* address on the envelope nor enter any further correspondence with the Chairman-Vigilance Committee.

As stated in earlier paragraph the complainant can also send his complaint via email to the following email.id.

**Email:ethics@kumbhatfinancialserviceslimited.com**

Anonymous *I* Pseudonymous disclosure shall not be entertained by the Vigilance Committee.

On receipt of the protected disclosure the Chairman- Vigilant Committee shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

### ➤ **INVESTIGATION**

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Committee will carry out an investigation.

The Committee , if deems fit , may call for further information or from the complainant and at its discretion , consider involving any other/additional Officer of the Company , or an outside agency for investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact- finding process.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Committee deems fit.

Any member of the Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

### ➤ **DECISION AND REPORTING**

If an investigation reveals that an improper or unethical act has been committed, the Chairman of the Vigilance Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the Subject because of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Vigilance Committee and the Board.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

➤ **CONFIDENTIALITY**

The complainant, Vigilance Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

➤ **PROTECTION**

No unfair treatment will be meted out to a Whistle Blower by his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience because of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

➤ **DISQUALIFICATIONS**

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

➤ **ACCESS TO CHAIRMAN OF THE VIGILANCE COMMITTEE**

The Whistle Blower shall have right to access Chairman of the Vigilance Committee directly in exceptional cases and the Chairman of the Vigilance Committee is authorized to prescribe suitable directions in this regard.

➤ **COMMUNICATION**

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

➤ **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 period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

➤ **AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.