

**MAHAAN IMPEX LIMITED**  
**WHISTLEBLOWER POLICY**

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**Preface:**

MAHAAN IMPEX LIMITED is committed to the highest standards of moral and ethical integrity, transparency and propriety in all its dealings MAHAAN IMPEX LIMITED believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior At MIL, the Code of Business Ethics (“Code”) lays down the principles and standards that should govern the actions of the Company and all its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, could 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.

**Objectives:**

The objective of the policy is to encourage and support the reporting of concerns about issues like unethical behaviour, grave misconduct and actual or suspected fraud or violation of the Code. Employees are encouraged to use guidance provided by this policy for reporting all allegations of suspected improper activities. In all instances, MIL retains the prerogative to determine when circumstances warrant an investigation and, in conformity with this policy and applicable laws and regulations, the appropriate investigative process to be employed.

**Applicability:**

The Policy is applicable to all the employees of MAHAAN IMPEX LIMITED, including the Wholetime Directors of the Company.

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

**Unethical practice or grave misconduct:**

Unethical practice or grave misconduct means –but is not limited to –conduct those results in a violation of law by the Company or in a substantial mismanagement of Company resources, and if proven, constitutes a criminal offence or reasonable ground for dismissal of the person engaging in such conduct. It also includes any unethical practice or any questionable accounting/ audit matters and fraudulent practices.

The policy covers malpractices and events which have taken place or are suspected to have taken place, involving abuse of authority, breach of contract, negligence causing substantial and specific danger to public health and safety, manipulation of company data/ records, financial irregularities, including fraud, or suspected fraud, criminal offence, pilfering of confidential/ proprietary information, deliberate violation of law/ regulation, wastage/

misappropriation of company funds/assets, breach of the Code and any other unethical, biased, imprudent event.

In case of any dispute regarding applicability of this policy to a particular conduct or practice, the decision of the Audit Committee will be final.

**Policy:**

Employees are encouraged to inform the Company about any unethical practice or grave misconduct, past or present, and report such event to the Compliance Officer. The unethical practice or grave misconduct can be reported through letter to the Compliance Officer at MIL House and marked Confidential or through e-mail to “cs@mahaanimpex.com”. Where an employee wishes to report an observed unethical practice or grave misconduct under this policy, the Company encourages the reporter to identify herself or himself so that it would enable the Company to reach out to the employee if there are further queries or information needed to properly investigate the report.

All reported events will be considered seriously and will be promptly investigated. The specific action to be taken in any particular case depends on the nature and gravity of the conduct or circumstances reported and the quality of the information provided.

Where a reporting employee has chosen to remain anonymous, the Company may only be able to investigate the matter based on the information provided by the employee or as may be available otherwise. In such a case, the Audit Committee Chairman/ Compliance Officer may, after a review of the facts available at their disposal, determine if it is possible to properly investigate the matter. If they determine that it is not possible to properly investigate the matter with the available information, they may decide to close the investigation suitably.

**Reporting:**

To facilitate investigation, the employee reporting an unethical practice or grave misconduct may be requested to document the facts in writing. If the employee feels that he/she has been subjected to discrimination, retaliation or harassment for having reported an unethical practice or grave misconduct under this policy, he/she must immediately report the fact to the Audit Committee. All the complaints received by the Compliance Officer under this Policy will be investigated within 30 days.

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

### **Investigation Process:**

1. Complaints received under this policy will be promptly and thoroughly investigated by the Compliance Officer.
2. If initial enquiries by the Compliance Officer indicate that the concern has no basis, or it is not a matter to be investigated under this Policy, it may be dismissed at this stage and the decision is documented and should be communicated to the person who had lodged the complaint. The reason for dismissing the complaint, without further investigation, should be documented.
3. Where an employee has chosen to remain anonymous, as a general practice, no intimation would be made to the anonymous complainant.
4. Where initial enquiries indicate that further investigation is necessary, this will be carried out by the Compliance Officer. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
5. The investigation report along with disciplinary action as the Compliance Officer may think fit and preventive measures to avoid reoccurrence of the matter shall be prepared within 30 days from the receipt of the complaint.
6. Depending upon the seriousness of the matter, the Compliance Officer may intimate the Audit Committee within 30 days from the date of the complaint with proposed disciplinary action/ counter measures for necessary action. The Audit Committee may decide the matter as it deems fit within the next 30 days. The decision of the Audit Committee would be final and binding.
7. In exceptional cases, where the complainant is not satisfied with the outcome of the investigation and the decision of the Compliance Officer, he/she can make a direct appeal to the Chairman of the Audit Committee in writing. The decision of the Audit Committee would be final and binding.
8. All information disclosed during the course of the investigation shall be kept confidential, except as necessary to conduct the investigation and take any remedial action in accordance with applicable laws. All employees have a duty to cooperate in the investigation and provide factual information, failing which they shall be subject to disciplinary action, including termination of employment.

9. In case of repeated frivolous complaints being filed by a complainant, the Compliance Officer may take suitable action against the concerned complainant, including reprimand.
  
10. In the event the unethical practice or grave misconduct referred to in a complaint raised by an employee pertains to a client, the intimation regarding the same will also be provided to the relevant authority at the client for necessary action to be taken by the client.

**Action:**

If, at the conclusion of the investigation, it is determined that a violation of Company policy has occurred, the Company will take effective remedial action commensurate with the severity of the offense as may be suggested by the Compliance Officer/ Audit Committee. This action may include disciplinary action against the accused party and/or termination of employment with the Company without prejudice to the Company's right to take legal action against the accused employee. Necessary steps will also be taken to prevent further violations of Company policy.

**Discrimination, retaliation or harassment:**

The Company strictly prohibits any discrimination, retaliation or harassment against any person who either reports an unethical practice or grave misconduct or participates in the investigation process. Any complaint about involvement of any employee in discrimination, retaliation or harassment of the person reporting an unethical practice or grave misconduct or participating in the investigation process shall be promptly and thoroughly investigated. The investigation shall be completed within 30 days of receipt of such complaint. If a complaint of discrimination, retaliation or harassment is substantiated, appropriate disciplinary action shall be taken.

**Disclosure:**

The Company will disclose the details of this policy in its Board's Report and upload this policy on its website.

**Policy Review:**

This policy is framed based on the provisions of the Companies Act 2013 and rules thereunder and the requirements of the proposed clause 49 of the Listing agreement with the stock exchanges.

In case of any subsequent changes in the provisions of the Companies Act 2013, or any other regulation which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Audit Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.