

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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SECTION 1 : PREFACE

Section 177 (9) of the Companies Act, 2013 and Rule 7 of Companies (meetings of Board and its powers) Rules, 2014 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns or grievances in such manner as may be prescribed. In compliance of the Companies Act, 2013, Asirvad Microfinance Limited (AML) being a Company having borrowed money from Banks in excess of 50 Crores rupees, established a Vigil (Whistle Blower) Mechanism.

Asirvad Microfinance Limited has formulated the policy that should govern the actions of the Company, directors and their employees. Any actual or potential violation of the policy, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

1.1 Objective

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

The Company aims to propagate a culture for maintaining highest standard of conduct and professionalism. To achieve this, the company has formulated this policy that will provide guidelines and assignment of responsibility for the development and maintenance of controls, conduct of investigations, awareness trainings for the employees. The Company would perceive any actual or potential fraud, however insignificant or perceived as such, very seriously.

This policy seeks to

- ❖ Provide an independent, high level forum by means of the Vigilance/ Disciplinary Committee and vigilance officer for employees and Business Associates to raise concerns and complaints about fraudulent practices such as :
 - Misappropriation of funds and assets
 - Corruption
 - Financial Statement Fraud
 - Breach of Business Integrity and Ethics
- ❖ Establish a fair and equitable inquiry process and redressal mechanism
- ❖ Provide through the vigilance officer and the Vigilance /Disciplinary Committee, a forum to review and investigate such concerns and give appropriate feedback on action taken.
- ❖ Reassure employees and Business Associates raising the concerns, that each one utilizing the process will be fully protected against possible reprisals, intimidation, coercive action, dismissal, demotion or victimization when a serious and genuine concern of fraud has been reported in good faith.

1.2 Applicability

This policy is applicable to all employees as well as its business associates interacting with AMPL. All frauds or suspected frauds shall be investigated in accordance with the provisions provided in this policy and other related policies.

The policy in vernacular language shall be displayed in all branches.

SECTION 2 : POLICY CONTENT

2.1 Who can raise concern

All stakeholders, including individual employees and their representative bodies of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

2.2 A person wishing to raise a concern to the Vigilance officer, either verbally or in writing by providing the following information such as –

- i. Background
- ii. History of the fraud
- iii. Grounds for raising the concern
- iv. Identity of the Subject or subjects
- v. Documentary evidence, wherever available

Protected Disclosures shall be factual and not speculative or in the nature of a conclusion, and shall 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. The complaints may be submitted in either of these forms.

Investigation Process

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 super scribed 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 super scribed 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 Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

The contact details of the Vigilance Officer are as under:-

Company Secretary

Asirvad Microfinance Limited,

1st Floor, Lemuir Building, T Nagar, Chennai 17.

Email: simi@asirvad.in

The policy provides for an investigation and resolution process in 3 stages :

Stage 1 - Initial Review

Stage 2 - Preliminary Investigation

Stage 3 - Detailed Investigation

Stage 4 - Reporting

There shall be no reprisals against anyone because he or she, in good faith, reports a fraud or susceptible fraud.

2.4 Protection / Immunity

Protection shall 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 duties/functions including making further Protected Disclosure. If the whistleblower is required to be a witness in criminal proceedings, the Company shall arrange for legal advice and physical protection to the Whistleblower. The identities of whistleblower and subject shall be kept confidential to the extent possible, subject to the needs of the investigation or law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

2.5 Disqualifications

Protection under this policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a whistleblower knowing it to be false or bogus or with a malafide intention. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as set out herein, any abuse of this protection will warrant disciplinary action.

2.6 Timelines

The following activities shall be performed within the timelines mentioned below:

Activity	Timelines (from the date of receipt of concern)
Initial Review	3 working days
Preliminary interview	7 working days
Detailed Investigation	30 working days
Reporting to Audit Committee	60 working days

SECTION 3 : POLICY IMPLEMENTATION

3.1 Implementation Framework

Approval

Responsibility - Board of Directors

Procedure – This policy and any subsequent modifications to this would only become enforceable upon appropriate approval of the Board. The date on which this policy or any such modification becomes enforceable shall be clearly stated with the approval.

3.2 Decision and reporting

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit 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 as a result 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 Audit 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 Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

3.3 Confidentiality

The complainant, Vigilance Officer, Members of Audit 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.

3.4 Communication

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

3.5 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.

SECTION 4 : APPENDIX

4.1 Glossary

Disciplinary Committee : 'Disciplinary Committee' is a committee comprising of an Independent Director, President and a counsel member who shall be a subject matter expert in the area under investigation.

Employee : 'Employee' means every employee be it full time or part time employees of the Company.

Protected Disclosures : 'Protected Disclosure' means any communication made in good faith that discloses or demonstrates information that may evidence unethical or fraudulent activity.

Whistleblower : An employee or other stakeholder making a protected disclosure under this policy is commonly referred to as a complainant ('Whistleblower'). The Whistleblower's role is to report and not act as an investigation team. Although the whistleblower is not expected to prove the truth of an allegation, he/she needs to demonstrate to the Ombudsperson that there are sufficient grounds for concern.

"Vigilance Officer/Committee : refers to Committee of persons, nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.