

GRUH FINANCE LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

1. Preface

1. GRUH believes to conduct its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company is committed to developing a culture where it is safe for all employees to raise concerns about any wrongful conduct concerning the policies, procedures, codes and applicable laws, rules and regulations of the Company or in relation to corruption, misuse of office, criminal offence, suspected/ actual fraud, fraudulent reporting, misappropriation or mismanagement of the Company's assets, (hereinafter collectively referred to as 'alleged wrongful conduct') made by him in good faith and to ensure that no adverse action is taken knowingly and in retaliation to the said disclosure and to provide for the procedure thereof.
2. This Whistle Blower Policy (Policy) is formulated in terms of the Clause 49 of the Listing Agreement relating to Corporate Governance and the relevant provisions under Section 177(10) of the Companies Act, 2013 and the rules made thereunder.

2. Purpose of the Policy

1. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company.
2. 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.

3. Applicability

1. This Policy shall be applicable to the whistle blower, who may have made a complaint in good faith of any instance of alleged wrongful conduct and as a result of which he is not being subjected to any victimization by any personnel of the Company.
2. If on the basis of the complaint, the Company is of the opinion that either the complainant or the witnesses in the case, need protection, the Company shall issue appropriate directions to the Head – HR, in this regard.

4. Scope of the Policy

1. This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety,

misappropriation of monies, and other matters or activity on account of which GRUH's interest is affected and formally reported by whistle blowers concerning its employees.

5. Definitions

1. "Alleged wrongful conduct" shall mean violation of law, infringement of Company's policies or procedures, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority".
2. "Protected Disclosure" means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity with respect to GRUH. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
3. "Whistle Blower" means an employee or group of employees who make a Protected Disclosure and also referred in this policy as complainant.
4. "Subject" means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
5. "Nodal Officer" will be the Chief Financial Officer for the purpose of receiving all complaints and ensuring appropriate action. The Managing Director shall have the authority to change the Nodal Officer from time to time.

6. Eligibility

1. All GRUH employees are eligible to make Protected Disclosures under the Policy in relation to matters concerning GRUH.

7. Disqualifications

1. 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.
2. Protection would not mean protection from disciplinary action arising out of false or fake allegations made by a Whistle Blower knowing it to be false or fake with a *mala fide* intention.
3. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide* or malicious or Whistle Blowers who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures.

8. Whistle Blower Committee

The Whistle Blower Committee shall comprise of Executive Director, Chief Financial Officer and General Manager(Operations) of the Company as its members and the Executive Director shall be the Chairman of the Committee.

The Audit Committee may change the composition of the Committee.

9. Decision and Reporting

1. If an investigation leads the Whistle Blower Committee to conclude that an improper or unethical act has been committed, the Committee shall recommend to the Managing Director to take such disciplinary or corrective action as he may deem fit.
2. A quarterly report on number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.

10. Secrecy / Confidentiality

1. The complainant, Nodal Officer, Whistle Blower Committee, Members of Audit Committee, the Subject and everybody involved in the process shall:
 - a) Maintain confidentiality of all matters
 - b) Discuss only to the extent or with those persons as required for completing the process of investigations.
 - c) Not keep the papers unattended anywhere at any time
 - d) Keep the electronic mails / files under password.

11. Protection

1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
2. A Whistle Blower may report any violation of the above clause to the Managing Director, who shall investigate into the same and recommend suitable action to the management.
3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under the Law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

12. Communications

1. All employees shall be notified of the contents of this Policy through the Regional Managers / Functional Heads. The policy shall also be put on the Intranet for the access of employees. New employees shall be informed of this Policy by the HR Department on their joining the services of the Company.

13. Administration and Review of the Policy

1. The Audit Committee shall be responsible for the administration, interpretation, application and review of this policy. The Audit Committee is also empowered to bring about necessary changes to this Policy, if required, at any stage.