

INDIA HOME LOAN LIMITED



VIGIL MECHANISM AND WHISTLE BLOWER POLICY

VERSION CONTROL

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India Home Loan Limited

Vigil Mechanism and Whistle-Blower Policy

I. Introduction

India Home Loan Limited is committed to conducting business with integrity, including in accordance with all applicable law and regulations.

Employees of India Home Loan Limited are required to report actual or suspected violations of applicable laws and regulations, and India Home Loan Limited has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.

1. Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations') and Section 177 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that all Listed Companies are required to establish a Vigil Mechanism for Directors and employees to report genuine concerns.
2. Regulation 9A (6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations") requires the Company to formulate a whistle blower policy to enable employees to report instances of leak of Unpublished Price Sensitive Information.
3. In compliance with these regulatory requirements, the Company has established a vigilance (whistle blower) mechanism and has formulated this Whistle Blower Policy ("Policy") in order to provide a framework for responsible and secure whistle blowing / vigilance mechanism.

II. Terms and Definitions

"Audit Committee" means the committee by the Board of Directors of the Company, in accordance with Section 177 of the Companies Act, 2013, which has responsibility for supervising the development and implementation of this Policy.

"Company" means India Home Loan Limited.

"Code of Conduct" means the Code of Business Conduct and Ethics.

"Employee" means any employee or director of India Home Loan Limited.

"Protected Disclosure" means the disclosure of a Reportable Matter in accordance with this Policy.

"Good faith" – An Employee or Director shall be deemed to be communicating in "good faith" if there is a reasonable basis for Protected Disclosure. Good faith shall be deemed lacking when the Employee or Director does not have personal knowledge on a factual basis for the Protected Disclosure or when the Employee or Director knew or reasonably should have known that the Protected Disclosure is malicious, false or frivolous.

“Malicious Complaints” means complaints which are mala fide, frivolous, baseless, false or malicious or where the same is reported otherwise than in Good Faith.

“Reportable Matter” means a genuine concern concerning actual or suspected, including but not limited to:

1. Fraudulent practices, such as improperly tampering with India Home Loan Limited books and records, or theft of company property;
2. Financial irregularities including fraud or suspected fraud
3. Abuse of authority
4. Corruption, including bribery and money laundering;
5. Breach of the code of conduct;
6. Harassment of any kind, including Sexual harassment;
7. Instances of leak of Unpublished Price Sensitive Information;

“Whistle-blower” means any Employee who makes a Protected Disclosure under this Policy.

“Unpublished Price Sensitive Information”– shall have the meaning as defined in the SEBI Regulations, as per which, it means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available is likely to materially affect the price of the securities and shall ordinarily include but not be restricted to information relating to :

- (i) financial results;
- (ii) dividends;
- (iii) changes in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
- (v) changes in key managerial personnel.

III. Objective and Scope

The policy aims to provide a channel to all Employees and Directors to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct & Ethics and/or any instances of leak of unpublished price sensitive information and to provide for safeguards against victimization of whistle blowers availing this mechanism.

The Vigil Mechanism and Whistle Blower Policy (the “Policy”) sets out the procedure to be followed when reporting actual or suspected violations of applicable laws and regulations, the Code of Conduct and the reportable matters.

This Policy applies to all Employees, regardless of their location. Violations will result in appropriate disciplinary action. The Employees are required to familiarize themselves with this Policy, and seek advice from the Group Head, HR of India Home Loan Limited if any questions arise.

IV. Responsibility to Report

Protected Disclosure is to be made whenever an Employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware

of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism described in Section 4.2 below.

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure. Corrective action that might follow from the submission of a Protected Disclosure.

V. Reporting Mechanism

Protected Disclosure are to be made to of the Chairman of the Audit Committee:

- By email to the Chairman of Audit Committee at maheshmshah2014@gmail.com;
- By letter addressed to Chairman of Audit Committee, marked “Private and Confidential”, and delivered at India Home Loan Limited. 504-Nirmal Ecstasy, 5th Floor,
J.S. Dosa Road, Mulund (west), Mumbai -400080.

To enable the proper investigation of any reportable matter, a protected Disclosure should include as much information as possible concerning the Reportable Matter.

To the extent possible, the following information should be provided:

- A. The nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Code of Conduct that is alleged to have been violated);
- B. The name of the Employee to which the Reportable Matter relates (for example, please provide the name of the business unit that is alleged to have violated the Code of Conduct);

C. the relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns violation of the Code of Conduct, please include information about the circumstances and timings of the violation); and

To enable further investigation of reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy.

All Protected Disclosure are taken seriously and will be promptly scrutinized and investigated by India Home Loan Limited in accordance with the guidance on Responding to Protected Disclosure.

VI. Protection of Whistle-Blowers:

If a Whistle-blower does provide his or her name when making a Protected Disclosure, India Home Loan Limited will treat as confidential the identity of the Whistle-blower and the fact that a protected Disclosure has been made, except as otherwise required by law and to the extent while allowing an investigation to proceed.

A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. India Home Loan Limited prohibits its Employees from engaging in retaliation or intimidation that is directed against a Whistle-blower. Employees who engage in relation or intimidation in violation of this Policy will be subject to disciplinary action, which may include dismissal from employment.

If a Whistle-blower has been found to have made a deliberately false Protected Disclosure that Whistle-blower may be subject to disciplinary action, which may include dismissal.

VII. Role of the Audit Committee

The Audit Committee is responsible for supervising the development and implementation of this policy. The audit committee shall periodically review the policy to consider whether amendments are necessary, and if so, it shall communicate any such amendments to all Employees as soon as possible.

The audit committee shall prepare reports concerning the investigation and resolution of Protected Disclosure made pursuant to the Policy on a quarterly basis. In addition, the Audit committee shall have responsibility for coordinating the investigation of any serious Protected Disclosure concerning the alleged violation of law or regulation that applies to India Home Loan Limited.