

MANAPPURAM HOME FINANCE LIMITED

WHISTLE BLOWER POLICY

Version Control		
Version Number	Description	Date
Version 1	WHISTLE BLOWER POLICY	11-02-2016
Version 2	WHISTLE BLOWER POLICY	24.05.2021
Version 3	WHISTLE BLOWER POLICY	13-05-2022
Version 4	WHISTLE BLOWER POLICY	08.11.2023
Version 5	WHISTLE BLOWER POLICY	10.08.2024
Version 6	WHISTLE BLOWER POLICY	04.02.2025
Version 7	WHISTLE BLOWER POLICY	24.10.2025

Approval Details:

Approval Date	11TH February 2016
Effective Date	11TH February 2016
Approved by	Board of Directors
Review	<i>Annual</i>
Last review	24th October 2025
Policy Owner	Secretarial Department

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1. Preface

Manappuram Home Finance Ltd. (“MAHOFIN” or “the Company”) believes in conduct of the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity, and ethical behavior. This policy is a manifestation of these ideals, and its aim is to proactively target issues linked to integrity by ensuring an effective redressal mechanism. It also attempts to formalize a channel for communicating any such issues faced by employees at their workplace.

MAHOFIN is committed to developing a culture where it is safe for any Whistle Blower to raise concerns about any poor or unacceptable practice and any event of misconduct.

2. Legal Framework

Section 177 (9) of the Companies Act, 2013, every Listed company or other certain classes of companies are required to establish a vigil mechanism for the Directors and Employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the company’s code of conduct or terms of service.

This Policy will be posted on the Company’s website.

3. Definitions

“**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company in accordance with the Section 177 of the Companies Act, 2013 as amended from time to time.

“**Employee**” means every employee of the Company including ‘Whole Time Director’ or the Directors in the employment of the Company (if any).

“**Investigators**” means those persons appointed & authorised by Audit Committee to look into reported incidents of violation

“**Protected Disclosure**” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity and such incidents of violation of ‘Code of Conduct’.

“**Subject**” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“**Whistle Blower**” is someone who makes a Protected Disclosure under this Policy.

4. Applicability:

This Policy is applicable 'Employees' including to all Directors whether in whole-time employment or otherwise and other persons dealing with the Company. This Policy will be reviewed at periodical intervals, as per the related legal and business requirements.

5. The Guiding Principal

The Company, as a policy abhors use of unethical or immoral means of transacting business and condemns any kind of discrimination, harassment, victimisation or any other unfair treatment against Whistle Blower who seeks to bring to light any such act of unethical or immoral conduct. To ensure that this Policy is adhered to and to assure that the concerns raised under this Policy will be acted upon seriously, the Company will;

- ❖ Ensure complete confidentiality w.r.t.the identity of the Whistle Blower.
- ❖ Ensure that the person(s) processing the protected disclosure is / are not victimised for doing so.
- ❖ Not attempt to suppress evidence of the protected disclosure.
- ❖ Take disciplinary action against guilty person/s without fear or favour for events covered under this Policy if proved against him/her/them.
- ❖ Provide an opportunity of being heard to the persons reported of wrong-doing
- ❖ Recognition of the Whistle Blower for safe guarding interest/ preventing financial loss of the Company.

6. Coverage of the policy

The Policy covers reporting of events of 'malpractice/s' and event/s where there is unethical or immoral activity/ies in conduct of Company's business, which has/have taken place/ suspected to take place involving:

- ❖ Abuse of authority.
- ❖ Breach of Code of Conduct or employment contract.
- ❖ Manipulation of company data/records.
- ❖ Financial or compliance irregularities, including fraud, or suspected fraud etc.
- ❖ Criminal offence/s having repercussions on the Company or its reputation.

- ❖ Theft of confidential/proprietary information.
- ❖ Deliberate violation of law/regulation.
- ❖ Misappropriation or misuse of Company funds/assets.
- ❖ Any other illegal, unethical, immoral, imprudent deed/behaviour which is detrimental to the interest of MAHOFIN.

However it may be noted that the Policy should not be used as a route for raising malicious or unfounded allegations or settling personal score/s against colleagues.

7. Reporting of Protected Disclosure

All Protected Disclosures should be addressed to the Member of the Audit Committee of the Company. The contact details of the Member of the Audit Committee are as under:

Office Address

The Member
Audit Committee
Manappuram Home Finance Ltd
8/596, Padmaprabha Building,
Near Sreerama Swamy Temple,
Thriprayar, Thrissur – 680567

Residential Address

Mr. Tom Jose
13 C El Castillo,
Jawahar Nagar Ave,
Kadavantra, Cochin
682020

Alternatively, Chairman of Audit Committee may assign any other official he may deem fit for the purpose.

“Protected Disclosures” should be reported in writing so as to ensure a clear understanding of the issues raised and should be typed or written in a legible handwriting in English, Hindi or in Regional Language of the place of employment of the Whistle Blower.

The Protected Disclosure may be forwarded by email or by way of a letter which shall bear the identity of the Whistle Blower. Anonymous disclosures will not be entertained.

8. Protection of the Whistle Blower

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy, provided that same is made on good faith, has reasonable evidence in support of claim/s made and not for personal gains or animosity against the Subject. The identity of the Whistle Blower shall be kept confidential and shall be disclosed only on need to know basis. Further any other



employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

9. Investigation

Upon the receipt of a protected disclosure, such disclosure will be reviewed by the Audit Committee and where appropriate a thorough investigation will be authorised to be undertaken.

The Audit Committee, depending on the nature of disclosure, will assign the disclosure, for thorough investigation, to:

- a) A functionary of the Company of such equal or higher rank than the reported employee
- b) Where necessary and appropriate, appoint an external investigator.

Subjects would normally be informed of the allegations during the course of the formal investigation and have opportunity to provide their clarifications during the investigation.

Subjects shall also have a right to be informed of the outcome of the Investigation.

The investigation shall be completed normally within a 45 days and in any case in a period not exceeding 90 days from the date of the receipt of the reference from the Audit Committee. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings but have a responsibility not to interfere with the investigation.

In case of frivolous complaints being filed, the Audit Committee may take suitable action against the concerned person(s).

A report on all disclosures investigated shall be submitted to the Audit Committee on a quarterly basis.

Everyone involved in the process shall maintain complete confidentiality/ secrecy of the matter under this Policy.

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

11. Conclusion

The Company has made the best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.