

MITRATA INCLUSIVE FINANCIAL PRIVATE LIMITED

Whistle Blower Policy & Vigil Mechanism

This policy seeks to define and establish the mechanism for the stakeholders of Mitrata Inclusive Financial Services Private Limited (Formerly known as Sona Finance Private Limited) on the framework for reporting instances of unethical/improper conduct and actioning suitable steps to investigate and correct the same.

Accordingly, this policy details the following:

- a. Procedure to disclose any suspected unethical and/or improper practice taking place in the Company;
- b. Protection available to the person making such disclosure in good faith;
- c. Mechanism for actioning and reporting on such disclosures to the relevant authority within the Company; and
- d. Relevant authority and its powers to review disclosures and direct corrective action relating to such disclosures.

Preface:

The Company has adopted the Code of Ethics & Business Conduct, which lays down the principles and standards that should govern the actions of the Company and its employees.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of employees in pointing out such violations of the Code cannot be undermined. Accordingly, this Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

Policy :

The Whistle Blower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

This Policy is applicable to various stakeholders of the Company. Various stakeholders under the policy may fall into any of the following broad categories:

- Directors of the Company
- Employees of the Company
- Employees of other agencies deployed for the Company, contractors, vendors, suppliers or agencies (or any of their employees)
- Customers of the Company

➤ A person belonging to any of the above-mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

Definitions:

The definitions of some of the key terms used in this Policy are given below:

“Disciplinary Action” means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“Directors” means all the directors of the Company including directors of its subsidiaries and associates.

"Employee" means every employee of Mitrata including the Directors in the employment of Mitrata Inclusive Financial Services Private Limited.

“Fraud” in relation to affairs of a company or anybody corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.

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

“Ombudsperson” will be a person, who will be authorized for receiving/oversee all complaints under this Policy and ensuring appropriate action. The Board of Directors of the Company shall have the authority to appoint or change the Ombudsperson from time to time.

“Policy” means The Vigil Mechanism/Whistle Blower Policy

"Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“Protected Disclosure Form” is a form by which a submission is made to the Company regarding this Policy and is available at the Company’s website.

"Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation

"Whistle Blower" means an Employee or Director making a Protected Disclosure under this Policy.

“Wrongful Gain” means the gain by unlawful means of property to which the person gaining is not legally entitled.

The GUIDING PRINCIPLE:

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- Treat victimization as a serious matter including initiating disciplinary action on such person(s);
- Ensure complete confidentiality.
- Not attempt to conceal evidence of the Protected Disclosure;
- Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- Provide an opportunity of being heard to the persons involved especially to the Subject.

COVERAGE OF POLICY:

➤ The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- i. Abuse of authority at any defined level in the Company
- ii. Breach of contract
- iii. Negligence causing substantial and specific danger to public health and safety
- iv. Manipulation of company data/records
- v. Financial irregularities, including fraud or suspected fraud
- vi. Any unlawful act whether Criminal/ Civil
- vii. Pilferage of confidential/propriety information
- viii. Deliberate violation of law/regulation
- ix. Any violation of applicable law and regulations to the Company, thereby exposing the Company to penalties / fines
- x. Wastage / misappropriation of company funds/assets
- xi. Bribery or corruption
- xii. Sexual Harassment
- xiii. Any violation of internal policies of the Company
- xiv. Any other unethical, biased, favored, imprudent event which does not confirm to approved standard of social and professional behavior or a grievance about a personal situation.

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

DISQUALIFICATIONS:

- 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.
- Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention or a grievance about a personal situation.
- Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to be prosecuted under Company's Code of Conduct.

- Whistle blowers must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Disclosures expressed anonymously will not be investigated.

MANNER IN WHICH CONCERN CAN BE RAISED:

- Whistle Blower can make Protected Disclosure to Ombudsperson, by writing to email id. compliance@mitrata.in as soon as possible but not later than 30 consecutive days after becoming aware of the same.
- Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.
- If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the basis for such dismiss will be recorded and such decision will be documented.
- Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by the Ombudsperson in coordination with the Board of Directors.
- The Ombudsman shall:
Make a detailed written records of the Protected disclosure. The record will include:
 - i. Facts of the Matter
 - ii. Whether the Protected Disclosure was raised previously by anyone or not, and if made, the outcome thereof;
 - iii. Whether any Protected Disclosure was raised previously against the same Investigation Subject;
 - iv. The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
 - v. Findings of Ombudsperson /Board of Directors;
 - vi. Impact Analysis (If applicable).
 - vii. The recommendations of the Ombudsperson/Board of Directors on disciplinary/other action/(s).
 - viii. The timeline for final decision of investigation (Maximum 15 days).
- **Ombudsperson shall prepare the report on finding and submit to the Board of Directors, which shall discuss the matter & may:**
 - i. In case the Protected Disclosure is proved, take such Disciplinary Action as the Board may think fit and take preventive measures to avoid reoccurrence of the matter;
 - ii. In case the Protected Disclosure is not proved, extinguish the matter and take note of the same; Or
 - iii. Depending upon the seriousness of the matter, the Board may proposed disciplinary action/countermeasures.

- In case of repeated frivolous complaints being filed by a director or an employee, the Board may take suitable action against the concerned director or employee including reprimand.
- In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, he/she can make a direct appeal to the Managing Director of the Company.

Protection to Whistle Blowers:

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this Policy. Mitrata, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers 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 Whistle Blower's right to continue to perform his duties/ functions including making further Protected Disclosure.

Mitrata will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, Mitrata will arrange for the Whistle Blower to receive advice about the procedure, etc.

The identity of the Whistle Blower and any other Employee assisting in the said investigation shall be kept confidential to the extent possible and permitted under law. But Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Board of Directors (e.g. during investigations carried out by Investigators).

Secrecy and Confidentiality:

The Whistle Blower, the Investigation Subject, the Ombudsperson and everyone involved in the process shall:

- i. maintain complete confidentiality/ secrecy of the matter
- ii. not discuss the matter in any informal/social gatherings/meetings
- iii. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- iv. not keep the papers unattended anywhere at any time
- v. keep the electronic mails/files under password If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.



Reporting:

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Board of Directors.

Amendment:

The Company reserves the right to amend or modify this Policy in whole or in part, at any point of time. Any amendment to the Policy shall take effect from the date when it is approved by the Board of Directors of the Company and hosted on the Company website.

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Protected Disclosure Form

Name of the Whistle Blower:

Designation

Department / Division:

Location:

Date of Joining/Appointment:

Contact Number:

E-mail:

Correspondence address:

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I hereby declare, that the accompanying statements and supporting documentation (if any) is true and correct, to the best of my knowledge and in complete good faith.

Signature:.....

Date : _____

Name of the Investigation Subject:

Designation:

Department/ Division:

Location:

In case of Multiple Subjects

Name of the 2nd Investigation Subject:

Designation:

Department/ Division:

Location:

Name of the 3rd Investigation Subject:

Designation:

Department/ Division:

Location:

(If the space provided is not sufficient, attach a separate sheet)

Nature of “Code of Conduct” Violation:

Sequence of events (please provide Date/ Time/ Place):

Source of Information:

Role of the Subject(s):

Other Individuals involved:

Perceived Outcome of the Violation:

Any Other information that you may like to provide:

List of Attachments:

1.

2.