



MONARCH
NETWORK CAPITAL

Monarch Network Capital Limited

Whistleblower Policy

(Effective from November 14, 2014)

Objective

1. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages disclosures by its stakeholders who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

As per Section 177 of the Companies Act, 2013 and Regulation 22 of the Listing Agreement provides for a mandatory requirement for all listed companies to establish a mechanism called 'Whistle Blower Policy' for employees to report to the management instances of unethical behaviour, actual or suspected fraud.

Accordingly, this Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to approach the chairman of the Audit Committee of the Company. 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. 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.

2. The policy does not aim to address issues related to dissatisfaction with appraisal & rewards, company policies, complains regarding service conditions, improvement suggestions and gender harassment as there are separate means prescribed for them.

Scope

This policy is applicable to various stakeholders of Monarch Network Capital Limited. Various stakeholders under the policy may fall into any of the following broad categories:

- Directors of the Company
- Permanent & contractual 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
- Any other person having an association with the Company

Guidelines

1. How should a Disclosure be made and to whom?

A Disclosure should be made in writing through physical letter or email to 'ombudsperson' as per the given details below. The Whistleblower shall have a direct access to the Chairman of the Audit Committee in appropriate or exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard. Appropriate or Exceptional cases shall be such whistleblower cases that require adequate safeguards against victimisation of employees and directors.

Email Address: mncl.ombudsperson@mnclgroup.com

2. Is there any specific format for submitting the Disclosure?

While there is no specific format for submitting a Disclosure, the following details MUST be mentioned:

- a) Name, address and contact details of the Whistleblower (add Employee ID if the Whistleblower is an employee).

ANONYMOUS ALLEGATION: Whistleblowers 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 ordinarily NOT be investigated.

- b) Brief description of the Malpractice, giving the names of those alleged to have committed or about to commit a Malpractice. Specific details such as time and place of occurrence are also important.
- c) Whistleblower can request for anonymity & in that case the identity of the Whistleblower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

3. What will happen after the Disclosure is submitted?

- a) The Ombudsperson shall acknowledge receipt of the Disclosure as soon as practically possible (preferably within 07 days of receipt of a Disclosure), where the Whistleblower has provided his/her contact details.
- b) The Ombudsperson will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Disclosure constitute a Malpractice. If the Ombudsperson determines that the allegations do not constitute a Malpractice, it will record this finding with reasons and communicate the same to the Whistleblower.
- c) If the Ombudsperson determines that the allegations constitute a Malpractice, it will initiate investigation along with Whistleblowing Investigation Committee (WIC). If the alleged Malpractice is required by law to be dealt with under any other mechanism, the Ombudsperson shall refer the Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
- d) The WIC shall conduct such investigations as soon as practically possible and in any case, not later than 90 days from the date of receipt of the Disclosure. The Ombudsperson may allow additional time based on the circumstances of the case.
- e) Whilst it may be difficult for the Ombudsperson to keep the Whistleblower regularly updated on the progress of the investigations, it will keep the Whistleblower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.
- f) The Ombudsperson at its discretion may decide not to disclose the name of the Whistleblower to investigating committee members (WIC) in case of sensitive matters.

4. Protection to the Whistleblower

If one submits a disclosure under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblowers right to continue to perform his/her duties/functions including making further Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- a) The communication/ disclosure is made in good faith
- b) He / She reasonably believes that information, and any allegations contained in it, are substantially true; and
- c) He / She is not acting for personal gain

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower. However, a disciplinary action against the Whistleblower which occurs on account of poor job performance or misconduct by the Whistleblower and which is independent of any disclosure made by the Whistleblower shall not be protected under this policy.

Procedure

Investigation

- All the disclosures will be investigated by ombudsperson along with WIC
- In case investigation process leads to another investigation which has not been reported by the Whistleblower, the ombudsperson may expand the scope and timeline to take final decision. Ombudsperson based on his/her discretion may take decision based on interim report in cases leading to more investigation and take the final decision after final report is submitted.
- If allegations are against a team member of any of the WIC member(s) or in case of conflict of interest in a given case, the member(s) should recuse themselves and the others on the committee would deal with the matter on hand.

Decision

If the investigation leads the WIC to conclude that an improper or unethical act has been committed, it will propose its recommendations after consultation with Group MD. The Ombudsperson then will recommend the disciplinary or corrective action to be taken against the subject.

Reporting

- MNCL Audit Committee will be kept informed on a quarterly basis about all protected disclosures referred to him/her since the last report together with the result of investigation if any & progress in terms of investigation and outcome
- Any investigation beyond 90 days of initial whistleblowing disclosure will be separately presented to MNCL Audit Committee with reasons.
- Audit Committee in turn shall submit a report to the Chairman of the Board on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any Board of Directors shall disclose the details of the establishment and operation of the Whistleblowing and Vigil Mechanism in the Directors' Report

Definitions

- **“Whistle Blowing Committee”** (WIC) means an officer or Committee of persons who is/are nominated/ appointed to conduct detailed investigation of the disclosure received from the Whistleblower and recommend disciplinary action. Currently, the following members are part of the committee.

| Name | Contact Details | |
|-------------------|--|----------------------------|
| | Email | Phone |
| Mr. Nikhil Parikh | nikhil.parikh@mnclgroup.com | 079-266666768 , 9879620949 |
| Mr. Vaibhav Shah | vaibhav@mnclgroup.com | 079-266666500 |
| Mr. Bankim Shah | bankim@mnclgroup.com | 079-266666500 |

- **“Ombudsperson”** is the person to whom disclosures will be addressed by the Whistleblower

| Name | Contact Details | |
|-------------------|--|---------------|
| | Email | Phone |
| Mr. Nikhil Parikh | mncl.ombudsperson@mnclgroup.com | 079-266666768 |

The committee may co-opt other members as per the discretion of Ombudsperson.

Document Retention

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company’s record retention policy and applicable law.

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.

Effective Date of the Policy

Adopted by the Board of Director's on 14th November 2014 pursuant to the Listing Agreement.

Amended by the Board of Directors on 12th February, 2016 in order to align with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Amended by the Board of Director's on 03rd September, 2018.