

**WHISTLE BLOWER POLICY**  
**OF**  
**MALU PAPER MILLS LIMITED**

# **WHISTLE BLOWER POLICY:-**

## **I. INTRODUCTION:**

As per the requirements of the Section 177 of the Companies Act, 2013, every listed company and such class or classes of companies as prescribed in the Companies (Meetings of Board and its Powers) Rules, 2014 is required to establish a vigil mechanism through the “Whistle Blower Policy” for directors and employees to report concerns of unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct.

## **II. OBJECTIVE:**

Malu Paper Mills Limited believes in the conduct of affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior and is committed to developing a culture where it is safe for all employees to raise concerns about any unacceptable practice or any event of misconduct. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

## **III. POLICY:**

This policy aims to provide an avenue for employees to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. 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.

Under these circumstances, Malu Paper Mills Limited being a Listed Company proposes to establish the said Whistle Blower Policy.

## **IV. COVERAGE:**

It covers all malpractices and events (hereinafter referred to as “Concerns”) which have taken place / suspected to take place which includes a whole variety of issues listed below:

- i. Any unlawful Act, whether criminal or a breach of the civil law.
- ii. Breach of any Policy or Manual or Code adopted by the Company
- iii. Abuse of power/authority (through physical, sexual, psychological or financial abuse, exploitation or neglect)
- iv. Negligence causing substantial and specific danger to public health and safety
- v. Manipulation of company data/records.
- vi. Financial irregularities, including fraud, or suspected fraud
- vii. Perforation of confidential/propriety information
- viii. Deliberate violation of law(s)/regulation(s)
- ix. Wastage/misappropriation of company funds/assets
- x. Breach of employee Code of Conduct or Rules; and
- xi. Any other unethical or improper conduct.

## V. EXCLUSIONS

Decisions taken by the committees established by the Company and the policy decisions of the Company shall be outside the purview of this policy.

## VI. DEFINITIONS

- a) "Alleged wrongful conduct" shall mean violation of law, non-compliance or default in complying with the Company rules, unethical behavior or violation of the Company's Code of Conduct, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- b) "This Policy" or "Policies" "This Policy" or "Policies" refers to the "Whistle-Blower Policy."
- c) Whistle-Blower (WB) means an Employee making a protected Disclosure under this Policy.
- d) "Whistle officer" means an officer nominated by Competent Authority to conduct detailed investigation under this policy.
- e) "Company" means Malu Paper Mills Limited and all its Offices.
- f) "Board" means the Board of Directors of the Company.
- g) "Audit Committee" means the Committee constituted by the Board of Directors of the Company in accordance with relevant clauses of the Listing Agreement and Section 177 of the Companies Act, 2013.
- h) "Protected Disclosure" "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- i) "Subject" means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- j) "Disciplinary Action": means any action that can be taken on the completion of /during the investigation proceedings including but not limited 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.
- k) "Good Faith": means an employee shall be deemed to be communicating in "good faith if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- l) "Ombudsperson": means a person appointed by the Board, who ensures with the fair and expeditious resolution of complaints in an impartial, confidential and independent manner.
- m) "Investigation Team": means those persons appointed by the Ombudsperson, required for assistance in the investigation of the Protected Disclosure and who submit their findings to the Ombudsperson.

## **VII. ELIGIBILITY :**

- i. All directors and employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.
- ii. A person, who has resigned from the services of the company and is serving the notice period, is not eligible to make protected disclosures under the policy in relation to the matters concerning the Company.

## **VIII. REPORTING MECHANISM**

Any Director/ employee willing to disclose information may do so in any of the following manner:

- In writing, duly addressed to the Ombudsperson in sealed envelope specifically superscribed as “Disclosure under Whistle Blower Scheme”.
- Suitable proof of his/her identity/ contact numbers/ address so that additional information, if any, can be obtained. In case identity cannot be ensured, the complaints will be treated as anonymous/ pseudonymous complaints, and may not attract further action.
- Complaints can also be sent to the Ombudsperson from the official e-mail ID of the Director/ employee. The contact details/ address of the Director/employee should however be provided. In case of absence/ incorrectness of the same, the complaints will be treated as anonymous/ pseudonymous complaints and may not attract further action.
- Disclosure can also be made to Ombudsperson over Telephone. The Whistle Blower would however, be required to disclose his/her identity and furnish sufficient information for verifying his/her identity by the Ombudsperson. Additional information, as deemed necessary, will be sought by the Ombudsperson receiving the call.
- The disclosure whether by letter/email/telephone should provide specific and verifiable information in respect of the “Subject – Corporate office/ Branch/ Director/ Employee.
- The details in the complaint should be specific and verifiable.
- Employees can make Protected Disclosure to Ombudsperson, as soon as possible but not later than 30 consecutive days after becoming aware of the same.
- 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 decision is documented.
- Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Chairman of the Audit Committee.

**IX. CONFIDENTIALITY MECHANISM OF WHISTLE BLOWER:**

The complaints received under Whistle Blower will be opened by the Ombudsperson only. Upon the receipt of the complaint, the Ombudsperson will enter the particulars of the complaint in a Complaint Register and allot a complaint number on the all pages of the complaint. The complaint Register will remain in the custody of the Ombudsperson only.

**X. SECRECY OF THE MATTER:**

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

- maintain complete confidentiality/ secrecy of the matter
- not discuss the matter in any informal/social gatherings/ meetings
- discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- not keep the papers unattended anywhere at any time
- 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.*

**XI. PROTECTION TO WHISTLE BLOWER & DISQUALIFICATION THEREON:**

a) If one raises a concern 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 Whistle blower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- The Whistle blower has chosen to identify themselves
- The communication/ disclosure is made in good faith.
- The Whistle blower reasonably believes that information, and any allegations contained in it, are substantially true; and
- The Whistle blower 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.

b) The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for

misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy. Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistle blower.

**XII. IMPLEMENTATION OF THE POLICY**

A copy of the policy shall be uploaded on the website of the Company. The Ombudsperson will ensure that the policy is known to all Directors and employees of the Company. Vigil Mechanism/ Whistle Blower Policy will be subject to review every year.

**XIII. 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.

**PUNAMCHAND MALU**  
**MANAGING DIRECTOR & CEO**

*The Vigil Mechanism called Whistle Blower policy has been amended in accordance with Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

**Policy amended on: 12<sup>th</sup> February 2019**