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1. Purpose

The purpose of this policy is to encourage and enable employees and external stakeholders to report concerns regarding unethical behaviour, fraud, misconduct, or any violation of company policies or applicable laws without fear of retaliation. The aim is to uphold transparency, integrity, and accountability across the organization and to foster a safe and ethical work environment.

2. Scope

This policy applies to all individuals associated with the company, including but not limited to:

- Full-time, part-time, on-roll, and off-roll employees
- Contractors and retainers
- Consultants and advisors
- Vendors and service providers
- Third-party associates
- Directors and Independent Directors
- External committee members
- Any other stakeholders involved in company operations

It covers all departments and functional areas across locations and subsidiaries.


3. Definitions

- **Whistle Blower:** Any person who raises a concern about actual or suspected unethical conduct or violation of laws, policies, or procedures.
- **Protected Disclosure:** Any communication made in good faith that discloses unethical, illegal, or improper activity.
- **Subject:** The person against whom the complaint or concern has been raised.
- **WBC (Whistle Blower Committee):** The designated body responsible for handling whistle blower reports.
- **Retaliation:** Any adverse action taken against a whistle blower for reporting misconduct.

4. Policy Statement

The company is committed to ethical conduct and maintaining high standards of integrity and compliance. This policy:

- Encourages stakeholders to speak up against wrongdoing.
- Ensures confidentiality and non-retaliation.
- Provides a transparent framework for investigating and resolving complaints.
- Guarantees fair treatment of both the whistle blower and the subject.
- Aligns with applicable legal and regulatory standards.

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This policy provides a confidential, safe, and accessible mechanism for reporting unethical or illegal conduct. All complaints will be handled with integrity, confidentiality, and fairness. Whistle blowers acting in good faith will be protected against retaliation of any kind.

This policy covers concerns related to:

- Fraud, bribery, corruption
- Financial irregularities or accounting malpractices
- Misuse of company assets
- Harassment or discrimination
- Violation of safety protocols
- Breach of company policies or the Code of Conduct
- Unethical dealings with vendors or third parties
- Any other acts that affect the overall interests, stability, or reputation of the company.

A). Reporting Channels

Employee may report concerns through any of the following confidential channels:

- **Email:** whistleblower@manoramagroup.co.in
- **Online Portal:** Octane HRMS Grievances Portal
- **Direct Contact:** Whistle Blower Committee

B). Whistle Blower Committee (WBC)

Whistle Blower Committee (WBC) to uphold ethical integrity. This reflects adherence to global standards (e.g., ISO 37001 on Anti-Bribery Management Systems, and IFC corporate governance principles).

The WBC shall comprise:

- Chief Operating Officer
- Head HR
- One Independent Director
- External Ethics Consultant

The WBC is responsible for:

- Receiving and reviewing complaints
- Ensuring confidentiality and impartiality

Initiating and monitoring investigations


C). Investigation Procedure

I) Preliminary Review: The WBC will assess if:

- The matter involves improper or unethical conduct
- Sufficient details exist to proceed

II) Investigation Process:

- Investigation team may include internal or external investigators.
- The Subject (accused) will be informed and allowed to present their side.
- All evidence must be preserved and not tampered with.
- Investigations will be completed ideally within 30 days of receipt.

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III) Investigator's Role:

- Maintain fairness, objectivity, and legal compliance
- Seek necessary access to documents, people, and premises
- Document findings with transparency

IV) Outcome:

- Report submitted to the Audit Committee or Board
- Disciplinary or corrective action will follow applicable company rules
- Whistle blower and Subject will be informed of the final decision, subject to confidentiality norms

D). Audit Committee

In accordance with legal provisions:

- Consists of at least 3 directors with a majority of Independent Directors
- Oversees financial reporting, auditor independence, and related-party transactions
- Handles all whistle blower complaints related to accounting, finance, or audits

E). Protection For Whistle Blowers

- No retaliation will be tolerated against Whistle blowers acting in good faith.
- The company ensures protection from termination, demotion, harassment, or any form of discrimination.
- Assistance (legal or procedural) will be provided when required.

F). Disqualifications


- False, malicious, or bad-faith allegations will result in disciplinary action.
- Habitual frivolous complaints may lead to disqualification from the protection of this policy.

G). Non-Retaliation Guarantee

- Any retaliation against Whistle blowers or investigation participants will be met with strict disciplinary action.
- This protection extends to vendors, consultants, and other external stakeholders.

5. Roles And Responsibilities

Role	Responsibilities
Employees/Stakeholders	Report concerns in good faith, cooperate with investigations.
Managers	Promote a safe environment, ensure no retaliation, guide employees on this policy.
WBC	Receive, evaluate, investigate, and resolve complaints. Maintain records and reports.
HR Department	Maintain policy visibility, assist with training, document disciplinary action.

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Role	Responsibilities
Legal/Compliance Officer	Provide guidance on legal implications and assist in regulatory reporting.
Board of Directors	Oversee whistleblower cases through the Audit Committee.

6. Key Strategies

- Anonymous and secure complaint submission.
- Independent and impartial investigations.
- Stakeholder awareness and accessibility of reporting tools.
- Periodic audits to assess policy effectiveness.
- Escalation to law enforcement in case of criminal activity.


7. Related Documents

- Code of Conduct
- POSH Policy
- Fraud Risk Management Policy
- Disciplinary Action Guidelines
- Grievance Redressal Policy

8. Regulatory or Legal Requirements

This policy aligns with:

- **Prevention of corruption and fraud-related laws**
Though the Prevention of Corruption Act, 1988 applies primarily to public servants, private entities are governed under:
 - **Indian Penal Code (IPC)** for offenses such as theft, criminal breach of trust (Sections 405–409), cheating (Section 420), and forgery (Section 463–471).
 - Any protected disclosure involving these offenses may be escalated to law enforcement authorities upon verification.
- **IT Act, 2000 & data privacy compliance**
Investigations under this policy will comply with the Information Technology Act, 2000, specifically provisions related to:
 - **Unauthorized access to data** (Section 43)
 - **Breach of confidentiality and privacy** (Section 72)
 - **Cyber fraud or tampering with digital evidence**
- **Companies Act, 2013** (Section 177(9) and 177(10))
- **SEBI LODR Regulations**
- **ISO 37001 Anti-Bribery Management Systems**

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- IFC Corporate Governance Guidelines

9. Tools and Resources

- **Whistle-blower Email:** whistleblower@manoramagroup.co.in
- **Online Portal:** Octane HRMS Grievances Module
- **Secure IT Infrastructure:** Encrypted data storage and access control for complaint handling

10. Consequences of Non-compliance

Non-compliance or misuse of this policy will lead to:

- **For Employees:** Disciplinary action, including suspension or termination
- **For Vendors/Third Parties:** Contract review or termination
- **For False Complaints:** Revocation of whistle-blower protection and disciplinary measures
- **For Retaliation:** Strict action including termination of employment or vendor blacklisting

11. Training & Communication

- Annual training for all employees, vendors, and third parties on policy use and protections
- Induction training for new joiners and vendors
- Awareness campaigns via posters, newsletters, and meetings

12. Policy Distribution Method

- Octane HRMS Portal
- Circulated via official company email
- Official company website: www.manoramagroup.co.in

Manorama Industries Limited

