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INTRODUCTION

Manorama’s business practices have been governed by integrity, honesty, fair dealing and full compliance with all applicable laws. Manorama employees have upheld and lived this commitment in their everyday responsibilities ever since, and Manorama’s reputation remains one of the Company’s most important assets today.

PRELUDE AND LEGAL FRAMEWORK

Section 177 (9) of the Companies Act, 2013 mandates the following classes of companies to constitute a vigil mechanism –

1. Every listed company;
2. Every other company which accepts deposits from the public;
3. Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 Crores.

Accordingly, pursuant to Section 177 of the Companies Act, 2013 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Vigil Mechanism and Whistle blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for Directors and employees of the Company to approach the Chairman of the Audit Committee of the Company and report genuine concerns.


The Vigil mechanism is implemented not only as a safeguard to unethical practices. This mechanism is intended to provide mechanism for reporting genuine concerns or grievance and ensure that deviations from the Company’s Business Conduct Manual and Values are dealt with in a fair and unbiased manner as provided in Section 177 (9) and (10) of the Companies Act, 2013 and the Companies Rules, 2014. The mechanism is also intended to cover the Whistleblower Mechanism aspect of the SEBI’s Listing Agreement.

WHISTLE BLOWER POLICY FOR DIRECTORS & EMPLOYEES

DEFINITIONS

In this policy, unless the context otherwise requires, the terms defined herein shall bear the meanings assigned to them below, and their cognate expressions shall be construed accordingly.

“Act” means the Companies Act, 2013.

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“Audit Committee” means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (As amended from time to time).

“Board” means the Board of Directors of the Company.

“Code” means the Code of Conduct of the Company.

“Company/MIL” means Manorama Industries Limited;

“Directors” means Directors of the Company

“Employee” means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.

“Key Managerial Personnel” (KMP) means: a. Chief Executive Officer and / or Managing Director b. Whole-time Director c. Chief Financial Officer d. Company Secretary e. Such other officer as may be prescribed

“Listing Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.


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

“Whistleblower” means an Employee or director making a Protected Disclosure under this Policy

“Subject” means the person against whom the complaint or protected disclosure, under this Policy has been made.

“Whistle Blower Committee (WBC)” means the designated body responsible for handling whistle blower reports.

“Retaliation” means any adverse action taken against a whistle blower for reporting misconduct, malpractices and events which may negatively impact the company.

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APPLICABILITY & COVERAGE

Any employee or director can report a concern, but with the relevant evidence and in good faith, under this Policy. However, since reporting may result in an investigation affecting the privacy rights of an employee, it is expected that reportees act in a responsible manner in reporting what they feel are genuine cases (and not to settle personal agendas).

This Policy covers malpractices, any act of impropriety and abuse or wrongdoing by an employee or a group of employees, if any person in good faith believes and has evidence on any of the following:

(this is not a comprehensive list but is intended to illustrate the sort of issues that may be raised under this Policy)

1. Fraud and misconduct regarding financial and accounting matters;
2. Embezzlement/theft;
3. Falsification of contracts, complaints and records, including employment and education records;
4. Corruption;
5. Conflict of interest;
6. Misuse of Company's assets and resources;
7. Unfair treatment of Customers/Suppliers;
8. Securities related violations including insider trading;
9. Violation of anti-competition and anti-trust laws;
10. Misconduct regarding the protection of the environment or compromise of health & safety;
11. Sexual Harassment of any kind; and
12. Unfair Employment practices


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

WHISTLE BLOWER COMMITTEE (WBC)

The Company may constitute 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).

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The WBC members may be chosen by the Company based on the requirement and ability of the persons.

The WBC may be responsible for:

- Receiving and reviewing complaints
- Ensuring confidentiality and impartiality
- Sorting / Screening/ Short listing Investigation through appropriate delegation/agencies/appointing investigators
- Recommend course of action based on investigation to management
- Prevention and redressal of whistleblower harassment
- Any other related responsibility as decided by the management

RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- 1) All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- 2) In respect of all other Protected Disclosures, they should be addressed to the Managing Director of the Company.

The contact details of the Chairman of Audit Committee are as under:-

Name and Address – Mr. Jose Vaillapalil Joseph


Email- josevjoseph7@gmail.com

The Contact details of Managing Director are as follows:

Name and Address – Mr. Ashish Ramesh Saraf

Email- ashish@manoramagroup.co.in

- 3) Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- 4) Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- 5) The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures are not favoured as it would not be possible to interview the Whistleblowers. However, when an anonymous Whistleblower provides specific

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and credible information that supports the complaint, such as alleged perpetrators, location and type of incident, names of other personnel aware of the issue, specific evidence, amounts involved etc. while choosing to maintain anonymity, then there are often sufficient grounds for the Company to consider an investigation into the complaint.

INVESTIGATION

- 1) All Protected Disclosures reported under this Policy will be thoroughly investigated by the Managing Director / Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.
- 2) The Managing Director / Chairman of the Audit Committee may at their discretion, consider involving any Investigators for the purpose of investigation.
- 3) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- 4) Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 5) The Investigating Authority must ensure that any investigation proceeds on the assumption that the employee complained against is innocent until proved guilty.
- 6) It must be ensured that employees complained against are treated fairly and with due dignity in connection with investigations; and given a full hearing following the rules of natural justice.
- 7) The Company will not inform the complainant of the actual action that the Company takes in a particular case, since this would compromise the Company's confidentiality obligation towards the employee complained against.

CONFIDENTIALITY & DATA PROTECTION

The identity of the complainants will be kept confidential throughout the investigation process. For the purpose of processing complaints, conducting of investigations and to initiate sanctions, Internal Audit may further share the personal data and information of the complainant with other internal departments of the Company, including external investigative agencies, legal counsels and law enforcement agencies for investigations, remedial actions and sanctions, as necessary.

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The employee against whom a complaint has been made and which merits investigation will be notified immediately that a complaint has been filed and the details of the Investigating Authority undertaking the investigation of allegation(s) against him/her; except in cases where the ability of Company to investigate the allegation(s) or gather the necessary evidence is jeopardized by such notification. However the complainant's identity will not be disclosed. In case of unsubstantiated or malicious reporting, if the employee reported against wishes to pursue a case for defamation, the complainant's identity, if available with Company, may have to be disclosed to the employee, if permitted by law.

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

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.

RELATED DOCUMENTS

- Code of Conduct
- POSH Policy
- Disciplinary Action Guidelines
- Grievance Redressal Policy

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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**
- **IFC Corporate Governance Guidelines**

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


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

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

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POLICY DISTRIBUTION METHOD

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

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. However, no such amendment or modification will be binding on the Employees and directors unless the same is notified to the Employees and directors by replacing the Policy with amended one on website of the Company.

The Policy has been reviewed by the Board of Directors at their Board meeting held on January 28, 2026.

Manorama Industries Limited

