



POLICY ON WHISTLE BLOWER / VIGIL MECHANISM

VERSION 1

Approved by Board of Directors on 30th June, 2025

1. INTRODUCTION:

1.1 Mann Fleet Partners Limited ("**Company**") fosters a transparent working environment where fairness and integrity are paramount. Committed to upholding the highest standards of ethical corporate governance, the Company has implemented a comprehensive framework of internal policies, rules, and regulations designed to guide its operations and ensure the responsible conduct of its employees at all levels.

1.2 Section 177 (9) of the Companies Act, 2013 ("**Act**") read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates every listed company and certain companies to constitute a vigil mechanism/ whistle blower mechanism. Further, Regulation 22 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("**Listing Regulations**") provides the following vigil mechanism guideline:

"The listed entity shall formulate a vigil mechanism / whistle blower policy for directors and employees to report genuine concerns. The vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases".

1.3 Furthermore, in accordance with Regulation 4(2)(d)(iv) of the Listing Regulations, it is a mandatory requirement for all listed companies to establish an effective whistleblower mechanism. This mechanism must empower stakeholders, including employees and their representative bodies, to freely raise concerns regarding any illegal or unethical practices.

1.4 Any actual or potential violations of the Company's policies or applicable laws, howsoever insignificant or perceived as such, would be a matter of serious concern. Accordingly, this Policy has been approved by the Board of Directors ("**Board**") of the Company as per the terms of the provisions stated above.

1.5 This policy on whistle blower / vigil mechanism ("**Policy**") shall be effective from the date of approval by the Board of Directors of the Company and shall be applicable to all the employees and stakeholders of the Company.

2. EFFECTIVE DATE:

This policy will come into effect from the date of its adoption by the Board.

3. OBJECTIVES & PURPOSE:

This Policy is designed to ensure that allegations and suspected misconduct are investigated thoroughly and promptly, while also guaranteeing that the Company operates in a lawful and ethical manner.

The primary objective of this Policy is to encourage employees and third parties to report instances of misconduct, unethical behavior, or illegal practices. It also aims to protect individuals who report such issues in good faith from any form of retaliation, even if the report turns out to be unfounded. Additionally, the Policy ensures that all reports are investigated promptly and thoroughly, with appropriate corrective or disciplinary actions taken as necessary.

This policy encourages all the Whistle Blowers to report any kind of misuse of Company's properties, mismanagement or wrongful conduct prevailing/executed within the Company, which the Whistle Blower in good faith, believes or, based on evidence, involves malpractices, wrongdoing, or other such incidents that have occurred or are suspected to occur, including but not limited to:

- a. breach of the code of conduct;
- b. violation of any law or regulations, policies, including but not limited to corruption, bribery, theft, fraud, coercion and willful omission;
- c. criminal offence having repercussions on the Company or its reputation;
- d. rebating of commission/benefit or conflict of interest;
- e. procurement frauds;
- f. mismanagement, gross wastage or misappropriation of Company's funds/assets;
- g. manipulation of Company data/records;
- h. misappropriating cash / Company assets; leaking confidential or proprietary information;
- i. unofficial use of the Company's property / human assets;
- j. activities violating Company policies;
- k. a substantial and specific danger to public health and safety;
- l. an abuse of authority or fraud;
- m. complaints related to the 'Sexual Harassment' as defined under a separate Policy adopted by the Company;
- n. leak or suspected leak of any unpublished price-sensitive information; and
- o. sharing of undesirable content relating to the Company on any social media platform.

4. **DEFINITIONS:**

- 4.1 Except where the context otherwise requires, the following capitalized words and expressions shall have the meaning as specified hereunder:
- (i) **“Allegation of Misconduct”** shall mean conduct which, in the view of the reporting individual, acting in good faith, is considered dishonest, fraudulent, corrupt, illegal, a violation of any law, rule, or regulation applicable to the Company’s operations, unethical, or a breach of the code of conduct or other policies of the Company. It may also include conflicts of interest or any other form of serious improper conduct;
 - (ii) **“Audit Committee”** shall mean the audit committee of the Board constituted in accordance with Section 177 of the Act and rules framed thereunder, read with Regulation 18 of the Listing Regulations;
 - (iii) **“Board”** shall mean the Board of Directors of Mann Fleet Partners Limited, as constituted from time to time as per the relevant laws and regulations;
 - (iv) **“Directors”** shall mean members of the Board;
 - (v) **“Ethics Officer”** shall mean the Chairperson of the Audit Committee designated for the purpose of the vigil mechanism to conduct detailed investigations under this policy and to receive protected disclosure from whistle blowers, maintain a record thereof, take steps for its disposal and inform the Whistle blower the results thereof;
 - (vi) **“SEBI”** shall mean the Securities and Exchange Board of India; and
 - (vii) **“Whistle Blower”** shall mean any person who makes or attempts to make a report of an Allegation of Misconduct involving the Company and/or a Company employee.
- 4.2 Further, the words and expressions used in this Policy and not defined herein but defined in the Act and the Listing Regulations, as may be amended from time to time, and shall have the meaning respectively assigned to them therein.
5. If the employee believes that they have violated the code of conduct, then they may report the violation to the Company so that appropriate action can be taken. While taking disciplinary action, the Company will take into consideration that the employee has voluntarily reported their breach of code of conduct.
6. If the employee becomes aware that another employee has, in all likelihood, violated the code, including any law or regulation applicable to the company’s business, then it is their duty to report that violation to the whistle blower committee, so that the company can take necessary steps to rectify the problem and prevent a recurrence. The identity of the person or persons making a report will remain confidential except on a “need to know” basis.

7. A vigil mechanism provides a channel to employees and Directors to report to management, concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of both the Whistleblower and also the accused under a whistle-blower event, and to avail of the mechanism and also provide for direct and discreet access to the Vigilance Officer and further escalation to the Chairperson of the Audit Committee in exceptional cases.
8. The Company is committed to taking all necessary steps to protect any Whistleblower who reports an Allegation of Misconduct in good faith, as well as anyone involved in investigating such an allegation, from retaliation or retribution by the Company or its employees. This protection extends to, but is not limited to, the following actions:
 - (i) termination of employment;
 - (ii) demotion;
 - (iii) harassment of any kind;
 - (iv) discrimination; or
 - (v) any present or future bias.
9. This Policy, however, neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general. Protection under this Policy would not mean protection from disciplinary action in accordance with the rules, procedures and policies of the Company arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention. This will also apply to any employees who make false statements or give false evidence during the investigations.
10. **PROCEDURES:**
 - 10.1 All disclosures should be addressed to the Audit Committee of the Company for investigation.
 - 10.2 All disclosures should 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 any of the regional language.
 - 10.3 All disclosures should be reported as soon as possible, but not later than 30 calendar days after he/she becoming aware of the same.

- 10.4 The disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairperson of the Audit Committee shall detach the covering letter.
- 10.5 Disclosure should be factual and not speculative as well as supported by documentary evidence, wherever possible. Further, it 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.
- 10.6 The Whistleblower must disclose his/her identity in the covering letter. Anonymous disclosures are not favoured, as it would not be possible to interview the Whistleblower. However, when an anonymous Whistleblower provides specific 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.

11. CONFIDENTIALITY:

The Whistleblower's identity will be kept confidential at all times, unless disclosure is required by law, the Whistleblower provides consent, or the investigation necessitates it. All information related to the allegation of misconduct, including investigation documents, files, reports, and communications received or generated in connection with the report (whether formal or informal), will be treated as confidential and securely stored. However, the Company may report relevant matters to the appropriate authorities when required.

12. REPORTING:

The Ethics Officer shall submit periodic reports to the Board regarding all disclosures referred to him since the last report, along with the outcomes of any investigations conducted. The section on corporate governance in the Company's annual report will include details on the establishment of this Policy, as well as an affirmation that no personnel have been denied access to the Audit Committee.

13. COMMUNICATION/AWARENESS:

Following the Policy's first approval, the policy will be posted on the notice board to alert employees and inspectors of its contents and the contact information of pertinent individuals. The Policy will also be accessible on the Company's website. Further details about the implementation of this Policy, as well as a confirmation that no employee has been denied access to the Audit Committee, will also be included in the Company's annual report.

14. RETENTION OF DOCUMENTS:

All disclosures in writing or documented along with the results of investigation relating thereto, shall be retained by for a period of 8 (eight) years or such other period as specified by any other law in force, whichever is more.

15. AMENDMENT:

Whilst the Company has made best efforts to define detailed procedures for the implementation of this Policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad principles under this Policy. Any change in the Policy shall be approved by the Board/ Audit Committee. The Board/ Audit Committee shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board/ Audit Committee in this respect shall be final and binding.

16. INTERPRETATION:

In case of any subsequent changes in the provisions of the aforementioned statutes, the statutes would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

17. CONFLICT OF POLICY:

In the event of any conflict between this Policy and the provisions contained in the applicable laws, the provisions of the applicable laws shall prevail.

18. CRIMINAL ACTIVITY:

If there is evidence of criminal activity, the Company will ensure that internal investigation does not hinder a formal Police Investigation.