

Cholamandalam Financial Holdings Limited

Whistle Blower Policy

WHISTLE BLOWER POLICY

POLICY

Whistle Blower Policy under Vigil Mechanism of Cholamandalam Financial Holdings Limited ("CFHL" or the "Company") formulated under section 177 of the Companies Act, 2013 and Regulation 22 read with Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This will also serve as the whistle blower policy under Regulation 9A(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

OBJECTIVE

To provide Directors, Employees, customers and vendors an avenue to raise concerns, in line with the commitment of CFHL to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication.

DEFINITIONS

"Board" or "Board of Directors" shall mean the board of directors of the Company, as constituted from time to time

"Director" shall mean a member of the Board of the Company

"Employee" shall mean all persons employed by the Company and shall include secondees and persons employed for a temporary purpose or period, or on a temporary basis.

"Generally Available Information" means information that is accessible to the public on a non-discriminatory basis, and "Generally Available" will be construed accordingly.

"Key Managerial Personnel" shall have the meaning assigned to it in Section 2(51) of the Companies Act, 2013, as amended or modified.

"Policy" shall mean this Whistle Blowers Policy of the Company

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

"Unpublished Price Sensitive Information" or 'UPSI' means any information, relating to the Company or its Securities, directly or indirectly, that is not Generally Available, which upon becoming Generally Available, is likely to materially affect the price of the Securities of the Company and shall,

ordinarily include but not be restricted to, information relating to the following:

- i. financial results
- ii. dividends
- iii. change in capital structure
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
- v. changes in Key Managerial Personnel.

“UPSI Leak Inquiry Procedure Policy” shall mean “POLICY GOVERNING THE PROCEDURE OF INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED”

SCOPE

To provide necessary safeguards for protection of Complainants (as defined below) from reprisals or victimization, for whistle blowing in good faith.

COVERAGE

All Directors, permanent Employees, customers and vendors of CFHL.

MAIN FEATURES

CFHL including subsidiaries, Associate Companies and Joint Ventures in case such entities do not have a Whistle Blower Policy of their own.

Improper Practice

The Policy is intended to cover genuine and serious concerns that could have a large impact on CFHL, such as actions (actual or suspected) that:

- May lead to incorrect financial reporting;
- Are not in line with applicable Company policy;
- Involve any instance of bribery, embezzlement or misappropriation;
- Amount to unethical behaviour;
- Amount to actual or suspected fraud;
- Violative of Company’s code of conduct;
- involve leakage of Unpublished Price Sensitive Information;
- Are unlawful or;
- Otherwise amount to serious improper conduct.

Complainant
(Whistleblower)

A Director/Employee/customer/vendor making a complaint/referral under this Policy is commonly referred to as a Complainant (Whistleblower). The Complainant’s role is as a reporting party. He/she is not an investigator. Although the Complainant is not expected to prove the truth of an allegation, the Complainant needs to reasonably

demonstrate to the Ombudsperson, that there are sufficient grounds for concern.

Safeguards

✦ Harassment or Victimization:

Harassment or victimization of the Complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned Employee or Director involved in such harassment or victimization. Any complaint of harassment or victimization by a Complainant will be addressed promptly, and the relevant Employee or Director named in such harassment or victimization complaint will be required to prove that the allegations made in the complaint are not true/ do not amount to harassment or victimization.

⊕ Confidentiality:

Every effort will be made to strictly protect the Complainant's identity, subject to legal constraints, by all persons who are involved in handling the complaint and those who receive any information in relation to such complaint.

✦ Anonymous Allegations:

Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness of the issue raised, the Ombudsperson can initiate an investigation independently.

✦ Malicious/ Frivolous Allegations:

Malicious, frivolous or baseless allegations by Employees or Directors will result in disciplinary action against such Employee or Directors.

Ombudsperson

In case of complaints by or against Employees, customers and vendors, the Ombudsperson will be a person, including a full-time senior employee, well respected for his/her integrity, independence and fairness, who will report directly to the Audit Committee in relation to any matters under this Policy. S/he would be authorised by the Board of the Company for the purpose of receiving all complaints under this Policy and supervising the investigation and ensuring appropriate action

In appropriate / exceptional cases, direct access to the Chairman of the Audit Committee will be permitted subject to approval of the Ombudsperson.

In case of complaints by or against Directors, the Ombudsperson will be the Chairperson of the Audit

Committee of the Board.

In case the Complainant has reason to believe that the relevant Ombudsperson is involved in the suspected violation, the complaint may be made directly to the Chairman of the Audit Committee, or to the Board.

Reporting

The whistle blowing procedure is intended to be used for genuine, serious and sensitive issues. Only genuine and serious concerns of the nature set out in this Policy should be reported to the concerned Ombudsperson. Annexure I provides the necessary contact details of the concerned Ombudsperson. In line with the objectives of the policy, routine grievances from customers / vendors shall be dealt with by the customer / vendor grievance mechanism of the Company and shall not be covered under this policy. With respect to referrals from customer / vendors, those alleging corruption charges and reputational risks will be dealt with under the policy.

Investigation

All complaints received will be recorded and looked into. If initial enquiries by the Ombudsperson indicate reasonably that the concern has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at this stage by the concerned Ombudsperson and the decision shall be documented by him/her. It is clarified that if the complaint received is in relation to an Improper Practice that involves leakage of Unpublished Price Sensitive Information, the complaint shall be forwarded to the Chief Investor Relations Officer under the UPSI Leak Inquiry Procedure Policy, and shall be investigated under that policy in accordance with its terms. However, the Ombudsperson must work with the Chief Investor Relations Officer, the Inquiry Committee and the Compliance Officer under the UPSI Leak Inquiry Procedure Policy to ensure that the protections available to the Complainant (and penal provisions applicable to malicious/frivolous allegations) under this policy continue to be available/applicable (as the case may be).

Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a committee nominated by the Ombudsperson for this purpose ("**Committee**"). The Committee shall consist of persons who meet the criteria of independence and fairness and who do not have a conflict of interest in the investigation. 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 case of absence or unavailability of the Ombudsperson, the Board may authorize a person to carry out the functions and responsibilities of the Ombudsperson.

Investigation Result

Based on a thorough examination of the findings, the Committee (or Ombudsperson) would submit the report of finding and recommend an appropriate course of action to the Managing Director or the Audit Committee of CFHL in case of complaints by or against Employees, customers and vendors; to Audit Committee of the Board in case of complaints by or against Directors. The said recommendation will be based on the internal whistleblower process of CFHL, involving reference to the Company Secretary and co-ordination with the respective functional / business heads of CFHL.

Where an Improper Practice is proved, this would cover suggested disciplinary action, including dismissal, if applicable, as well as preventive measures for the future. All discussions would be minuted and the final report will be prepared, setting out the facts, evidence, observations and discussions in relation to the complaint and the investigation.

Investigation Subject

The investigation subject is the person / group of persons who are the focus of the enquiry / investigation, against whom the complaint has been made.

Their identity would be kept confidential to the extent possible, subject to legal constraints, by all persons who are involved in handling the complaint and those who receive any information in relation to such complaint.

***Reporting by
Ombudsperson***

In case of complaints by or against Employees or Directors, the Ombudsperson will provide quarterly reports to the Audit Committee. Such reports shall include details of any malicious, frivolous or baseless complaints made by any Employee or Director.

***Communication with
Complainant***

The Complainant will receive an acknowledgement on receipt of the concern by the Ombudsperson.

The amount of contact between the Complainant and the body investigating the concern will depend on the nature of the issue and the clarity of information provided.

Further information may be sought from him/her.

Subject to legal constraints, s/he will receive information about the outcome of any investigations (including any investigations done under the UPSI Leak Inquiry Procedure

Policy).

Changes to Policy

Subject to applicable law, this Policy can be changed, modified, rescinded or abrogated at any time by CFHL.

ACCOUNTABILITIES

**Directors / Employees
/ Customers /
Vendors**

1. Bring to early attention of the Company any Improper Practice (whether regular or in a single instance) that they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern.
2. Avoid anonymity when raising a concern.
3. Co-operate with investigating authorities, maintaining full confidentiality.
4. The intent of the Policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious, frivolous or baseless allegations by Employees may attract disciplinary action.
5. A Complainant has the right to protection from retaliation, harassment and victimisation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation under a complaint.
6. In exceptional cases, where the Complainant (being an Employee / customer / vendor) is not satisfied with the outcome of the investigation carried out by the Ombudsperson, s/he can make a direct appeal to the Chairman of the Audit Committee of CFHL.

Ombudsperson

1. Ensure that the Policy is being implemented.
2. Ascertain the credibility of the charge or complaint, based on the facts set out in the complaint and a reasonably conducted preliminary investigation and enquiry. If such initial enquiry reasonably indicates further investigation is not required, close the issue.
3. In case of complaint received in relation to an Improper Practice that involves leakage of Unpublished Price Sensitive Information, to undertake the specific actions set forth under the head "Investigation" above (and to that extent, the duties relating to investigation under the policy shall not be applicable)
4. Document all complaints, enquiries and the steps taken to address the complaint.
5. Where further investigation is indicated carry this through, appointing a Committee if necessary.
6. Provide quarterly reports to the Audit Committee of CFHL.
7. Acknowledge receipt of concern to the Complainant, thanking him/her for initiative taken in upholding the Company's business conduct standards.
8. Ensure that necessary safeguards are provided to the

Complainant to protect him/ her from any retaliation, harassment and victimisation.

***Ombudsperson /
Committee***

1. Conduct the enquiry in a fair, unbiased manner.
2. Ensure complete fact-finding.
3. Maintain strict confidentiality.
4. Document the investigation thoroughly, including all facts, evidences, discussions and finding, including whether an Improper Practice has been committed and if so by whom.
5. Recommend an appropriate course of action to the Audit Committee - suggested disciplinary action, including dismissal, and preventive measures and other appropriate measures.
6. Minute Committee deliberations and document the final report
7. Table the quarterly reports with the Audit Committee.

MD/CEO

1. Table the quarterly reports from the Ombudsperson with the Audit Committee.
2. Ensure necessary action on the recommendations of the Ombudsperson / Committee.
3. Ensure that necessary steps are taken such that Employees are aware of this Policy

Investigation Subject

1. Provide full co-operation to the Investigation team.
2. Be informed of the outcome of the investigation.
3. Accept the decision of the Ombudsperson.
4. Maintain strict confidentiality.

Conflict of Interest

In case the Ombudsmen or members of the Committee or the Panel or the Board have any conflict of interest, with respect to the complaint, the Complainant or the persons named in the complaint, such persons shall recuse themselves from the investigation, hearing and decision making on the said complaint. Such persons will in no way attempt to influence the process of the investigation, hearing and decision making on the said complaint, failing which they may also face disciplinary action, including suspension or termination.

LIST OF ANNEXURES	
Annexure I	Ombudsperson Contact Details
Annexure II	Process Flow

ANNEXURE I: OMBUDSPERSON CONTACT DETAILS

For complaints by or against Directors

OMBUDSPERSON: Chairman of Audit Committee

CONTACT DETAILS:

Address:

Dare House, No.234, N.S.C. Bose Road, Parrys,
Chennai - 600 001

For Employees, customers, vendors

OMBUDSPERSON: Mr. Shyam C Raman (Executive VP – HR Murugappa Group)

CONTACT DETAILS:

Address:

Dare House Extension, 6th Floor
No.234, N.S.C. Bose Road, Parrys
Chennai - 600 001

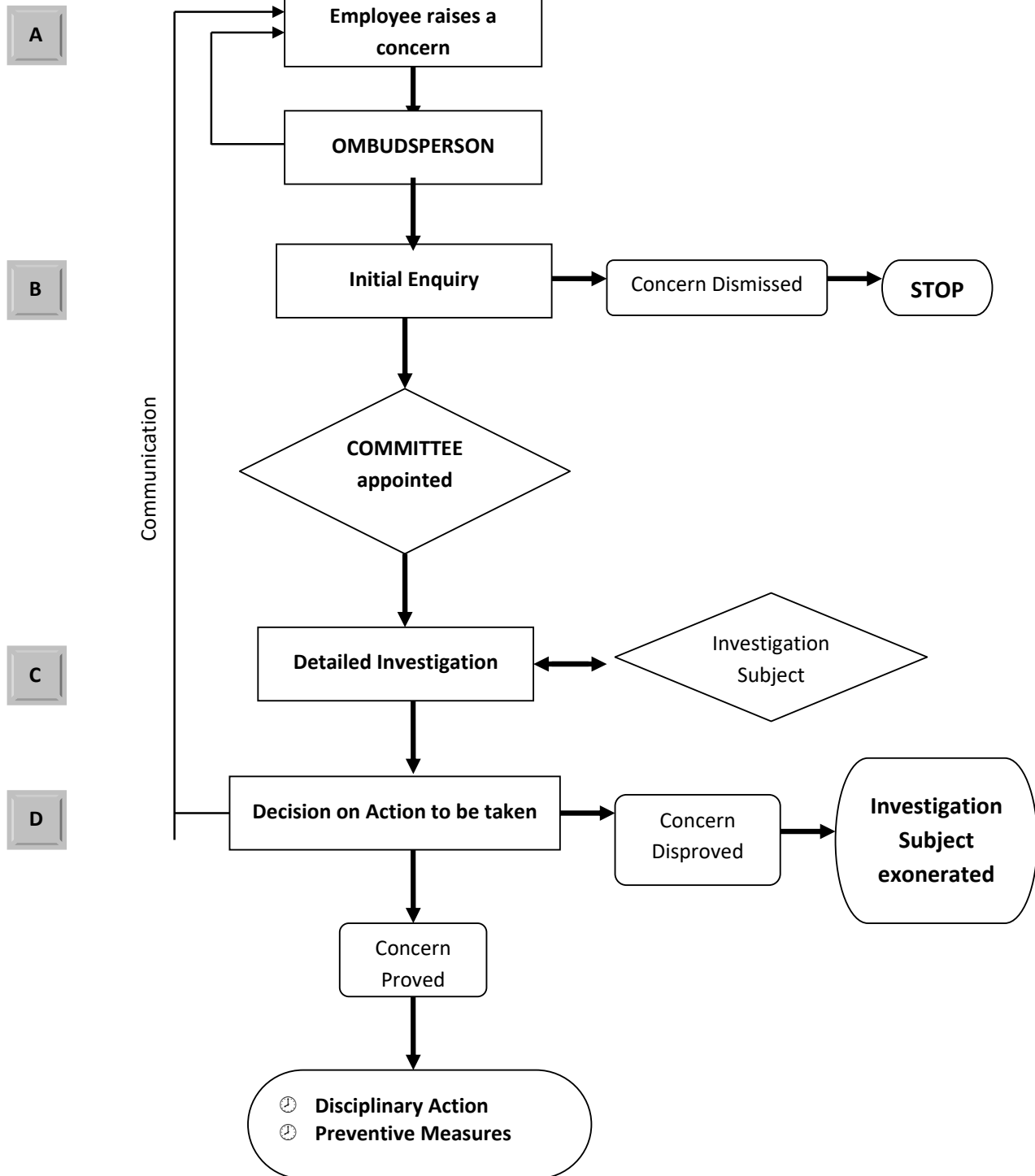
Phone:

Direct line: 044 25304444
Dare House Extension: 4444

E-mail:

ombudsperson@corp.murugappa.com

ANNEXURE II: PROCESS FLOW (WHISTLE BLOWER POLICY)



ANNEXURE II: PROCESS FLOW (WHISTLEBLOWER POLICY)

IMPROPER PRACTICES

Serious concerns that would have impact on CFHL, such as actions (suspected or actual) that:

- ⌚ May lead to incorrect financial reporting;
- ⌚ Are not in line with applicable Company policy;
- ⌚ Involve any instance of bribery, embezzlement or misappropriation;
- ⌚ Amount to unethical behaviour;
- ⌚ Amount to actual or suspected fraud;
- ⌚ Are unlawful or,
- ⌚ Violative of Company's code of conduct, including the Code of Conduct to Regulate, Monitor and Report trading by Insiders in Securities of CFHL;
- ⌚ Involve leakage of Unpublished Price Sensitive Information
- ⌚ Otherwise amount to serious improper conduct.

SAFEGUARDS

- ⌚ Harassment or Victimization: Harassment or victimisation of the Complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee against whom such complaint of harassment or victimization is made.
- ⌚ Confidentiality: Every effort will be made to protect the complainant's identity, subject to legal constraints, by all persons who are involved in handling the complaint and those who receive any information in relation to such complaint.
- ⌚ Anonymous Allegations: Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness of the issue raised the Ombudsperson can initiate an investigation.
- ⌚ Malicious Allegations: Malicious, frivolous or baseless allegations by employees would result in disciplinary action.

OMBUDSPERSON – for complaints by or against Directors

- ⌚ Chairperson of the Audit Committee of the Board of Directors.

OMBUDSPERSON – for complaints by or against employees & others

- ⌚ An individual, may be a full-time senior employee, respected for his/her integrity, independence and fairness.
- ⌚ Nominated by the Board.