

SUNDARAM FINANCE HOLDINGS LIMITED
WHISTLE BLOWER POLICY
(as amended on 29th March 2019)

The SFHL Whistle Blower Policy (the Policy) shall come into effect from the date it is approved by the Board of Directors.

The Policy is being framed in compliance with the requirement stipulated under Section 177(9) of the Companies Act, 2013 read with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Objective:

- (a) To provide for safe avenues for all directors and employees to raise concerns when violations take place directly or indirectly, intentionally or otherwise, which would bring disrepute to the Company.
- (b) To provide necessary safeguards for protection to director(s) or employee(s) or any other person from victimization for whistle blowing in good faith.

Applicability:

This policy shall be applicable to all employees and directors of the Company.

Main features of Whistle Blowing:

- (1) **To be used for:** Reporting any serious actual or suspected frauds, concerns relating to financial matters / reporting, including instances of leak or suspected leak of unpublished price sensitive information (as defined under the SFHL Code of Conduct for Prevention of Insider Trading), unethical or illegal conduct or actual or possible violation of Code of Conduct; actions which are not in line with the applicable company policies, actions which would affect the company's image or reputation, actions which are in the nature of harassment or actions



that would amount to serious improper conduct or any other genuine concern.

- (2) **Whistle Blowers:** A Director / Employee making disclosure under this policy is referred to as “Whistle Blower” or “Complainant”. The Whistle Blower has to demonstrate or provide sufficient grounds for his/her concern but should not make any malicious allegations which would result in disciplinary action.
- (3) **Whom to Report:** The complaining employees should submit the report raising the concern either to (a) The Head – HR or (b) the Company Secretary (or) can send an email to vigil@sundaramholdings.in with a copy to any of the above two Officers (called Access Persons). If the complaint is against any one of the Access Persons, then it can be made to the Chief Executive Officer of the Company. If the complaint is against the Chief Executive Officer, it can be made to the Chairman of the Audit Committee of the Company. Directors, when they blow the whistle, they should send their report to the Chairman of the Audit Committee.
- (4) **When to Report:** The Complainant shall raise the issue immediately / promptly but within a reasonable period of the event / action / finding but not later than two months.

(5) **How to Report:**

The report should include as much information about the suspected violation. Where possible, it should describe the nature of the suspected violation, the identities of persons involved in the suspected violation, a description of the documents that relate to the suspected violation and the time frame during which the suspected violation occurred. The complainant may be required to give further information.



(6) Investigation:

All reports under this Policy will be investigated promptly either by the Access Persons or any Committee formed in this regard by the Access Persons. Immediately on receipt of the Complaint, an acknowledgement will be given to the complainant. Based on a thorough examination of the findings, the Access Persons or the Committee formed in this regard shall submit the Report to the Chief Executive Officer / Audit Committee.

If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. Reasonable and necessary steps will also be taken to prevent any further violations.

(7) Safeguards against victimization:

1. No adverse action shall be taken or recommended against a Complainant in retaliation to his blowing the whistle. Harassment/victimisation of the Complainant will constitute sufficient ground for dismissal of the employee who is found to be guilty of such harassment.
2. Source of information to the complainant shall be disclosed to facilitate investigation.
3. Every effort will be made to protect the complainant's identity subject to any legal constraints that may arise from time to time.

