



## WHISTLE BLOWER POLICY

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**Dept** CS-14 **Policy no.** SPFSL/Policy No.32/CS-14 **Approval date** 10-02-2025

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## 1. PREFACE

1.1 The Company is committed to conducting its affairs with the highest standards of professionalism, honesty, integrity, and ethical behaviour.

1.2 We aim to foster a culture where employees feel safe to raise concerns about any unacceptable practices or misconduct.

1.3 In accordance with Section 177 and Rule 7 of The Companies (Meetings of Board and its Powers) Rules, 2014, and Clause 49 of the Listing Agreement, it is mandatory for all listed companies to establish a "Vigil Mechanism (Whistle Blower Policy)" for directors and employees to report unethical behaviour, suspected fraud, or violations of the Company's code of conduct or ethics policy.

1.4 This policy provides a framework to promote responsible and secure whistleblowing, protecting those who raise concerns about serious irregularities within the Company.

1.5 This policy does not release directors and employees from their duty of confidentiality in their work, nor is it a route for addressing personal grievances.

## 2. POLICY

2.1 This policy applies to all Directors and Employees as defined below.

2.2 The policy is designed to ensure that Directors and Employees can confidently raise concerns. The areas of concern covered by this policy are summarized in paragraph 5.

## 3. DEFINITIONS

**3.1 Director:** A member of the Company's Board, whether whole-time or otherwise. This includes executive directors, non-executive directors, and independent directors who are responsible for overseeing the management and governance of the Company.

**3.2 Disciplinary Action:** Any action taken during or after investigation proceedings, which may include but is not limited to:

- Issuance of a formal warning or reprimand.
- Imposition of a monetary fine or penalty
- Suspension from official duties, either temporarily or permanently.
- Termination of employment or directorship.
- Any other action deemed appropriate based on the severity of the misconduct.

**3.3 Employee:** Any individual employed by the Company, whether on a full-time, part-time, or contractual basis, and regardless of their location (India or abroad). This includes all levels of staff, from junior employees to senior management.

**3.4 Protected Disclosure:** A concern raised through written communication made in good faith, disclosing information that evidences unethical or improper activity. This includes but is not limited to:

- Financial irregularities, including fraud or suspected fraud.
- Violation of laws, regulations, or Company policies.
- Any form of corruption or bribery.
- Misuse or misappropriation
- Any other conduct that may cause harm to the Company's reputation or financial standing.

## 4. REPORTING PROCEDURES

### 4.1 Raising a Concern

- Employees and Directors can raise concerns about unethical behaviour, suspected fraud, or violations of the Company's code of conduct or ethics policy
- Concerns should be reported in writing to ensure there is a clear record of the issue. The written communication should include details of the concern, relevant facts, and any supporting

### 4.2 Whom to Report

- Concerns should be reported to the designated Whistle Blower Officer (WBO) or the Chairman of the Audit Committee.supporting
- The contact details of the WBO and the Chairman of the Audit Committee will be made available to all employees and directors.

### 4.3 Confidentiality

- The identity of the whistle-blower will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
- Whistle-blowers are encouraged to provide their names and contact details to facilitate the investigation process. However, anonymous disclosures will also be accepted and investigated.

### 4.4 Investigation

- Upon receipt of a protected disclosure, the WBO or the Chairman of the Audit Committee will acknowledge receipt of the concern within a reasonable time.
- An initial review will be conducted to determine whether the concern falls within the scope of the policy and whether a detailed investigation is required.
- If a detailed investigation is warranted, an investigation team will be appointed. The investigation will be conducted in a fair and unbiased manner, ensuring that all relevant facts are considered.

### 4.5 Protection Against Retaliation

- The Company will not tolerate any form of retaliation against whistle-blowers who raise concerns in good faith.considered.
- Any employee or director who retaliates against a whistle-blower will be subject to disciplinary action, which may include termination of employment or directorship.

### 4.6 Reporting of Investigation Results

The results of the investigation will be reported to the Audit Committee.

- The whistle-blower will be informed of the outcome of the investigation, subject to legal and confidentiality constraints

## 4.7 Documentation and Record Keeping

- All concerns raised, and the actions taken to address them, will be documented and retained for a specified period as per the Company's record-keeping policy.

## 5. MAINTAINING CONFIDENTIALITY

### 5.1 Identity Protection

- The identity of the whistle-blower is kept confidential to the greatest extent possible. Only those directly involved in the investigation process will have access to the whistle-blower's identity
- Whistle-blowers are encouraged to provide their names and contact details to facilitate the investigation. However, anonymous disclosures are also accepted and investigated.

### 5.2 Secure Communication Channels

- Concerns can be reported through secure communication channels, such as a dedicated email address or a secure online portal, to ensure that the information is protected from unauthorized
- Written communications should be marked as "Confidential" to highlight the sensitive nature of the information.

### 5.3 Restricted Access

- Access to the details of the protected disclosure and the identity of the whistle-blower is restricted to the Whistle Blower Officer (WBO), the Chairman of the Audit Committee, and the investigation
- Information is shared on a need-to-know basis only, ensuring that it is not disclosed to individuals who are not involved in the investigation.

### 5.4 Confidential Investigation Process

- The investigation process is conducted discreetly to protect the identity of the whistle-blower and the confidentiality of the information provided.
- Meetings and discussions related to the investigation are held in private, and all documentation is securely stored.

### 5.5 Non-Retaliation Assurance

- The Company provides assurance that whistle-blowers who raise concerns in good faith will not face any form of retaliation or adverse consequences.
- Any form of retaliation against a whistle-blower is treated as a serious violation of the policy and is subject to disciplinary action.

### 5.6 Documentation and Record Keeping

- All records related to the protected disclosure and the investigation are maintained in a secure manner.
- Documentation is retained for a specified period as per the Company's record-keeping policy, ensuring that it is accessible only to authorized personnel.

By implementing these measures, the Company ensures that whistle-blowers can raise concerns without fear of their identity being disclosed or facing retaliation.

Evaluating the effectiveness of the Vigil Mechanism / Whistle Blower Policy is essential to ensure it meets its objectives and fosters a safe environment for raising concerns. Here are the key steps involved in evaluating the policy's effectiveness:

## 6. EVALUATING POLICY EFFECTIVENESS

### 6.1 Regular Reviews

- The policy is reviewed periodically by the Audit Committee to ensure it remains relevant and effective. This includes assessing whether the policy aligns with current legal requirements and best practices.



## 6.2 Feedback Mechanism

- Feedback from employees and directors is actively sought to understand their experiences with the policy. This can be done through surveys, suggestion boxes, or direct feedback to the Whistle Blower Officer (WBO) or the Audit Committee.

## 6.3 Monitoring and Reporting

- The number and nature of concerns raised, the outcomes of investigations, and any disciplinary actions taken are monitored and reported to the Audit Committee.
- Trends and patterns in the types of concerns raised are analysed to identify any systemic issues that need to be addressed.

## 6.4 Confidentiality and Protection Assessment

- The effectiveness of measures to maintain confidentiality and protect whistle-blowers from retaliation is assessed. This includes reviewing any instances of retaliation and the actions taken to address them.

## 6.5 Training and Awareness

- Regular training sessions and awareness programs are conducted to ensure that all employees and directors are aware of the policy and understand how to use it.
- The effectiveness of these training programs is evaluated based on participation rates and feedback from attendees.

## 6.6 Benchmarking

- The policy is benchmarked against similar policies in other organizations to identify areas for improvement and ensure it meets industry standards.

## 6.7 Audit and Compliance Checks

- Internal audits are conducted to verify compliance with the policy and to ensure that all concerns are handled in accordance with the established procedures.
- Any deviations from the policy are documented, and corrective actions are implemented

## 6.8 Reporting to the Board

- The Audit Committee provides regular reports to the Board of Directors on the effectiveness of the policy, including any recommendations for improvements.

Yes, there are penalties for false reporting under the Vigil Mechanism / Whistle Blower Policy to ensure that the system is not misused. Here are the key points regarding false reporting:

## 7. PENALTIES FOR FALSE REPORTING

### 7.1 Good Faith Requirement

- The policy encourages employees and directors to raise concerns in good faith, meaning they genuinely believe that the information they are providing is true and accurate.

### 7.2 Consequences of False Reporting

- If it is found that a whistle-blower has made a false report knowingly or with malicious intent, disciplinary action may be taken against them. This can include:
  - Issuance of a formal warning or reprimand.
  - Imposition of a monetary fine or penalty.
  - Suspension from official duties, either temporarily or permanently
  - Termination of employment or directorship.
  - Any other action deemed appropriate based on the severity of the false report.

### 7.3 Investigation of False Reports

- All reports are thoroughly investigated to determine their validity. If a report is found

### 7.4 Protection for Genuine Whistle-blowers

- The policy ensures that employees and directors who raise concerns in good faith are protected from retaliation, even if their concerns are not substantiated after investigation. The penalties for

## 8. PROTECTIONS FOR GENUINE WHISTLE-BLOWERS

### 8.1 Confidentiality

- The identity of the whistle-blower is kept confidential to the greatest extent possible. Only those directly involved in the investigation process will have access to the whistle-blower's identityfalse
- Secure communication channels are used to report concerns, and all related documentation is stored securelyreporting are only applicable to those who intentionally provide false information.

### 8.2 Non-Retaliation Assurance

- The Company strictly prohibits any form of retaliation against whistle-blowers who raise concerns in good faith. This includes protection from harassment, discrimination, demotion, suspension, termination, or any other form of adverse action.
- Any employee or director who retaliates against a whistle-blower will be subject to disciplinary action, which may include termination of employment or directorship.

### 8.3 Support and Assistance

- Whistle-blowers are provided with support and assistance throughout the investigation process. This may include access to counselling services or legal advice if needed.
- The Company ensures that whistle-blowers are not isolated or marginalized as a result of raising their concerns.

### 8.4 Fair Investigation Process

- The investigation process is conducted in a fair and unbiased manner, ensuring that all relevant facts are considered.
- Whistle-blowers are kept informed of the progress and outcome of the investigation, subject to legal and confidentiality constraints.

### 8.5 Protection Against False Allegations

- Whistle-blowers who raise concerns in good faith are protected, even if their concerns are not substantiated after investigation. The policy ensures that genuine whistle-blowers are not penalized for reporting issues that turn out to be unfounded.
- The penalties for false reporting are only applicable to those who intentionally provide false information with malicious intent.

### 8.6 Documentation and Record Keeping

- All records related to the protected disclosure and the investigation are maintained in a secure manner.
- Documentation is retained for a specified period as per the Company's record-keeping policy, ensuring that it is accessible only to authorized personnel.

The Company provides several support services to ensure that whistle-blowers feel safe and supported throughout the process of raising concerns. Here are the key support services available:

## 9. SUPPORT SERVICES FOR WHISTLE-BLOWERS

### 9.1 Counselling Services

- Whistle-blowers have access to confidential counselling services to help them cope with any stress or anxiety related to raising their concerns.
- Professional counsellors can provide emotional support and guidance throughout the investigation process.

## 9.2 Legal Advice

- Whistle-blowers may seek legal advice to understand their rights and protections under the policy. false reporting are only applicable to those who intentionally provide false information.
- The Company may provide access to legal resources or recommend legal advisors who can assist whistle-blowers with any legal questions or concerns.

## 9.3 Employee Assistance Programs (EAP)

- The Company offers Employee Assistance Programs that provide a range of support services, including mental health support, financial advice, and work-life balance resources.
- Whistle-blowers can access these programs to receive additional support as needed.

## 9.4 Dedicated Whistle Blower Officer (WBO)

- The Whistle Blower Officer (WBO) serves as a point of contact for whistle-blowers, providing guidance and support throughout the process.
- The WBO ensures that whistle-blowers are informed about the progress of the investigation and any actions taken.

## 9.4 9.5 Peer Support

- Whistle-blowers may be connected with peer support groups or colleagues who have previously raised concerns and can offer advice and encouragement.

## 9.6 Regular Updates

- Whistle-blowers receive regular updates on the status of their concerns and the investigation process, ensuring transparency and keeping them informed.
- This helps to alleviate any uncertainty and provides reassurance that their concerns are being taken seriously.

The Company provides training programs to ensure that employees and directors are well-informed about the Vigil Mechanism / Whistle Blower Policy and understand how to use it effectively. Here are the key training programs available:

## 10. TRAINING PROGRAMS FOR WHISTLE-BLOWERS

### 10.1 Policy Awareness Training:

- Regular training sessions are conducted to educate employees and directors about the Vigil Mechanism / Whistle Blower Policy.
- These sessions cover the purpose of the policy, the reporting procedures, protections for whistle-blowers, and the importance of raising concerns in good faith

### 10.2 Workshops and Seminars

- Workshops and seminars are organized to provide in-depth knowledge about ethical behavior, identifying misconduct, and the role of whistle-blowers in maintaining a transparent and ethical workplace.
- These events often include case studies and interactive discussions to help participants understand real-life scenarios.

### 10.3 E-Learning Modules

- Online training modules are available for employees and directors to complete at their own pace.
- These modules include quizzes and assessments to reinforce understanding and ensure that participants are familiar with the policy and procedures.

### 10.4 Role-Specific Training

- Specialized training is provided for individuals in key roles, such as the Whistle Blower Officer (WBO), members of the Audit Committee, and the investigation team.
- This training focuses on handling disclosures, conducting investigations, and maintaining confidentiality

## 10.5 Refresher Courses

- Periodic refresher courses are offered to ensure that employees and directors stay updated on any changes to the policy or procedures.
- These courses help reinforce the importance of the policy and encourage continuous adherence to ethical standards.

## 10.6 Communication and Awareness Campaigns

- The Company runs communication campaigns to raise awareness about the policy and encourage employees and directors to speak up about any concerns.
- These campaigns may include posters, newsletters, and intranet updates to keep the policy top of mind.

