



## **WHISTLE BLOWER POLICY**

**adopted by**

**MT EDUCARE LIMITED**

**Registered office:** 220, 2<sup>nd</sup> Floor, "FLYING COLORS"  
Pandit Din Dayal Upadhyay Marg,  
L.B.S Cross Road,  
Mulund (West), Mumbai 400080

## **1. Preface:**

- 1.1 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.
- 1.2 The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
- 1.3 In view of section 177 of the Companies Act, 2013 and rules framed there under, every listed Company and the Companies belonging to the following class or classes shall establish a vigil mechanism for their directors and employee to report their genuine concerns or grievances –
  - a. The Company which accepts deposits from the public,
  - b. The Companies which have borrowed money from banks and public financial institutions in excess of Rs. 50 Crores.
- 1.4 The Company hereby establishes “Vigil Mechanism/Whistle Blower Policy” for stakeholders, directors and employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.

## **2. Policy Objective:**

- 2.1 The purpose of this policy is to provide framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise the concern about serious irregularities within the Company.
- 2.2 A Whistle blower (Vigil) mechanism provide a channel to the stakeholders, Directors and employees of the Company to approach the redressal committee / Chairman of the Audit Committee of the Company and report concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against the victimization of employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit committee in exceptional cases. The Policy is approved by the Board of Directors of the Company in its meeting held on 14/05/2014.

- 2.3 The policy 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.

**3. Eligibility:**

- 3.1 All Directors, Employees and other stake holders of the Company are eligible to make Protected Disclosures under the policy in relation to any Alleged Wrongful Conduct.

**4. Definition:**

- 4.1 “Alleged Wrongful Conduct” means actual or suspected fraud, violation of Company’s code of conduct and illegal or unethical practice.
- 4.2 “Audit Committee” means a committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.
- 4.3 “Company” means the MT Educare Limited and all its offices.
- 4.4 “Director” means director appointed on the Board of the Company including executive, non-executive, independent and nominee Director, if any.
- 4.5 “Disciplinary Action” means any action that can be taken on the completion of / during the investigation proceedings including but not limited to a warning, imposing of fine, suspension from the official duties or any such as is deemed to be fit considering the gravity of the matter.
- 4.6 “Employee” means every employee of the Company (whether working in India or abroad), including Directors in the employment of the Company.
- 4.7 “Good Faith” shall imply the absence on unethical and improper activity or any other alleged wrongful conduct forming a reasonable basis for making a protected disclosure under the Policy. Good faith shall be deemed to be lacking when the Whistle Blower does not have personal knowledge on a factual basis for the communication or where the Whistle Blower knew or reasonably should have known that the communication about the unethical

and / or improper activity or alleged wrongful conduct is malicious, false or frivolous.

4.8 “Investigators” mean those persons authorised, appointed, consulted or Approached by the Ethics Counsellor/Chairman of the Audit Committee and includes the auditors of the Company and the police.

4.9 “Protected Disclosure” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity with respect to the Company. However, the Protected Disclosures should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

4.10 “Subject” means a person or a group of persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during course of an investigation.

4.11 “Unethical and / or Improper Activity” means an activity or conduct which gives rise to alleged wrongful conducts.

4.12 “Whistle Blower” is someone who makes a Protected Disclosure under this policy.

## **5. The Guiding Principles:**

5.1 To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- Ensure that the Whistle Blower and / or the person processing the protected Disclosure is not victimized for doing so,
- Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- Ensure complete confidentiality.
- Not attempt to conceal evidence of the protected disclosure;

- Take disciplinary action, if any one destroys or conceals evidence of the protected disclosures made/ to be made;
- Provide an opportunity of being heard to the persons involved especially to the subject;

## **6. Coverage of Policy:**

6.1 The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- Abuse of Authority
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of company data/records
- Financial irregularities, including fraud, or suspected fraud
- Criminal offence
- Pilferation of confidential/propriety information
- Deliberate violation of law/regulation
- Wastage/misappropriation of company funds/assets
- Breach of employee Code of Conduct or Rules
- Any other unethical, biased, favored, imprudent event

6.2 The Policy should not be used in place of the Company's grievance procedure or be a route for raising malicious or unfounded allegations against colleagues or purely an operational issue. Any such attempt shall be addressed in the strictest possible manner and may entail appropriate disciplinary action against the person acting with malice or animosity.

## **7. Disqualification:**

**7.1** While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

**7.2** Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a whistle blower knowing it to be false or bogus or with a mala fide intention.

**7.3** Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious Whistle Blowers who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

**8. Procedure:**

8.1 All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.

8.2 In respect of all other Protected Disclosures, those concerning the Ethics Counsellor and employees at the levels of Directors and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Ethics Counsellor of the Company.

8.3 The Contact details of the Chairman of the Audit Committee are as under:

Name: Ms. Drushti Desai  
Address: 220, 2<sup>nd</sup> Floor, "FLYING COLORS",  
Pandit Din Dayal Upadhyay Marg,  
L.B.S Cross Road, Mulund (West),  
Mumbai 400080  
Tel No: 022- 25937700  
Fax no: 022 – 2593 7799

8.4 The Contact details of the Chief Ethic Counsellor are as under:

Name: Mr. Yagnesh Sanghrajka  
Address: 220, 2<sup>nd</sup> Floor, "FLYING COLORS",  
Pandit Din Dayal Upadhyay Marg,  
L.B.S Cross Road, Mulund (West),  
Mumbai 400080  
Tel No: 022- 25937700  
Fax no: 022 – 2593 7799  
email id: [yagneshs@mteducare.com](mailto:yagneshs@mteducare.com)

- 8.5 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 Whistle Blower.
- 8.6 The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee / Ethics Counsellor, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- 8.7 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.
- 8.8 The Audit Committee if deems fit may call for further information or particulars from the complainant.

**9. Investigation:**

- 9.1 All protected disclosures reported under this policy will be thoroughly investigated by the Ethics Counselor/ Chairman of the Audit Committee of the Company who will investigate under the authorization of the Audit Committee.
- 9.2 The Ethics Counsellor / Chairman of the Audit Committee may at his discretion, consider involving any investigators for the purpose of investigation.
- 9.3 The decision to conduct an investigation taken by the Ethics Counsellor / Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed
- 9.4 The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

- 9.5 Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 9.6 Subjects shall have a duty to co-operate with the Ethics Counsellor / Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- 9.7 Subjects have a right to consult with a person or persons of their choice, other than the Ethics Counsellor / Investigators and/or members of the Audit Committee and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. However, if the allegations against the subject are not sustainable, then the Company may see reason to reimburse such costs.
- 9.8 Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- 9.9 Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 9.10 Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 9.11 The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure.

#### **10. Protection:**

- 10.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted



against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

10.2 The identity of the Whistle Blower shall be kept confidential.

10.3 Any Other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

#### 11. **Confidentiality:**

11.1 The Whistle Blower, the Subject, the Ethics Counsellor and every one involved in the process shall:

- a. Maintain complete confidentiality/ secrecy of the matter.
- b. Not discuss the matter in any informal/ social gatherings/ meeting.
- c. Discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
- d. Not keep the papers unattended anywhere at any time.
- e. Keep the electronic mails/files under password.

11.2 If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

#### 12. **Reporting:**

12.1 A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

12.2 The Company shall annually affirm that it has provided protection to the complainant from unfair adverse personal action. The affirmation shall also

form part of Corporate Governance report which is attached to the Annual report of the Company.

**13. Disclosure:**

- 13.1 The details of establishment of Whistle Blower mechanism shall be disclosed on the website of the Company and in the Board's report as required under the Companies Act, 2013 and the Listing Agreement.

**14. Retention of Documents:**

- 14.1 All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of 5 (Five) years or such other period as specified by any other law in force, whichever is more.

**15. Amendment:**

- 15.1 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 unless the same is notified to the Employees in writing.

**16. Annual Affirmation:**

- 16.1 The Company shall annually affirm that it has not denied to any person access to the Audit Committee. The affirmation shall form part of Report on Corporate Governance in the Annual Report of the Company.