



ORANGE CITY HOUSING
Finance Private Limited
(Formerly Known as ORANGE CITY HOUSING FINANCE LIMITED)

Whistle Blower Policy

Version 1.1

For Private Circulation Only

Whistle Blower Policy

I. Introduction

Orange City Housing Finance Private Limited (OCHFL) is a Housing Finance Company (HFC) based in Nagpur, registered with the National Housing Bank, New Delhi, wholly owned by the Reserve Bank of India. OCHFL is incorporated with Registrar of Companies, Mumbai under the Companies Act 1956, and is one of the 100 odd HFC license holders across India and the first in Central India. OCHFL aims to provide affordable housing loans to all sections of society. Since our inception, we will lead our customers on the path to prosperity by providing home loans to individuals for Purchase / Construction / Extension / Renovation etc. to help them to achieve their goals of owning their own home.

II. Company Philosophy

OCHFL was created to provide credit access to first time home buyers in EWS/LIG/MIG category and aims to contribute meaningfully towards the Indian Government's mission of "Housing for All". The Company intends to work on a philosophy of giving back to the society in a way and fashion that will cause a sustainable change for the less fortunate of India's populace without any discrimination based on religion, creed, caste, color or gender. The Company aims to undertake those initiatives which would bring about positive irreversible change for the betterment of the society and would help the beneficiaries quantitatively and qualitatively in their lives, with the underlying aim of decreasing the wealth inequality of Indian society.

Our Vision is to be the leading Housing Loan provider known for

- Exceptional Customer Service
- Loan Affordability
- Transparency of Operations
- Contribution to Society

OCHFL is geared towards fostering a maximally satisfied customer base with a mutually profitable relationship. It is therefore important to be completely open and honest with the customer and use simple, clear and unambiguous terms when offering a product or service to them.

This Policy serves as a set of broad guidelines to the loan origination team with these policy principles in mind.

III. Mission of Policy

OCHFL wholeheartedly believes in and complies with the general practices that are in line with the Master Directions and Circulars provided by the National Housing Bank to HFCs. At OCHFL, we believe that an effective management and administration combined with transparency and accountability is imperative to ensure a long and healthy life for the company.

The purpose of this document is to define lending policy and guidelines for the company in accordance with the Company law and NHB Master Directions and Circulars for HFCs. This is a living document and should be updated on a regular basis. Any regulatory changes that would impact the accountability of the company should be reflected here.

This document should not be seen in isolation but in conjunction with the other policy documents that define the overall workings of the company. For the sake of simplicity and to avoid confusion, any matter covered in other policy documents is not repeated in this document.

Whistle Blower Policy

IV. Objectives / Purpose

- a. Promotion of impeccable business practices by defining basic standards in dealing with customers.
- b. Increase in transparency in all dealings so that the customer is well informed and becomes educated about the offerings so as to have reasonable expectations from the Company and its staff.
- c. Encouragement of healthy competition amongst the peers through better operating standards leading to excellence in operations.
- d. Promotion of open and cordial relationship with the customers
- e. Lead by example and play a meaningful role in developing confidence in Indian Housing Finance Industry
- f. Provision of framework for OCHFL employees to officially flag off to the senior management, the issues related to unethical business practices, actual or potential fraudulent activities or violation of business conduct as per the Company's philosophy of truth, transparency and sincerity.
- g. Safeguarding the whistleblower against victimization.
- h. Provision of direct interaction of the whistleblower with senior management including HR Head, MD & CEO and Chairman

V. Preface

- A. Activities related to the business of the Company should be conducted in equitable, transparent, truthful and in ethical manner with no compromise on personal/professional integrity.
- B. The "Company Code of Conduct" (the Code), lays down the principles, standards and practices that govern the actions of the employees of the Company.
- C. The provision in the Code requires all employees to report, violations if any, to the Management, which states: "Red Flag on Misconduct" - Employees are the key constituents of the Company and their collective conduct in the business activities defines the reputation of the Company. As a member of the Company, it is your responsibility to defend the organization against unethical business practices. Any misconduct by a stakeholder (includes but not restricted to another employee, business associate, business vendor, counterparty, third party etc.) observed by an employee must be reported to the management (HR Head) so that the same can be addressed in a fair and impartial manner. The same is applicable to employee himself and in case of misconduct by self that stands to violate the Company's code of conduct, then it falls upon the erring employee to report the same to the management (HR Head) so that the same can be addressed
- D. Section 177 of the Companies Act, 2013 [Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] provides as follows
 1. Every listed company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.
 2. The vigil mechanism under sub-section (9) shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases, provided that the details of establishment of such mechanism shall be disclosed by the company on its website, if any, and in the Board's report.'The Whistle Blower Policy has been made with the above objective.
- E. The whistleblower would be protected against any adverse action or recommendation.

Whistle Blower Policy

The whistleblower would be protected from the arising prejudice due to the report of unethical business practices or fraudulent activities.

- F. This policy however offers no protection to an employee from an action taken on the basis of his poor on job performance or any other disciplinary measure that may be taken which is not related to the disclosure made

VI. Definitions

'Audit Committee' means the Audit Committee as per section 177 of the Companies Act, 2013 2013 [Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015].

- a. Company means Orange City Housing Finance Private Limited (OCHFL)
- b. Competent Authority' means the HR Head or any Director nominated by MD to receive and deal with complaints under this policy from time to time.
- c. Disciplinary Action means any action that can be taken on the completion of / during the investigation proceedings including but not limited to warning, imposition of fine, suspension from official duties or such action as is deemed to be fit considering the gravity of the matter.
- d. 'Complaint' means a complaint made under this policy which discloses information which may be treated as evidence of unethical behavior, actual or suspected fraud, or violation of the Company's general guidelines on conduct and ethics as prescribed in the Company's code of Conduct.
- e. 'Employee' means a person in the employment of the Company and includes a person on deputation to / from the Company.
- f. 'Fraud' includes any act, omission, concealment of any fact or abuse of position committed by any employee or with his connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of the Company or its employees.
- g. Good Faith – employees shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about unethical and improper activity (ies) or alleged wrongful conduct is malicious, false and frivolous.
- h. 'Investigator(s)' means a person(s) authorized, appointed, consulted or approached by the Competent Authority / Chairman, Audit Committee in connection with conducting investigation into a complaint and includes the Auditors of the Company.
- i. Protected Disclosure means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity(ies).
- j. Subject means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- k. 'Unethical behavior' includes actions such as the ones given below but not limited to:
 - 1. Abuse of authority
 - 2. Action aimed at taking advantage of another without his, knowledge or consent
 - 3. Financial irregularities
 - 4. Disclosure of confidential/ proprietary information unauthorized persons
 - 5. Wastage/ misappropriation of Company funds/ assets
 - 6. Non-conformance to reasonable standard of social or professional behavior, or
 - 7. Any other biased favored or imprudent action
- l. 'Victimization' means punishment or discrimination against the Whistle Blower selectively

Whistle Blower Policy

or unfairly.

- m. Whistle Blower means the employees or directors of the Company and/or its Group companies who makes a Protected Disclosure under this Policy.

VII. Eligibility

All OCHFL employees (On Roll and Off Roll) can avail the provisions of this policy and are eligible to become a whistleblower under this policy.

VIII. Guiding Principles

- A. In order to make sure that the intended people adhere to the policy and that the concerns raised by any whistleblower would be addressed appropriately, it has to be made sure that.
- B. There is no victimization of the Whistleblower in any way or fashion
- C. Any victimization of the Whistleblower done by an employee would be dealt with seriously demanding investigation and/or taking disciplinary action against the victimizer
- D. The identity of the Whistleblower and the details furnished by him/her would be maintained confidential at all times
- E. There would be no attempt made to conceal the evidence of Protected Disclosure
- F. In case of destruction / concealment of the evidence of the Protected Disclosure, disciplinary action would be taken against the erring person
- G. Fair opportunity to be given to the subject in an impartial manner for the case to be heard
- H. This Policy shall not be used in place of the Company grievance procedure or be a route for raising malicious or unfounded allegations against colleagues.

IX. Scope

The Whistle Blower Policy is a natural extension of the Code of Conduct. The role of a Whistle Blower is to report the unethical/fraudulent practices with reliable information to the senior management. They are not and would not act as investigators or fact finders, nor are they equipped or authorized to apply / take the corrective / remedial action that may deem fit in a particular case

X. Type of Whistle Blowers

- A. **Internal:** A whistle Blower may be within the organization who disclosed any illegal, immoral and illegitimate practices to the employer. He/She may be:
 - 1. An Employee (On Roll/Off Roll) across the geographies or business areas
 - 2. Superior Officer as mandated / appointed by the management or competent authority of the Company
 - 3. Any designated Officer as mandated / appointed by the management or competent authority of the Company
- B. **External:** A whistle Blower may be outside the organization who disclosed any illegal, immoral and illegitimate practices to the company. He/She may be:
 - 1. Lawyer
 - 2. Media (digital/print/TV/radio etc.)
 - 3. Law Enforcement Agencies
 - 4. Corporate Watchdog

XI. Objectives of Whistle Blowing

- a. Encourage an employee to report any misconduct/violations in any sphere of the Company and the mechanism to report the same so that immediate action can be initiated

Whistle Blower Policy

towards resolution

- b. To minimize the damage made or is about to be made when any such misconduct/violations take place
- c. To display resolve of the senior management to deal with any violations that may cause business/reputational loss to the Company due to non-adherence of code of conduct by any employee and that the Whistle Blower is given full protection

XII. Disqualifications

- A. Any employee found to be misusing/abusing the Whistle Blower policy for personal gains shall be subjected to disciplinary action by the management
- B. Whistle Blowers who make Protected Disclosures which ultimately are found to be done with malicious intentions and the ones who make three frivolous Protected Disclosures which are ultimately found to be baseless would be disqualified from availing the contents of this policy and if found fit would be subjected to disciplinary action by the management
- C. The Protected Disclosure has to be made by the employee in explicit terms including putting his/her name. Any anonymous concerns shall not be investigated under this policy

XIII. Procedure

- A. The Protected Disclosure shall be made by the Whistle Blower in writing within the 30 calendar days of him/her becoming aware of any misconduct/violations in relation to code of conduct
- B. The Protected Disclosure shall be sent to the management (Head HR) in a sealed envelope (marked as "Strictly Private and Confidential - to be opened by Addressee only"). The Whistle Blower can send the same through a mail to management (Head HR) from official id to official id
- C. Upon receipt of the Protected Disclosure, the official shall report the matter to the Audit Committee of the Company. The official shall also immediately initiate the investigation of the matter on own and also may appoint a designated executive from management or a committee of 2 or more officials from management to investigate into the disclosure. The official in receipt shall clearly define the purpose and scope of the investigation and duration of the investigation
- D. It is the responsibility of the official to ensure that the investigation led by him / designated official / committee of officials is a fair and neutral process of accumulating facts in relation to the disclosure. The outcome of the investigation may or may not support the disclosure made by the Whistle Blower. The Audit Committee has to overlook the entire process by guiding the official in this regard
- E. The Audit Committee or official or the ones designated by him to carry out the investigation shall have all the right to access or ask for any information / documents in relation to the subject that would assist in the overall process of investigation. They may also call any employee for discussion in relation to this matter as they deem fit. The entire investigation process including the particulars of the employees called for discussion shall be kept confidential to the extent possible. The person against whom the disclosure is made (Subject) would be informed of the allegations at the appropriate stage and will be given opportunities to provide their explanations during the investigation.
- F. Subjects would be duty bound to co-operate fully in the investigation process to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws
- G. Subjects have a right to be informed of the outcome of the investigation

Whistle Blower Policy

- H. Post completion of investigation, an investigation report shall be prepared and be forwarded to Audit Committee for consideration
- I. As per the judgement of Audit Committee, if it is concluded that there has been an unethical/fraudulent act committed, then the audit committee is empowered to take disciplinary action against the subject as may deem fit adhering to staff conduct and disciplinary procedures
- J. All Protected Disclosures or documents along with the results of investigation relating thereto shall be retained for a minimum period of seven years.

XIV. Grievance

If the Whistle Blower is not satisfied / aggrieved with the action taken by the Audit Committee or if as per him adequate protection is not provided to him, then he may make a representation in writing to the Chairman of the Board who will take action as he/she may deem fit to redress the grievance

XV. Reporting

The official (HR Head) shall submit a quarterly report to the Audit Committee and the Chairman in regards to Whistle Blowers, Disclosures made, investigation done, current status and action taken