



## WHISTLE BLOWER POLICY

**Table of Contents**

<b>Sl.no</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Objective	3
2.	Scope & Purpose	3
3.	Who is a Complainant	4
4.	Safeguards	4
5.	Complaints	5
6.	When do you contact a designated officer	5
7.	Confidentiality	6
8.	Investigation	6
9.	Course of Action	7
10.	Communication to the Complainant	7
11.	Changes to process	7
12.	Rights and Responsibilities of Complainant	7
13.	Responsibilities of the designated officer	8
14.	Maintenance of logs/documentation	8
15.	Review of Policy	8

## 1. Objective

1. Promote a non-threatening environment and a culture of “Speak-up” on matters relating to the Code of Ethics, code of conduct, leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, violation of insider trading laws or suspected violation of insider trading laws.
2. Whistle blower policy is mandated as per below mentioned guidelines :
  - (i) Section 15G of Securities and Exchange Board of India Act 1992;
  - (ii) Regulation 25(29) of SEBI (Mutual Funds) Regulations, 1996
  - (iii) regulation 5H (5) of SEBI (Prohibition of Insider Trading) Regulations 2015;
  - (iv) provisions of section 177 of Companies Act, 2013 and circulars issued thereunder from time to time.
3. Sustain and strengthen the culture of integrity and compliance, within the organization.
4. To provide necessary safeguards for the protection of complainants against any manner of retaliation, like discharge, termination, demotion, suspension, threats, or harassment and/or withholding the regular monetary compensation, directly or indirectly, for whistle-blowing in good faith.
5. To provide an assurance to external stakeholders that there is internal cordiality and transparency.
6. SEBI (MF) Regulation clause 25(29) and Master Circular Number SEBI/HO/IMD/IMD-PoD-1/P/CIR/2024/90 dated June 27, 2024 – para 2.6.2.1 has also mandated the requirement of ‘Whistle Blower’ Policy.

## 2. Scope & Purpose

All stakeholders and employees of Unifi Asset Management Private Limited (the AMC) are eligible to make Protected Disclosures under the Policy. The Protected Disclosures must be in relation to matters concerning the Company. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

In terms of this policy, all Unifi AMC employees (at all levels and grades whether regular, fixed term contract or temporary), Directors (AMC & Trustees), Customers, Agencies, Contractors, Vendors, Suppliers and/or any of their employees, deployed to Unifi AMC and any other person associated with Unifi AMC (Collectively referred as ‘stakeholders’) can report any incident/ event as detailed within the policy.

The policy aims to:

- (a) Encourage the reporting of suspected or actual occurrence of illegal, unethical or inappropriate events (behaviours or practices), violation of applicable laws and/or regulations, irregularities, misconduct, fraud, incorrect or misrepresentation of any financial statements or reports, leak of unpublished price sensitive information (UPSI) or alleged violation of insider trading laws etc, or violation of code of conduct of the AMC that can lead to financial or reputational loss to Unifi AMC.
- (b) Outline the mechanism within the AMC for the reporting and investigation of matters raised by the stakeholder,
- (c) Outline the safeguards to protect the stakeholder who chooses to avail the vigil mechanism against potential victimization, reprisal or recriminatory action, both from within and outside the AMC, resulting from whistleblowing reports.

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

- Abuse of authority
- Breach of contract
- Manipulation of company data/records
- Fraud, or suspected fraud or corruption
- 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 or Policy or Manual or any Code adopted by the Company.
- Financial irregularities or malpractice including falsification or destruction of records or any action that can lead to incorrect or misleading financial records and statement.
- Any other unethical, biased, favoured, imprudent event.

The policy will not be applicable to the following complaints:

- (i) Issues relating to complaints raised to employment/ superior-subordinate relationships, such as appraisals, service conditions, favouritism, sexual harassment, etc., as the same are dealt with separately under relevant policies of the AMC.
- (ii) Issues raised on matters unrelated to the AMC against any employee or directors of the AMC

**Key Risks-** Alarm on law-breaking, corporate negligence, malpractice, crime and safety issues.

### **3. Who is a Complainant?**

Any stakeholder making a "Protected Disclosure" under this process is commonly referred to as a complainant. 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 demonstrate to the designated officer or committee (if any), that there are sufficient grounds for concern and is expected to provide the complete details / evidence in his possession.

"Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. It would be factual and not speculative in nature.

Whistle Blower: Whistle blower is a person ("stakeholder") as defined above under section "Scope & Purpose" who makes a Protected Disclosure under the Policy.

### **4. Safeguards**

#### **(i) Protection against retaliation, harassment and victimization**

Retaliation, harassment and victimization of the complainant will not be tolerated and could constitute sufficient grounds for any punitive action including dismissal of the concerned person, who indulges in such harassment / victimization. The whistleblower will be protected against any detrimental action against him/her including victimization, harassment of any kind, threat, biased behaviour or any other unfair employment practice as a result of any allegations made by such person in good faith. The AMC will take all necessary steps to protect the interest of the whistleblower in order to encourage confidence in reporting the stated concerns without any fear. Further, the identity of the whistleblower will not be disclosed anyone without his consent in writing.

#### **(ii) Complainant's identity**

Every effort will be made to protect the complainant's identity and ensure anonymity, subject to legal constraints imposed under applicable laws, in which case, certain disclosures may be compelled to be made by the AMC.

### **5. Complaints**

The complaints need to be precise and specific, and the complainant should not indulge in general or 'in general' forms and should always identify the person and/or activities against whom such allegations are made. Anonymous or pseudonymous Protected Disclosure will not be entertained.

It is desirable that the complainant should approach the Compliance Officer (Designated Officer). In case the complaint is against the Compliance officer, the same would be reviewed and acted upon by the CEO & if the complaint is against the CEO, the same would be reviewed by the Chairman of the Audit Committee of AMC.

The complainant can communicate to the dedicated mail ID: [compliance@unifimf.com](mailto:compliance@unifimf.com)

## 6. When do you contact a designated officer?

To notify a potential violation of the code of conduct, malpractices noticed / observed on various aspects viz. accounting misappropriation, physical abuse, leak / suspected leak of unpublished price sensitive information etc.

In making a report on any of the instances stated above, the complainant should exercise due & utmost care to provide as much details on the concern / complaint & ensure the accuracy of the information.

Please refer to **Annexure 1** for necessary contact details.

## 7. Confidentiality

- On receipt of the complaint, the designated officer must not forward the mail or share it with any other person.
- Designated officer must carry out the investigation either directly or through engaging services of other officials or any other professional investigation agencies, maintaining utmost confidentiality.

The Whistle Blower, members of the Audit Committee, the designated officer and his/her team or other investigating person or persons who will be investigating or deciding on the investigation will not make public the Concerns disclosed unless required under applicable law.

## **8. Investigation**

All complaints received will be recorded and looked into. If initial enquiries by the designated officer indicate that the concern / complaint has no basis, or it is not a matter to be pursued under this process, it may be dismissed at this stage and the decision will be documented.

Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the designated officer individually or by a committee formed in consultation with Chairperson of the Audit Committee of AMC for this purpose. The investigation will be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. Efforts will be made to complete the investigation within 30 days of the date of receipt of the complaint. In the event that the investigation cannot be completed within this timeframe, the Chairperson may extend the timeline to such period as he/she may deem appropriate. A written report of the findings would be made to the Chairperson of the Audit Committee of AMC and Trustees.

## **9. Course of action /Investigation result**

Employee against or in relation to whom a Protected Disclosure has been made, will be provided an opportunity of being heard. Based on a thorough examination of the findings, the committee or designated officer would recommend an appropriate course of action to the CEO. 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 will be recorded and the final report will be prepared.

Information relating to such complaints, inquiries and results of such inquiries will be provided to the Board of Directors of AMC & Trustees. Information will also be provided to Trustees and guidance will be sought from case-to-case basis.

In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Chairman of the Audit Committee of the AMC.

## **10. Communication with the Complainant**

- The complainant will receive acknowledgement on submission of a complaint.
- The extent of communication between the complainant and the body investigating the matter will depend on the nature of the issue and the clarity of information provided. Further information may be sought from the complainant, if required.
- Subject to legal constraints, the complainant will receive information about the outcome of any investigations.

## **11. Changes to process**

This process can only be changed, modified, rescinded or abrogated with the approval of Board of AMC.

## **12. Rights and Responsibilities of Complainant**

1. Bring to the early attention of the company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern.
2. Co-operate with investigating authorities, maintaining full confidentiality.
3. The intent of the policy is to bring genuine and serious issues to the fore.
4. A complainant has the right to protection from retaliation, harassment and victimization.
5. Maintain strict confidentiality.
6. In making a report of a violation, the complainant should exercise utmost care to provide as much detail on the concern / complaint and ensure the accuracy of the information.
7. Be objective while making complaints and allegations.

## **13. Responsibilities of the designated officer**

1. The Designated officer is expected to manage the sensitivities of the person seeking clarifications or reporting a concern. The AMC follows a "No Retaliation, No Harassment and No Victimization Policy", which means that the AMC will make sure that the complainant will not be discharged, terminated, demoted, suspended, threatened, harassed, directly or indirectly just because he/she voices a concern or reports a violation.
2. Promote the "speak up" culture.
3. Execute the job of the designated officer diligently in a manner that will uphold the spirit of the process.
4. Ensure that necessary safeguards are provided to the complainant.



5. Ascertain prima facie the credibility of the charge. If initial enquiry indicates further investigation is not required, record the reasons in writing and close the issue.
6. Where further investigation is indicated carry this through, appointing a committee if necessary.
7. Ensure the complaints recorded are actioned upon within a reasonable time frame.
8. Conduct the enquiry in a fair, unbiased manner:
  - Ensure complete fact-finding.
  - Maintain strict confidentiality.
  - Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom.
  - Recommend an appropriate course of action and suggested disciplinary action, including dismissal, and preventive measures.
  - Minute Committee deliberations and document the final report.

#### **14. Maintenance of logs/documentation**

1. Log of all complaints reported will be maintained by the designated officer.
2. The designated officer will be responsible for keeping the record of all reports and complaints and the investigation reports for a period of 8 years from the date of closure of the complaint.

#### **15. Review of Policy**

The AMC will review this policy on an annual basis or earlier, if required, in light of changes in applicable law and / or for business reasons. The changes / developments will be approved by the Board of AMC as well as Trustees and will be communicated to all employees. In case any further information/clarification is required in this regard, the designated officer will be contacted. All amendments to this policy would be carried out with disclosure of changes & effective dates in version controls table (Refer Page 1).

**Annexure I : Contact Details**

**Unifi Asset Management Private Limited**

- 1. Name of Chief Compliance Officer of the AMC: Mr. Partha Roy**  
Direct line number : 044- 42952312  
email address: partha.roy@unifimf.com
  
- 2. Name of CEO of the AMC: Mr. George Alexander**  
Direct line number : 044-42952301  
email address: george.alexander@unifimf.com
  
- 3. Name of Chairman of the Audit Committee of the AMC: Mr. Philip Verghese**  
Email address : chairman\_ac@unifiamc.com