



ASA INTERNATIONAL INDIA WHISTLEBLOWER POLICY

27.06.2018

1. INTRODUCTION

It is the policy of ASA International India Microfinance Ltd. (the “Company”) to be transparent and responsible towards the society and community. The policy is intended to promote this goal, encourage individuals to carry out and perform according to their responsibilities and provide a means for early detection of problematic matters before they have serious consequences.

This policy provides a process for the anonymous submission of suspected wrongdoing (whistle blowing) by any employee of the Company or of any subsidiary of the Company, supplier, customer, and any other person who has concerns and desires to report these concerns. As such, ASAI India strongly encourages employees to report incidents where fraud or unethical behavior is witnessed. When incidents are reported, ASAI India will take all necessary and appropriate measures to ensure that the Whistleblower’s identity remains confidential. ASAI India Whistleblower Policy is based on the adoption and implementation of the ASAI India core values and industry best practices.

The Whistleblower Policy and Procedures (“the Policy”) is designed as a control to help safeguard the integrity of ASAI India, its business dealings and to support adherence with the Guidelines.

2. DEFINITIONS:

Whistle Blower: The employees as well as the director of the Company who are responsible for making the protected disclosure under this policy.

Ombudsperson (Vigilance Officer): VO is a full time senior Employee and is authorized by the Board of the Company for the purpose of receiving all protected disclosures from whistle blowers. He/ She is also responsible for maintaining records and to place the same before the Audit Committee as and when required and also for informing the Whistle Blower the result.

Directors: All Directors of the Company.

Employees: All Employees of the Company.

Protected Disclosure: It is a concern raised by a written communication, relating to unethical practice or behavior or violation of code of conduct by employees/ Directors made in good faith by the Whistle Blower. Protected disclosures should be factual and not speculative in nature.

Good Faith: An employee 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 on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged

wrongful conduct is malicious, false or frivolous.

Investigators: Committee formed to do the investigation. The Committee will be of following officials at corporate office

Requirements:

As per Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 following classes of companies to constitute a vigil mechanism –

- Every listed company;
- Every company which accepts deposits from the public;
- Every company which has borrowed money from banks and financial institution in excess of INR 50 Cr

This Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for directors and employees of the Company to report to the Chairman of the Audit Committee of the Company on any unethical practices within the organization.

3. COVERAGE

All Directors, employees, contractors, vendors, suppliers, customers, shareholders, or any other person having an association with the Company are covered under this policy. The policy covers malpractices and events which have taken place/ suspected to have taken place in the Company involving:

- Corruption
- Frauds
- Misuse/ abuse of official position/authority
- Manipulation of data/ documents,
- Any unlawful act whether Criminal or Civil
- Deliberate violation of any applicable law/regulation
- Any other act which affects the interest of the Company adversely and has the potential to cause financial or reputational loss to the Company.

4. PRINCIPLES

- Employees or members of the public have rights and duties to raise concerns which they may have about breaches of propriety, ASAI India's policies or the law by any member of ASAI India's staff.
 - No individual who expresses their views in good faith and in line with this guidance will be penalized for doing so.
 - A frivolous or vexatious complaint or one raised in order to harass or falsely discredit another person will be dealt under ASAI India's disciplinary procedure.
 - Complaints or allegations should be made in writing to MD (ASAI India). In circumstances where this is not possible or
-

appropriate, the person complaining may send an email to grievance.mitigation@asa-international.com.

- Anonymity may prevent a fair and effective investigation of a complaint. Therefore, a person raising a complaint is encouraged to put their name to the allegation. However, anonymous complaints may be reported and may be investigated or acted upon, as the person receiving the complaint sees fit, having regard to the seriousness of the issue raised, the credibility of the complaint, the prospects of being able to investigate the matter, and fairness to any individual mentioned in the complaint.

5. PROTECTION TO WHISTLEBLOWER

If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner.

Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy.

The protection is available provided that:

- a. The communication/ disclosure is made in good faith
- b. He / She reasonably believes that information, and any allegations contained in it, are substantially true; and
- c. He / She is not acting for personal gain

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals. However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

6. REPORTING PROCEDURE

ASAI India should have an open door policy for the employees to share their questions, concerns, suggestions or complaints with their supervisor (as mentioned in 2.4). If they are not comfortable speaking with their supervisor or they are not satisfied with their supervisor's response, they are encouraged to communicate with GMC.

7. ACTING IN GOOD FAITH AND CONFIDENTIALITY

After receiving the report respective Supervisors or GMC shall be acting in good faith and with confidentiality.

Contact details of the Ombudsperson (Vigilance Officer):

Ajoy Mukherjee

Vigilance Officer

ASA International India Microfinance Ltd.

Regd. Office: Premise No. 2, Khanna Construction Building, S.A.S. Nagar,
Near Shanti Hospital, Jalandhar City, Punjab – 144003

Corp Office: Victoria Park, 4th Floor, GN-37/2, Sector – V, Salt Lake City,
Kolkata – 700 091
