

## **Kedari Capital Whistle Blowing Policy**

This whistle-blowing policy applies to Kedari Capital Limited. Part 17 of the ISA 2007 provides employees of financial service firms with whistle blowing protection rights. The provision protects employees who disclose information connected with illegal activities in their workplace.

The purpose is to encourage employees to disclose any malpractice or misconduct of which they become aware of. The policy provides protection for employees who report allegations of such malpractice or misconduct.

In the event of any suspected or actual illegal behavior such as insider dealing, fraud or bribery, employees must report the behavior to the Compliance Officer and/or other designated executives. The Compliance Officer will follow up with the report with an internal investigation to ensure that the right course of action is taken.

### **Whistle-blowing Definition**

Whistle-blowing refers to the disclosure by an employee, customers and other stakeholders of serious, potentially criminal matters that have taken place or are taking place within an organization to a line manager, independent manager or external body. The report should however not be based on mere speculation, rumors or gossip but on personal knowledge of verifiable facts or circumstances to indicate that the reportable wrongdoing has occurred or likely to occur.

Whistle blowing enables a company to obtain early warning signals on what had been done or may be done wrongly in the company, especially where formal communication may be difficult and uncomfortable. It is a confidential channel open to all employees, customers, vendors and other stakeholders to report any wrongdoing to the appointed internal administrators.

### **Application**

Cookies are used for many different functions including auto-filling forms, counting visitors, storing shopping basket items, personalizing content, targeting advertising, and recording user preferences and authentication and security.

### **Examples of business misconduct**

- i. A criminal offence

- ii. The use of deception to obtain an unjust or illegal financial advantage, either for Kedari Capital Limited or an individual.
- iii. Intentional misrepresentations directly or indirectly affecting financial statements.
- iv. A failure to comply with any legal obligations.
- v. A miscarriage of justice.
- vi. Danger to the health and safety of any individual.
- vii. A serious breach of fundamental internal control.
- viii. Serious non-professional or non-ethical behavior.
- ix. The deliberate concealment of information tending to show any of the matters listed above

#### **Matters Excluded**

This policy will not apply to employment matters as this will be dealt with under the Employment Contract and the Grievance Procedures set out in the Staff Handbook of Kedari Capital Limited.

This policy will not apply to cases that are personal to the individual and for which there is /are case(s) already before a court of law.

This policy will not apply to actions taken to promote the sustainability of the company's values and protect its going concern.

#### **Responsibility of The Whistle Blower**

A whistle blower must satisfy himself/herself that in lodging allegation about any other person, he/she is acting in good faith and that he/she genuinely believes that the allegation and the information supplied are true. As much as possible, a whistle blower should make his/her report in writing to facilitate quick investigation and ensure that concrete issues raised are dealt with.

Although reports can be made anonymously, the company encourages whistle blowers to put their names to the reports. Anonymous reports are often difficult to investigate, especially where there is insufficient documentary evidence.

A whistle blower should make sure that his allegations point to credible sources that can be used to substantiate issues raised in his/her report. A whistleblower having reported, must refrain from discussing the details of the misconduct with other people, except in the course of investigation.

The channels under this policy must be used only for good reasons and its undue use should be avoided. Action will be taken against complainants making vexatious complaints.

## **Reporting Procedures**

An employee who reasonably believes that inappropriate business conduct is occurring should raise the issue with his/her manager or if this is considered inappropriate the issue should be raised with his/her senior manager. If the employee is not comfortable in reporting to his/her manager or senior associate, the conduct or activity should be reported to a designated executive.

To preserve anonymity the whistle-blower is not restricted to reporting the issue to a designated executive in their division. It will be the responsibility of the designated executive who receives the allegation to pass it on to the Compliance Officer/Designated Officer for further action.

In addition to the above, a whistle blower could simply send an email to a designated email address established for this purpose as shown below and or drop their letters/notes/documents in whistle blowing boxes to be provided in specified spaces to be designated by the Executive Management of Kedari Capital Limited.

## **Investigation**

Once a claim of malpractice or misconduct has been received, the Compliance Officer will generate a detailed plan to investigate the allegations. The Compliance Officer may seek the support of relevant departments where this is deemed necessary to complete the investigations.

The investigation process may include internal reviews, interviews, requesting for written representations from employees and engaging external parties where necessary. Once the investigation is complete, the Compliance Officer will ensure feedback is provided to the whistle-blower and/or all employees and corrective actions taken accordingly.

Employees who believe they are being penalized in any way for whistle blowing or who believe that there has been a cover up of the action disclosed or who do not consider that they have had a satisfactory response to their disclosure should report to the Compliance Officer or another similarly senior management executive as the circumstances may dictate.

In circumstances where the investigation process is inconclusive due to inadequate information, the investigation process would be tagged "Opened" on the whistleblowing register (to be opened and maintained by the ERM Department) until additional information becomes available.

### **Bad Faith or Malicious Disclosures**

This policy will protect KCL in the event a false or malicious accusation is made against it and any disclosure made by anyone in bad faith or malicious will not be tolerated.

The Board of Directors and Management are committed to promoting a culture of openness, accountability and integrity, and will not tolerate any harassment, victimization or discrimination of the whistle-blower provided such disclosure is made in good faith with reasonable belief that what is being reported is fact.

### **Good Faith**

This arises when a report or concern is made without malice or consideration of personal benefit and the employee has a reasonable basis to believe that the report is true; provided, however, a report does not have to be proven to be true to be made in good faith. Good faith is lacking when the disclosure is known to be malicious or false.

### **Malicious Disclosures**

The whistleblower's right to protection under this policy does not extend immunity for any complicity in the matters that are the subject of an ensuing investigation or for reports made maliciously. If it is discovered that an individual has raised a concern falsely, maliciously, vexatious or with a view to personal gain, such an individual will lose the protection provided under the Policy. In this circumstance, any employee who knowingly, with reckless disregard for the truth or decides to, in bad faith, gives false information or makes a malicious report of wrongful or unethical conduct may be subject to disciplinary action in accordance with KCL's disciplinary procedure, up to and including termination of employment.

Furthermore, KCL reserves the right to take legal action against members of staff who are shown/known to have made unreasonable disclosure and or to External Parties.

### **Safeguards**

All reasonable steps will be taken to protect the anonymity of the whistle-blower. Unique codes will be used as identifiers throughout the investigation process as a means of protecting the identity of the whistle-blower.

### **Disciplinary Action**

If the claim of malpractice or misconduct is substantiated, appropriate disciplinary action will be taken against the responsible individual(s) up to and including termination of employment. Any act of retaliation or victimization against the whistle-blower will result in disciplinary action, up to and including termination of employment.

### **Review and Update of the Policy**

This policy will be reviewed every three years, or more frequently as required. Any substantive changes will be formally approved by the Board of Directors of Kedari Capital Limited.