

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

I. PREAMBLE

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.

As per Section 177 of the Companies Act, 2013 and relevant Rules thereon, every listed company and the companies belonging to such class or classes shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances. Further, regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations {SEBI (LODR) Regulations} inter-alia provides for a mandatory requirement for all listed companies to establish a vigil mechanism called 'Whistle Blower policy' for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. Further SEBI (LODR) Regulations also provides that the company should devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

Accordingly, this Whistle blower Policy ("**the Policy**") has been formulated with a view to provide a mechanism for Directors and Employees of the Company to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

The Policy is formulated to provide opportunity to Directors and Employees to access in Good Faith, to the Audit Committee in case they observe Unethical and Improper practices or any other wrongful conduct in the Company and to prohibit Managerial Personnel from taking any Adverse Personnel Action against those Employees.

II. DEFINITIONS

1. "**Adverse Personnel Action**" means an employment-related act or decision or a failure to take appropriate action by Managerial Personnel which may affect the Employee's employment, including but not limited to compensation, increment, promotion, job location, job profile, immunities, leaves and training or other privileges.

2. "**Alleged Wrongful Conduct**" shall mean violation of law, infringement of Company's Code of Business Conduct and Ethics, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

3. "**Audit Committee**" shall mean a Committee of Directors of the Company, constituted in accordance with provisions of Section 177 of

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Companies Act, 2013 read with SEBI (LODR) Regulations with the stock exchanges.

4. **“Chief Executive Officer”** shall mean chief executive officer of the Company.

5. **“Company”** shall mean, “Thirdwave Financial Intermediaries Ltd.”

6. **“Compliance Officer”** shall mean the Company Secretary of the Company.

7. **“Employee”** shall mean every employee of the Company, including the Directors in employment of the Company.

8. **“Good Faith”** shall mean 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 of 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.

9. **“Policy or This Policy”** shall mean the “Whistle Blower Policy.”

10. **“Protected Disclosure”** means any communication made in Good Faith that discloses or demonstrates information that may evidence unethical or improper activity.

11. **“Subject”** shall mean a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

12. **“Unethical and Improper practices”** shall mean:

- (i) An act which does not conform to approved standard of social and professional behavior;
- (ii) An act which leads to unethical business practices;
- (iii) Improper or unethical conduct; and
- (iv) Breach of etiquette or morally offensive behavior, etc.

13. **“Whistle Blower”** shall mean an Employee or Director of the Company who makes Protected Disclosure under this policy.

III. APPLICABILITY/ ELIGIBILITY

This policy applies to all permanent Employees and Directors of the Company to make Protected Disclosure under the policy.

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IV. GUIDELINES

1. Internal Policy & Protection under Policy

This Policy is an internal policy on Protected Disclosure by a Whistle Blower of any Unethical and Improper Practices or wrongful conduct and access to the Head of Department or in case it involves Managerial Personnel access to the Managing Director/ Chief Executive Officer and in exceptional cases access to the Chairman of Audit Committee of Directors constituted by the Board.

This Policy prohibits the Company to take any Adverse Personnel Action against the Whistle Blower for disclosing in Good Faith any Unethical and Improper Practices or Alleged Wrongful Conduct to the Audit Committee. Any Employee against whom any Adverse Personnel Action has been taken due to his Protected Disclosure of information under this policy, may approach the Audit Committee. Furthermore, if any of the members of the Audit Committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.

2. False Allegation & Legitimate Employment Action

An Employee who knowingly makes false allegations of Unethical and Improper Practices or Alleged Wrongful Conduct to the Audit Committee shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further, this policy may not be used as a defense by an Employee against whom an Adverse Personnel Action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under Company rules and policies.

3. Disclosure & Maintenance of Confidentiality

A Whistle Blower who observes or notices any Unethical and Improper Practices or Alleged Wrongful Conduct in the Company may make a Protected Disclosure either typed or written in English, Hindi or in any regional language of the place of employment of Whistle Blower to the Head of Department or in case it involves Managerial Personnel to the Managing Director/Chief Executive Officer. Confidentiality of Whistle Blower shall be maintained to the greatest extent possible.

V. Procedure

(i) A Whistle Blower who observes any Unethical and Improper Practices or Alleged Wrongful Conduct shall make Protected Disclosure to the Head of Department or in case it involves Managerial Personnel to the Managing Director/Chief Executive Officer and in exceptional cases to the Audit Committee as soon as possible but not later than 60 (sixty) calendar days after becoming aware of the same.

(ii) The Departmental Head shall immediately forward Whistle Blower Report to the Managing Director/ Chief Executive Officer of the Company. The Managing Director/ Chief Executive Officer may inquire in respect of the

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Whistle Blower Report and after preliminary inquiry, if required, shall report the same to the Audit Committee.

(iii) Audit Committee shall appropriately and expeditiously investigate all Whistle Blower reports received. In this regard, Audit Committee, if the circumstances so suggest, may appoint a senior executive or a committee of Managerial Personnel to investigate into the matter and prescribe the scope and time limit therefore.

(iv) Audit Committee shall have right to outline detailed procedure for an investigation.

(v) Where the Audit Committee has designated a senior executive or a committee of Managerial Personnel for investigation, they shall mandatorily adhere to scope and procedure outlined by Audit Committee for investigation.

(vi) The Audit Committee or officer or committee of Managerial Personnel, as the case may be, shall have right to call for any information/document and examination of any Employee of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.

(vii) A report shall be prepared after completion of investigation and the Audit Committee shall consider the same.

(viii) After considering the report, the Audit Committee shall determine the cause of alleged Adverse Personnel Action and may order for remedies which may inter-alia include:

- (a) Order for an injunction to restrain continuous violation of this policy;
- (b) Reinstatement of the Employee to the same position or to an equivalent position; and
- (c) Order for compensation for lost wages, remuneration or any other benefits, etc.

(ix) Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in the investigation report.

(x) The decision of Audit Committee shall be final and binding.

(xi) If and when the Audit Committee is satisfied that the alleged Unethical and Improper Practice or wrongful conduct existed or is in existence, the Audit Committee may –

- (a) recommend to Board to reprimand, take disciplinary action, impose penalty/ punishment order recovery when any alleged Unethical and Improper Practice or wrongful conduct of any Employee is proved.
- (b) recommend termination or suspension of any contract or arrangement or

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transaction vitiated by such Unethical and Improper Practice or wrongful conduct.

(xii) Subjects have a right to be informed of the outcome of the investigation.

(xiii) The investigation shall be completed normally within 90 (Ninety) days of the receipt of Protected Disclosure.

VI. Notification

All departmental heads are required to notify and communicate the existence and contents of this policy to the Employees of their department. Every departmental head shall submit a certificate duly signed by him to the Compliance Officer that this policy was notified to each Employees of his department. The new Employees shall be informed about the policy by the Personnel department and statement in this regard should be periodically submitted to the Compliance Officer. This policy as amended from time to time shall be made available at the Web site of the Company.

VII. ANNUAL AFFIRMATION

The Company shall annually affirm that it has not denied any employee access to the Audit and Ethics Committee and that it has provided protection to the Whistle Blower from adverse action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the company.

VIII. AMENDMENTS

This policy can be modified at any time by the Audit and Ethics Committee, which will be subject to its approval by the Board of Directors of the Company.