

SPICE MONEY LIMITED
Vigil Mechanism / Whistle Blower Policy

Introduction and Objective

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. An important aspect of accountability and transparency is a mechanism to enable all individuals to voice Concerns internally in a responsible and effective manner when they discover information which they believe shows serious malpractice(s).

In order to strengthen its Corporate Governance practice, the Company provides to establish a mechanism called “Vigil Mechanism / Whistle Blower Policy” for Directors and Employees to report Genuine Concern to the management. The Company already has a Code of Conduct for its Directors and senior management personnel.

This Vigil Mechanism (“the Policy”) is being established formally with a view to provide a tool to Directors and Employees of the Company to report to the management Genuine Concerns including unethical behavior, actual or suspected fraud or violation of the Code or the Policy.

This policy outlines the procedures for reporting, handling, investigating and deciding on the course of action to be taken in case inappropriate conduct is noticed or suspected. This policy further more expects all Directors and Employees to report any Genuine Concern as defined hereafter and aims not only at protecting the identity of the “Whistle Blower” but also offering protection from victimization and harassment.

It should be emphasized that this policy is intended to assist individuals who believe they have discovered malpractice or impropriety. It is not designed to question financial or business decisions taken by the Company.

Applicability

This Policy covers all the Directors and Employees of the Company.

The Guiding Principles

To ensure that this policy is adhered to and to assure that the concerns will be acted upon seriously, the Company will ensure that:

- a. the Whistle Blower is not victimized and adequate safeguards against victimization of the whistleblower are provided;
- b. complete confidentiality of the Whistle Blower is maintained;
- c. evidence related to genuine concern so raised, will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence;
- d. the principles of natural justice are being observed.

Interpretation clause:

1. **Audit Committee:** means a committee constituted by the Board of directors of the Company, from time to time, pursuant to Section 177 of the Companies Act, 2013 read with Rules made thereunder. The names of the Audit Committee members are provided under schedule 'A'.
2. **Code:** means Code of Conduct for Directors and Senior Management Personnel of the Company.
3. **Company:** means Spice Money Limited.
4. **Competent Authority:** means the member/ chairman of the Audit Committee of the Board and will include any person(s) to whom the Audit committee may delegate any of its powers to investigate into the complaints under this Policy from time to time.
5. **Employee:** means any Employee of the Company, whether permanent or contractual or Trainee (whether working in India or abroad).
6. **Good Faith:** A Director or Employee shall be deemed to be communicating in Good Faith, if there is a reasonable basis for communication of unethical and improper activities or any other wrongful conduct in the Company.

Good Faith shall be deemed lacking when the Director or Employee does not have personal knowledge of a factual basis for the communication or where the Director or Employee knew or reasonably should have known that the communication about the unethical and improper activities or alleged wrongful conduct is malicious, false or frivolous.

7. **Genuine Concern/ Concern:** A Genuine Concern includes any disclosure of the information which in the reasonable belief of a Director or Employee making the disclosure, tends to show one or more of the following:
 - a. that a criminal offence has been committed, is being committed or is likely to be committed;
 - b. that a person has failed, is failing or is likely to fail to comply with any legal obligation to which he is subject;
 - c. that a miscarriage of justice has occurred, is occurring or is likely to occur;
 - d. that the health or safety of any individual has been, is being or is likely to be endangered;
 - e. misappropriation of cash/Company assets/ property;
 - f. questionable accounting, fraud or auditing practices;
 - g. abuse of power or authority for any unauthorized or ulterior purpose;
 - h. rebating of commission/benefit or conflict of interest;
 - i. business practices those are inconsistent with Company's Code, Legal compliances, and / or core values;
 - j. falsification, alteration or substitution of Company records;
 - k. authorizing, directing or participating in serious breaches of Company Policy.

For the above purposes, it is immaterial whether the relevant failure occurred, occurs or would occur in India or elsewhere, disclosure of information is not a Genuine Concern if the person making the disclosure commits an offence by making it.

The above list is not definitive but is intended to give an indication of the kind of conduct, which might be considered Genuine Concern. The Audit Committee is the final deciding authority on whether or not a conduct/behavior will be regarded as Genuine Concern.

8. **Whistle Blower:** means a Director or Employee who discloses in Good Faith any Genuine Concern under this policy.
9. **Whistle blowing:** Whistle blowing is the confidential disclosure by an individual of any Genuine Concern encountered at the Workplace.
10. **Workplace:** The workplace includes:
 - All offices or other premises where the Company's business or services supporting to the business are conducted; or.
 - All Company related activities performed at any other site away from the Company's premises.

Whistle Blower - Role and Protection

1. The Whistle Blower may bring to the attention of the Competent authority, any unethical and improper activities or any other wrongful conduct in the Company. Although they are not required to provide proof, they must have sufficient cause for Concern;
2. The Whistle Blower is expected to co-operate with Competent Authority, in investigating the matter and maintain full confidentiality during the period of such investigation;
3. No unfair treatment will be meted out to any Whistle Blower for an action which could be directly or indirectly associated with his/ her having reported a Disclosure under this policy. The Company has zero tolerance for any kind of discrimination, harassment, victimization or any other unfair practice against Whistle Blowers. Complete protection will, therefore, be provided to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties / functions including making further Disclosure. The Company will take steps to minimize difficulties, if any which the Whistle Blower may experience as a result of making the Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive appropriate advice about the procedure, etc;
4. The Whistle Blower may also be associated with the investigations, if the case so warrants;
5. The Whistle Blower is not required or expected to conduct any investigations on his own;

6. The Genuine Concern raised will be appropriately dealt with by the Audit Committee;
7. The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons;
8. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under the law;
9. Any other Director or Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

Disqualifications

Cases reported under this policy would be disqualified under the following circumstances:

1. If it is found that a complaint has been made solely and/or maliciously, purely as an act of retribution against another Director or Employee. In such a case, the false Whistle Blower is liable for disciplinary action and punishment for mala-fide complaint made under this policy. The decision-making authority for this lies with the Audit Committee;
2. Complaints associated with unsatisfactory probation reports and performance evaluations, shall be referred to the Human Resources Department and redress sought through other mechanisms;
3. established within the system. However, where in the view of the Whistle Blower, factors such as probation reports, performance evaluations or work assignments and opportunities are being used by management in a retaliatory manner, the policy shall apply;
4. Complaints made anonymously. However, such anonymous complaints may be investigated at the sole discretion of Audit Committee;
5. The Audit Committee has the discretion to disqualify any complaint from being investigated under this policy, by recording such decisions specifically in writing.

Whistle blowing Process

1. Any Director or Employee who has any Genuine Concern/ grievance or who observes other Employee, regardless of position and seniority, committing any of the unacceptable acts, without any fear of retribution, can report the matter in writing either in English or Hindi to the Audit Committee either directly or through the Company Secretary in any of the following manner:
 - By Emailing at whistleblower@spicemoney.com
 - Through Post to the Audit Committee/ Company Secretary at the Corporate Office of the Company at Spice Money Limited, S Global Knowledge Park, 19A & 19B, Sector 125, Noida – 201301.
 - Any other suitable mode.

Alternatively, disclosure can also be made verbally to any member of the Audit Committee, but in that case the same should be documented under the signatures /thumb impression of the person making such disclosure.

The Whistle Blower may directly approach the Chairperson of the Audit Committee in Grave Cases and issues of exceptional nature by sending a communication in the name of Chairman, Audit Committee at the Corporate office of the Company. Such Disclosure/Communication should be submitted under a covering letter signed by the Whistle Blower in a closed and secured envelop and should be super scribed as “**Disclosure under the Whistle Blower Policy**” or if sent through email, with the subject as “Disclosure under the Whistle Blower Policy.”

2. It is desirable that the individual blowing the whistle give background and history of the Concern, the reason and grounds for raising the Concern, the identity of the individuals who may be involved and documentary evidence, wherever available. The earlier the Concern is raised, the better.
3. Once the alarm is raised, it would be moderated by the Audit Committee for appropriate resolution. In case the Concern raised is against any of the member of the Audit Committee or any member of the Audit Committee has any conflict of interest in the Concern raised, such member of Audit Committee shall not participate in the enquiry process and the remaining member(s) of the Audit Committee shall deal with the matter among themselves in such a way as they may consider appropriate.
4. The Audit Committee may either by itself or by nominating an enquiry team/officer, based on the nature and criticality of the matter, investigate the Concern raised in order to ascertain the genuineness.
5. The Audit Committee or enquiry team/officer, 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.
6. The enquiry team/officer, if any, shall conduct the enquiry and will present its recommendation to the Audit Committee along with the suggestive corrective action(s) within such time period as the Audit Committee may decide.
7. The investigation shall normally be completed within 90 days from the day the Disclosure/Communication is received as per the Policy but, depending upon the facts of the Concern raised, can be extended by such period as the Audit Committee may deem fit.
8. In conducting an investigation, precautions should be taken to safeguard against unfounded, inaccurate or unwarranted accusations.
9. Subject to any legal constraints, the Audit Committee would send final outcome on the conclusion of the investigation and where applicable, action(s) taken to the whistleblower.
10. A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Board of Directors.

Disciplinary measures

1. Based on its own enquiry or the recommendation from the enquiry team/ officer, as the case may be, and depending upon the seriousness of offence, the Audit Committee may take any of the following actions:
 - a. counseling and issue of a warning letter;
 - b. withholding of promotion / increments;
 - c. bar from participating in bonus review cycle;
 - d. termination;
 - e. legal suit.

However, the above are only suggestive actions and the Audit Committee shall have the final decision.

2. Disciplinary measures will depend on the circumstances of the violation. Consideration will be given to whether or not a violation is intentional, as well as to the level of Good Faith shown by a Director or Employee in reporting the violation or in cooperating with any resulting investigation or corrective measures.

Prevention of Misuse of Policy

The Disclosure made by the Whistle Blower must be genuine with adequate supporting proof, if available. In case of any frivolous complaints by any Director/ Employee, the Audit Committee may take any suitable action as it may deem fit. Further in case of repeated frivolous complaints being filed by a Director or Employee, the Audit Committee may take suitable action(s), including reprimand and the disciplinary measures as mentioned above, against the concerned Director or Employee.

Amendment

This policy can be modified at any time by the Board of directors of the company.