

<b>1</b>	<p><b>Preamble</b></p> <p>This policy seeks to define and establish the mechanism for employees, Directors and stakeholders of SPA Securities Limited (“the Company”) on the framework for reporting instances of unethical/improper conduct and auctioning suitable steps to investigate and correct the same. Accordingly, this policy details the following:</p> <ul style="list-style-type: none"> <li>- Procedure to disclose any suspected unethical and/or improper practice taking place in the Company;</li> <li>- Protection available to the person making such disclosure in good faith;</li> <li>- Mechanism for auctioning and reporting on such disclosures to the relevant authority within the Company; and</li> <li>- Relevant authority and its powers to review disclosures and direct corrective action relating to such disclosures.</li> </ul> <p>The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees, directors and stakeholders wishing to raise a concern about serious irregularities within the Company. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.</p>
<b>2</b>	<p><b>Scope and coverage of the Policy</b></p> <p>The Policy is applicable to the following:</p> <ol style="list-style-type: none"> <li>a. All the Employees of the Company;</li> <li>b. All Directors of the Company;</li> <li>c. All other stakeholders of the Company</li> <li>d. All the natural persons who are though not employees of the Company but are deputed or designated to carry-out assignments for or on behalf of the Company</li> </ol> <p>The Policy covers malpractices and events which have taken place/ suspected to take place involving:</p> <ol style="list-style-type: none"> <li>a. Abuse of authority at any defined level in the Company</li> <li>b. Breach of contract</li> <li>c. Negligence causing substantial and specific danger to public health and safety</li> <li>d. Manipulation of company data/records</li> <li>e. Financial irregularities, including fraud, or suspected fraud</li> <li>f. Criminal offence</li> <li>g. Pilferation of confidential/propriety information</li> <li>h. Deliberate violation of law/regulation</li> <li>i. Any violation of applicable law and regulations to the Company, thereby exposing the company to penalties / fines</li> <li>j. Wastage/misappropriation of company funds/assets</li> <li>k. Breach of employee Code of Conduct or Rules</li> <li>l. Any other unethical, biased, favoured, imprudent event which does not confirm to approved standard of social and professional behavior or a grievance about a personal situation.</li> </ol> <p>The above list of only illustrative and should not be considered as exhaustive</p>
<b>3</b>	<p><b>Definitions</b></p>

	<p>3.1 “Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.</p> <p>3.2 “Disciplinary Action” means any action that can be taken on the completion of during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.</p> <p>3.3 “Directors” means all the Directors of the Company</p> <p>3.4 “Employee” means any employee or officer of the Company (whether working in India or abroad) and includes employees of the other group / sister concerns who are deputed / assigned to work for and on behalf of the Company.</p> <p>3.5 “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical, illegal, suspicious or improper activity.</p> <p>3.6 “Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.</p> <p>3.7 “Whistle Blower” is someone who makes a Protected Disclosure under this Policy.</p> <p>3.8 “Whistle Officer” or “Committee” means an officer or Committee of persons who is nominated/appointed by the ombudsperson to conduct detailed investigation.</p> <p>3.9 “Ombudsperson” will be Managing Director for the purpose of receiving all complaints under this Policy and ensuring appropriate action. Any change in the Ombudsperson may be carried out by the Audit Committee.</p>
<p><b>4</b></p>	<p><b>Guiding Principles</b></p> <p>To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:</p> <ul style="list-style-type: none"> <li>- Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;</li> <li>- Treat victimization as a serious matter including initiating disciplinary action on such person/(s);</li> <li>- Ensure complete confidentiality;</li> <li>- Not attempt to conceal evidence of the Protected Disclosure;</li> <li>- Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made; and</li> <li>- Provide an opportunity of being heard to the persons involved especially to the Subject</li> </ul>
<p><b>5</b></p>	<p><b>Disqualifications</b></p> <p>While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.</p>

	<p>Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a <i>mala fide</i> intention or a grievance about a personal situation.</p> <p>Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be <i>mala fide</i>, <i>frivolous</i> or <i>malicious</i> shall be liable to be prosecuted under Company's Code of Conduct.</p>
<p><b>6</b></p>	<p><b>Manner in which concern can be raised</b></p> <p>i. Employees (Whistle Blower) can make Protected Disclosure to Ombudsperson at designated email id i.e <a href="mailto:ksomani@spacapital.com">ksomani@spacapital.com</a>, as soon as possible but not later than 30 consecutive days after becoming aware of the same.</p> <p>The Ombudsperson may consider, after recording the reason for doing so in writing, any Protected Disclosure filed after 30 days.</p> <p>ii. Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE regularized or investigated.</p> <p>iii. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.</p> <p>iv. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson himself/herself, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.</p> <p>v. Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee.</p> <p>vi. The Ombudsperson/Whistle Officer/Committee shall:</p> <p>vii. Make a detailed written record of the Protected Disclosure. The record will include:</p> <ol style="list-style-type: none"> <li>a) Facts of the matter;</li> <li>b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;</li> <li>c) Whether any Protected Disclosure was raised previously against the same Subject;</li> <li>d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.</li> <li>e) Findings of Ombudsperson/Whistle Officer/Committee;</li> <li>f) The recommendations of the Ombudsperson/Whistle Officer/Committee on disciplinary/other action/(s).</li> </ol> <p>viii. The Whistle Officer/Committee shall finalize and submit the report to the Ombudsperson within 15 days of reference.</p> <p>ix. On submission of report, the Whistle Officer /Committee shall discuss the matter with</p>

	<p>Ombudsperson who shall either:</p> <ul style="list-style-type: none"> <li>a) In case the Protected Disclosure is proved, accept the findings of the Whistle Officer / Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter;</li> <li>b) In case the Protected Disclosure is not proved, extinguish the matter; Or</li> <li>c) Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Audit Committee with proposed disciplinary action/counter measures. The Audit Committee may decide on the action. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.</li> </ul> <p>x. Conclusion of Ombudsperson/Whistle Officer/Committee findings shall be communicated with the Whistle Blower.</p> <p>xi. In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, she/he can make a direct appeal to the Chairman of the Audit Committee within 7 days of the communication by the Ombudsperson by seeking appointment of Chairman of the Audit Committee.</p>
<p><b>7</b></p>	<p><b>Protection</b></p> <ul style="list-style-type: none"> <li>i. No unfair treatment will be given to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower’s right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in any disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.</li> <li>ii. The identity of the Whistle Blower shall be kept confidential.</li> <li>iii. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.</li> </ul>
<p><b>8</b></p>	<p><b>Secrecy/Confidentiality</b></p> <p>The Whistle Blower, the Subject, the Whistle Officer and every one involved in the process shall:</p> <ul style="list-style-type: none"> <li>- maintain complete confidentiality/ secrecy of the matter</li> <li>- not discuss the matter in any informal/social gatherings/ meetings</li> <li>- discuss only to the extent or with the persons required for the purpose of completing the process and investigations</li> <li>- not keep the papers unattended anywhere at any time e. keep the electronic mails/files under password</li> </ul>

	<ul style="list-style-type: none"><li>- a record of complaints, conclusion, actions etc, if any, shall be maintained by the Company.</li></ul> <p>If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.</p>
<b>9</b>	<b>Reporting</b>  Regular report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.