

Edelweiss Group believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end the Edelweiss Group has adopted 'Code of Business Conduct' laying down the principles that should govern the actions of the Edelweiss Group and its employees.

1. Objective

- The Whistle Blower Policy provides employees an avenue to raise concerns in good faith in line with Edelweiss Code of Business Conduct and Edelweiss Group's commitment in adhering to the standards of ethical, moral and fair business conduct.
- The Policy provides necessary safeguards and protection to whistle blowers against reprisals or victimization for raising concerns in good faith.
- Accordingly, this policy has been formulated for providing a mechanism to all the employees of the Edelweiss Group to approach the Committee constituted under this policy.

2. Definition

The definitions of some of the key terms used in this Policy are given below:

- **"Code"** means the Code of Business Conduct.
- **"Good Faith"** An employee communicates in "good faith" if there is a reasonable basis of the existence of a violation or has observed about unethical or improper practices. Good Faith is lacking when the employee does not have a 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 or improper practices is malicious, false or frivolous.
- **"Edelweiss Group" / "Edelweiss"** specifically for the purpose of this code shall mean Edelweiss Capital Ltd and all its subsidiaries/associates whether incorporated in or out of India.
- **"Employee"** means
 - Permanent Employee in any of the entities of the Edelweiss Group
 - Employees under probation in any of the entities of Edelweiss Group.
 - Persons associated with Edelweiss Group through a direct or indirect contractual relationship.
- **"Employee Manual"** means the Edelweiss Group's Employee Manual.

- **“Serious Concern”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- **“Whistle Blower”** An Employee who reveals the wrongdoing about any Unethical or Improper practices carried on by the Company and communicates in Good Faith to the Whistle Blower Committee in writing.
- **“Whistle Blower Committee”** means the Committee referred to in clause 1 and 6 of this Policy.

3. **Scope**

- The Whistle Blower’s role is only to report to the Committee about any serious concern. The Whistle Blower is not required or expected to act as investigator or finder of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- Serious concerns raised will be appropriately dealt with by the Whistle Blower Committee.
- Serious concerns pertaining to sexual harassment and/or information security breach will be dealt with only as per the guidelines laid down under Sexual Harassment Policy and ISMS Policy respectively. However, the whistle blower shall be given similar protection as per clause 10 of this Policy.

4. **Eligibility**

All employees as defined in Clause 2 of this Policy are eligible to raise serious concerns under the Policy. The serious concern raised should be in relation to matters concerning the Edelweiss Group only.

5. **Serious Concerns**

The Whistle Blower policy is intended to cover serious concerns raised by an employee that could have a large impact (actual or suspected) on Edelweiss from actions that:

- May lead to incorrect financial reporting/irregularity
- Leakage of confidential information
- Are unlawful
- Amounts to fraud or forgery of documents
- Pertains to corruption, theft, bribery, threat or sexual harassment
- Are in violation of Prevention of Insider Trading Policy of the organisation
- Are not in line with or in violation of any Policy of the Edelweiss Group

These are only indicative and not limited to those stated above. Any other event (actual or suspected) which would affect the interest of Edelweiss Group could also be categorized as a serious concern by the Whistle Blower Committee.

6. Committee

A Committee titled “Whistle Blower Committee” has been constituted to investigate into serious concerns raised by an employee. The committee in its present form comprises of the following persons.

- Himanshu Kaji
- Shaily Gupta
- Shabnam Panjwani
- Anurag Madan
- Sarju Simaria
- Rashmi Nagori
- Nikhil Johari
- T V Rangaswami

7. Disqualifications

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment, any abuse of the Whistle Blower Policy is strongly discouraged.

8. Retention of documents

All serious concerns in writing will be documented along with the results of investigation and shall be retained by the Company for a minimum 3 year period.

9. Process to raise Serious Concern

- To raise a serious concern, please visit www.cwiportal.com and follow these steps:
 - Click on “lodge report”
 - Enter Organization Code “myedelcap” and follow the instructions on the website
 - After submitting the disclosure, kindly save the “Report Number” and password with you, as you will need them to track the status of your disclosure

- Alternately, employee may also raise serious concern to any one of the Committee members in writing by presenting the same to any of the committee member in person or through email sent at whistleblower@edelcap.com which will only be accessible by the members of the Whistle Blower Committee.

10. Investigation Process

- On receipt of the serious concern, the Committee will assess the merit of the case through preliminary investigations. In case the Committee finds merit in the serious concern raised, it would proceed further with the investigation.
- The Committee would be entitled to seek all forms of evidence and seek inputs of the relevant parties, external as well as internal
- All the person(s) concerned in the matter will be given equal opportunity to present their views to the Committee.
- On completion of the investigation, the Committee will submit its recommendations to the Managing Director.
- The Managing Director will take the final decision and intimate appropriate action.
- The whistle blower will be intimated of the final decision in writing by the Whistle Blower Committee.

11. Protection

- No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a serious concern.
- The identity of concerned person(s) will be kept confidential to the extent possible given the legitimate needs of the law and the investigation.
- Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- The Whistle Blower must inform the Committee, in case there were/are any personal interests involved. In such cases, the investigation process might take a lenient stand towards the whistle blower depending upon the extent of serious concern.

12. Amendments to the Policy

This policy can be amended, changed, modified, rescinded or abrogated at any time by Edelweiss Group.

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Annexure: Whistle Blowing Policy Rules for the Committee

- **Committee:** To examine the cases reported pursuant to this policy.
- **Quorum:** The quorum of this Committee will be three members. The Committee members will be required to submit an undertaking of non-disclosure of the contents of investigation to the Managing Director at the start of the investigation.
- **Minutes:** Decisions of the Committee will be minuted.
- **Maintenance of Register of Complaints:** Whistle Blower Committee shall maintain a register for registration of Whistle Blower's Report. Each complaint shall bear unique number. The Whistle Blower Committee may seek significant evidence while registering the complaints.
- **Essential factors:** While determining the alleged assertion, the following factors may be considered
 - Accuracy of the information furnished
 - Seriousness or significance of the asserted action
 - Nature and quality of evidence
 - Existence of relevant laws and rules
 - History of previous assertions regarding the same subject or subject matter
 - What are the avenues available for addressing the matter
 - Cost and benefit of potential investigation
- **Referral to Officials:** The Committee can refer to the officials of Edelweiss for the purpose of investigation for discovery of reasonable cause to believe that company's policy, regulation etc. have been violated, and follow up until appropriate corrective action has been taken.
- **Time Frame for Redressal of Complaints:** The Whistle Blower Committee shall complete all the formalities and shall endeavor to resolve the matter within 3 months from the date of filing of the complaints. Any extension in respect thereof shall be in writing along with necessary justification.
- **Reporting to the Managing Director:** Whistle Blower Committee shall submit a report after the completion of the investigation to the Managing Director.