



PRITHVI EXCHANGE (INDIA) LIMITED

WHISTLEBLOWER POLICY

**[Pursuant to Regulation 46 (2) (e) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

WHISTLEBLOWER POLICY

Objective

The principles of trust through transparency and accountability are at the core of PRITHVI EXCHANGE INDIA LIMITED (hereinafter known as "the Company") existence. To ensure strict compliance with ethical and legal standards across the company, the present policy ("Policy") has been created.

The objectives of this Policy are:

- to raise concerns about unacceptable, improper or unethical practices being followed in the organization
- To encourage timely, safe and open reporting of alleged wrong doings or suspected impropriety;
- To ensure consistent and timely institutional response;
- To ensure appropriate reporting of whistleblower investigations;
- To encourage ethical and lawful conduct;
- To provide adequate safeguards against victimization of persons.

Scope

This Policy defines and lays down the process for raising a 'Complaint', the safeguards in place for the person raising a Complaint, the roles and responsibilities of all stakeholders and also sets the time lines for all processes to be followed. In all instances, the Company retains the prerogative to determine when circumstances warrant an investigation and the appropriate investigative process to be employed, in conformity with this Policy and applicable laws and regulations.

Complaints related only to Unethical and Improper Practices relating to both trading and other matters will be dealt by this Policy. Any complaints related to HR issues or issues related to sexual harassment will be forwarded to secy@prithvifx.com. An illustrative list of complaints redressed by this Policy is provided in Annexure 1.

Applicability

This Policy covers all Directors, Employees Third party Vendors, Consultants and Customers throughout the branches, operating out of any location of the Company.

Definitions

Whistleblower: A person or entity making a disclosure of any actual or suspected Unethical and Improper Practice that they have observed. Whistleblowers could be directors, clients, vendors, internal or external auditors, law enforcement/regulatory agencies or other third parties.

Whistle Blower Committee: The committee constituted to deal with Complaints under this Policy.

Chairman means the Chairman of the Whistle Blower Committee. The Chairman of this Committee shall be the Chief Financial Officer of the Company or such other person as may be appointed by the Board.

Complaint: The reporting of any such Unethical and Improper Practice or violation to the Whistle Blower Committee (as defined above) by a Whistleblower made in good faith would constitute a complaint.

Audit Committee means the Audit Committee constituted by the Board of Directors of the Company in accordance with applicable law.

Policy Details

It is the duty of all directors and employees to notify the company if they observe, or learn of, any Unethical and Improper Practices. Failure to promptly raise a known or suspected violation is considered an unethical behavior.

Reporting a Complaint

Reports of allegations of suspected Unethical and Improper Practices are encouraged to be made in writing so as to assure a clear understanding of the issues. Such reports should be factual rather than speculative and must contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures. The Whistleblower need not prove the concern but must demonstrate sufficient grounds for raising the concern. The disclosure can also be made anonymously, but it will be the decision of the Whistle Blower Committee to further act upon an anonymous Complaint or not, depending upon the disclosure so made.

Constitution of the Whistleblower Committee

The Whistle Blower Committee will consist of a Chairman and members having cross functional representation.

Remedies and Discipline

If the Whistle Blower Committee determines that an Unethical and Improper Practice has occurred, it will take the following actions as deemed fit to correct it:

- Any person found guilty of violation of the Company's Code of Conduct will be subject to disciplinary action up to and including termination of employment.
- Appropriate procedures, policies and controls will be established in all departments to ensure early detection of similar violations.
- During the investigation period or at any time thereafter, if any employee is found to be (a) retaliating against the Whistleblower, (b) coaching witnesses or (c) tampering with evidence, then it would lead to severe disciplinary action including termination of employment.
- For the avoidance of doubt, this Policy does not preclude the remedies/processes available and provided under applicable law(s) for any Unethical and Improper Practice.

Whistleblower Protection

The Company will ensure to protect whistleblowers against retaliation, as described below:

- The Company will keep the Whistleblower's identity confidential, unless (a) the person agrees to be identified; (b) identification is necessary to allow the Company or law enforcement officials to investigate or respond effectively to the report; (c) identification is required by law; or (d) the person accused of Compliance violations is entitled to the information as a matter of legal right in disciplinary proceedings.
- The Company prohibits retaliation against a Whistle blower with the intent or effect of adversely affecting the terms or conditions of employment (including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages). Whistleblowers who believe that they have been retaliated against may file a written Complaint with the Whistleblower Committee. A proven Complaint of retaliation shall result in a proper remedy for the person harmed and severe disciplinary action including termination of employment against the retaliating person. This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.
- A third party Whistle Blower will not be at a disadvantage or treated unfairly or discriminated against for the reason of such whistle blow. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against third party Whistleblowers.

Communication

This policy as amended from time to time shall be disclosed on the web site of the Company.

Annexure 1: Illustrative List of Malpractices and Events
Unethical business practices like bribery taken / given

Non-financial significant favors, gifts beyond the defined guidelines
Misuse of company funds, assets, property, facilities etc.

Negligence causing substantial risk to public health and safety
Manipulation of company data / records

Financial irregularities, including fraud, or suspected fraud
Abuse of authority
Criminal offence

Theft of confidential / proprietary / customer information
Violation of law / regulation
organization wide Embezzlement of company funds/assets

Breach of employee Code of Conduct or Rules
Any other unethical behavior

Process

The Complaint can be sent in any of the following methods:

Written Complaint: A written Complaint can be sent to:

1. To the company Secretary at the registered office address
2. Email to secy@prithvifx.com

Email: An email Complaint can be sent to the mail id: secy@prithvifx.com

Complaints if any received shall be addressed with 15 working days.