WHISTLE BLOWER POLICY

Table of Contents

1. **Objective**
2. **Scope & Purpose**
3. **Who is the Complainant?**
4. **Whistleblower Committee**
5. **Safeguards**
    - Protection against Retaliation
    - Confidentiality
6. **Rights and Responsibilities of the Complainant**
7. **Responsibilities of the Whistleblower Committee**
8. **Complaints**
9. **Investigation Process**
10. **Course of Action & Reporting**
11. **Maintenance of Logs & Documentation**
12. **Review and Amendments**

1. Objective

Unifi Capital is committed to fostering a culture of integrity, transparency, and accountability and promote a safe, non-threatening environment where employees can "Speak-up" on ethical violations, leaks of unpublished price-sensitive information (UPSI), and suspected insider trading violations. This policy encourages employees and stakeholders to report concerns regarding unethical behavior, financial mismanagement, regulatory violations, or any actions that compromise the organization's values. Furthermore, Chapter IVA of SEBI (Stock Brokers) Regulations and Para 94.1 of the Master Circular for Stock Brokers also mandated the requirement of Whistle Blower Policy.

The policy ensures that whistleblowers are protected from retaliation, and that reported concerns are addressed fairly and promptly.

2. Scope & Purpose

This policy applies to all employees, directors and other stakeholders of Unifi Capital and subsidiaries (ex-Unifi AMC which is governed separately). It provides a mechanism for reporting and investigating concerns, including but not limited to:

- Lead to a violation of regulations or law.
- Lead to a violation of the insider trading code / code of ethics of the company, market abuse including front-running and fraudulent transactions.
- Leak or Suspected Leak of Unpublished Price Sensitive Information (UPSI)
- Financial fraud, misrepresentation, or falsification of records.
- Bribery, corruption, or misuse of authority.
- Breach of company policies or code of conduct.
- Discrimination, harassment, or workplace misconduct (including inappropriate relationships).
- Misuse/ abuse of official position.
- Lead to the fiduciary responsibility towards investors being compromised
- Any other unethical, illegal, or improper activities impacting the company's goodwill, reputation, brand or operations.

This policy excludes complaints related to employment grievances (e.g., promotions, appraisals, and HR matters) and sexual harassment, which are governed by separate company policies.

3. Who is the Complainant/Whistle Blower?

Any stakeholder making a "Protected Disclosure" under this policy is referred to as a complainant/whistle blower. The complainant's role is that of a reporting party; they are not responsible for investigating the issue but must provide sufficient grounds for concern.

4. Whistleblower Committee

Reports under this policy shall be reviewed by a Whistleblower Committee, comprising:

1. Managing Director (MD)
2. Head of Risk and Compliance, who will act as the Whistleblower Redressal Head

3. Head of Human Resources (HR)

If a complaint involves the Board of Directors, including those against the Whistleblower Committee members and Key Managerial Personnel, it shall be addressed to the Audit Committee.

5. Safeguards

a. Protection against Retaliation

- Whistleblowers reporting in good faith will be protected from dismissal, demotion, harassment, or discrimination.
- Retaliation against whistleblowers will lead to disciplinary action, up to and including termination.

b. Complaint's identity

- The identity of the whistleblower will remain confidential unless disclosure is required by law or regulatory authorities.

6. Rights and Responsibilities of the Complainant

- Raise concerns in good faith and provide relevant details and evidence where possible.
- Maintain confidentiality regarding the complaint to avoid undue influence on the investigation.
- Cooperate with the investigating authorities, providing additional information as required.
- Refrain from making false or malicious allegations, as such complaints may result in disciplinary action.

7. Responsibilities of the Whistleblower Committee

- Promote a "speak-up" culture within the organization.
- Ensure all complaints are treated seriously and investigated fairly and impartially.
- Protect whistleblowers from any form of retaliation.
- Conduct timely investigations and maintain confidentiality throughout the process.
- Maintain proper documentation and ensure compliance with regulatory requirements.

8. Complaints

- The complaints need to be precise and specific, and the complainant should not indulge in 'in general' forms and should always identify the person and/or activities against whom such allegations are made. Complaints should be specific and contain factual details.
- Complaints must be submitted to the Whistleblower Committee via whistleblowercommittee@unificap.com. Complaint involving the Board of Directors including those against the Whistleblower Committee members and Key Managerial Personnel, shall be addressed to the Audit Committee via auditcommittee@unificap.com.

9. Investigation Process

a) Acknowledgment: The whistleblower will receive confirmation of the complaint within five working days.

b) Preliminary Review and Investigation: The committee will assess if an investigation is warranted. All complaints received shall be recorded and looked into. If initial enquiries by the committee indicate that the concern/complaint has no basis, or it is not a matter to be pursued under this process, it may be

dismissed at this stage and the decision will be documented. Where initial enquiries indicate that further investigation is necessary, this will be carried out either by one of the committee members or an internal or externally designated person to conduct the investigation.

i. The investigation shall be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt.

ii. Employees, against or in relation to whom a Protected Disclosure has been made, will be provided an opportunity of being heard.

iii. Efforts shall be made to complete the investigation within 30 days of the date of receipt of the complaint.

iv. If the investigation takes more than 30 days, the Whistleblower Committee can approve an extension with a written rationale.

v. A written report on the findings will be made to the Whistleblower Committee.

c) Action: If misconduct is confirmed, disciplinary actions or corrective measures will be recommended.

d) Closure: The whistleblower will be informed of the outcome, subject to confidentiality considerations.

10. Course of Action & Reporting

If an improper practice is confirmed, the committee will recommend appropriate disciplinary action, which may include termination, if applicable, as well as preventive measures for the future. All discussions will be recorded, and the final report will be prepared. The findings and action taken will be reported to the Board of Directors.

11. Maintenance of Logs & Documentation

- All complaints and actions taken will be documented and stored securely for future reference.
- Records will be retained for at least eight years from the closure of the complaint.

12. Review and Amendments

- This policy will be reviewed annually or as required by regulatory changes.
- Any amendments must be approved by the Board of Directors.