

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Section 177 of the Companies Act, 2013 (effective from 1 April, 2014) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto requires every listed company to establish a vigil mechanism for the directors and employees to report genuine concerns.

1. PREAMBLE

Tradewell Holdings Limited is a listed public limited company incorporated under the Companies Act, 1956.

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. In pursuit of the same, the Company encourages employees to raise genuine concerns about any malpractices in the workplace without fear of retaliation and will protect them from victimization or dismissal.

In view of the above, the Company proposes to establish a Vigil Mechanism and formulate a Whistle Blower Policy.

2. OBJECTIVES

The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company.

To maintain the standards and objectives mentioned above, the Company encourages its directors and employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

A Vigil (WhistleBlower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee in exceptional cases.

(Formerly: BRAND REALTY SERVICES LIMITED)

Regd. Office: S-8 & 2, DDA Shopping Complex, Mayur Vihar, Phase-1, Delhi-110091

Corp. Office: Ground Floor, Plot No. 15 A, Tradex Tower, Sector 125, Noida- 201301 (U.P)

Mob.: 9871484676 | E-mail: sunil@brandrealty.in, www.brandrealty.in

CIN: L74110DL1995PLC064237, PAN:AABCS3166R, GST(DELHI)07AABCS3166R1ZT. (UP)09AABCS3166R1ZP

This policy, however, neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

3. APPROVAL OF THE BOARD

Accordingly the Company has established a Vigil/Whistle Blower Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing / vigil mechanism approved by the Board of Directors of the Company ('the Board') which can be amended from time to time by the Board.

4. SCOPE

This Policy covers malpractices and adverse events which have taken place, suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of the company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers. This Policy is intended to encourage and enable employees to raise serious concerns within the Company prior to seeking resolution outside the Company.

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

This Policy is not, however, intended to question financial or business decisions taken by the Company nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. This policy shall not be used for:

- i. raising grievances related to employees' own career / other personal grievances.
- ii. raising grievances related to the career of other employees / colleagues.
- iii. Grievances arising out of the policies / procedures of the Company and any decision taken by the superior / management in this respect.
- iv. Grievances related to such other similar issues as hereinabove.

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5. PROCEDURE

All protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the WhistleBlower becomes aware of the same and should either be typed or written in a legible handwriting in English or Hindi.

The protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower policy" or sent through email with the subject or sent through email with the subject "Protected disclosure the Whistle Blower policy". If the complaint is not super scribed and as mentioned above, the protected disclosure will be dealt with as a normal disclosure.

All protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee only in exceptional cases. The contact details of the Vigilance Officer are as under:-

Mr. Kamal Manchanda

Whole Time Director

Email: kamal@brandrealty.in

**REGISTERED OFFICE: S-8 & S-2, DDA Shopping Complex,
Opposite Pocket-I, Mayur Vihar, Phase-I, Delhi-110091**

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the 'Vigilance officer. The Vigilance Officer shall ensure that in case any further clarification is required he will get in touch with the complainant.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer. While this Policy is intended to protect genuine WhistleBlowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. An employee who makes complaints with mala fide intentions and which is subsequently found to be false will be subject to strict disciplinary action.

The Whistle blower's role is that of a reporting party. Whistleblowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

Protected Disclosure against the Vigilance officer should be addressed to the Chairman of the Audit Committee.

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Although a Whistleblower is not required to furnish any more information than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint, which does not contain critical information such as the specific charge. The complaint or disclosure must, therefore, provide as much detail and be as specific as possible in order to facilitate the investigation.

6. INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself / herself or by involving any other Officers of the Company / Committee constituted for the same or an outside agency before referring the matter to the Audit Committee of the Company.

The Audit committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other / additional Officer of the Company and / or Committee and/ or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his / her concern / interest forthwith and shall not deal with the matter.

7. DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

A quarterly report with the number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

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A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

The company may also consider to reward the WhistleBlower, based on merits of the case.

8. CONFIDENTIALITY

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

9. PROTECTION

No unfair treatment will be meted out to a Whistle Blower by virtue of his / her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10. DISQUALIFICATIONS FROM PROTECTION

While it will be ensured that genuine WhistleBlowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a WhistleBlower knowing it to be false or bogus or with a mala fide intention. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to disciplinary action as prescribed in the policy.

11. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The whistleBlower shall have the right to access the Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit committee is authorized to prescribe suitable directions in this regard.

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12. RETENTION OF DOCUMENTS

All protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

13. AMENDMENT TO THIS POLICY

The Company reserves its right to amend or modify this Policy in whole or in part.

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