

CLARITY FINANCIAL SERVICES LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

PREAMBLE

Section 177 of the Companies Act, 2013 requires every listed company to establish a vigil mechanism for the directors and employees to report genuine concerns. The Company had adopted a code of conduct for Directors and Senior Management Executives ("the Code") which lays down the principles and standards that should govern their actions.

Clause 49 of the erstwhile Listing Agreement between listed companies and the Stock Exchanges, inter alia, and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides for a mandatory requirement for all listed companies to establish a vigil mechanism for directors and employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the company's code of conduct and business ethics.

Under these circumstances, the Company being a listed company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

POLICY OBJECTIVES

The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

A Whistle Blower (Vigil) Mechanism provides a channel to the Directors and the employees to report to the management, the concerns about any unethical behaviour, alleged wrongful conduct, actual or suspected fraud or violation of Codes of conduct or policy. The mechanism provides for the manner of reporting, safeguards against victimization of person who use such mechanism and also provide for direct access to the Managing Director/ Chairman of Audit Committee in exceptional cases.

PRINCIPLES OF THE POLICY

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so.
- Treat victimization as a serious matter including initiating disciplinary action on such person/(s).
- Ensure complete confidentiality.
- Not attempt to conceal evidence of the Protected Disclosure.
- Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made.
- Provide an opportunity of being heard to the persons involved.



SCOPE

The policy covers malpractices and events which have taken place/suspected to take place involving:

- Abuse of any authority by someone
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of Company data/records;
- Financial irregularities, including fraud, or suspected fraud
- Criminal offence
- Pilferation of confidential/proprietary information
- Deliberate violation of law/regulation
- Wastage/Misappropriation of Company funds/assets
- Violation of company's Code of Conduct, as applicable

ELIGIBILITY

All employees of the Company including directors are eligible to make Protected Disclosures under the policy in relation to matters concerning the Company.

RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in Hindi.

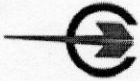
All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of Audit Company in exceptional cases. The contact details of the Vigilance and ethics officer is as under:

Sanjay Gupta, Managing Director
Clarity Financial Services Limited
29, Ganesh Chandra Avenue, 4th Floor, Kolkata – 700 013
Email: support@clarityforex.com

SECRECY / CONFIDENTIALITY

The Complainant, Vigilance and Ethical Officer, Members of the Audit committee, such Employee(s), Officer(s) including Director(s) in the process shall:

- a. Maintain confidentiality of all matters under this Policy.
- b. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- c. Shall not keep the papers unattended anywhere at any time.
- d. Keep the electronic mails / files under password.



ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access 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.

COMMUNICATION

A Whistle Blower Policy cannot be effective unless it is properly communicated to Directors and employees. They shall be informed of the same by publishing in notice board and the website of the Company or other suitable means.

RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of investigation relating thereto, shall be retained by the Nodal Officer for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

ADMINISTRATION AND REVIEW OF THE POLICY

The Board of Directors shall be responsible for the administration, interpretation, application and review of this policy. The Board also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

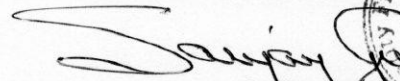
AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified in writing.

Date: 30.05.2019

Place: Kolkata

**By the order of Board of Directors
Clarity Financial Services Limited**


Sanjay Gupta
Managing Director
DIN: 01383122

