



WHISTLEBLOWER POLICY
Version 1.11

Document Control

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Whistleblower Policy	Internal	1.11	Approved

Version History, Verification and Approval:

Date	Version	Description of Change	Owner	Approved By	Board Approval Date
January 14, 2020 (Date of Preparation and Adoption)	1.0	1st Policy prepared	Somnath Mukherjee	Board of Directors	14-01-2020
August 16, 2021 (Review)	1.1	Updates	Somnath Mukherjee	Board of Directors	14-09-2021
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Distribution List:

Sl. No.	Departments Involved
1	Risk Management Team
2	Technology Team
3	Process Team
4	Compliance Team
5	IT Security Team
6	Legal Team

1. Purpose of the Policy

At Zerodha, we are committed to the highest levels of ethics and integrity in the way that we do business. We understand that this is crucial to our continued success and reputation. Being a Capital Market Participant, each one of us has a professional responsibility to speak up and report unethical behaviour. Zerodha's Whistleblower Policy (Policy) is an important element in detecting unethical, unlawful or improper practices, acts or activities as also corrupt, illegal or other undesirable conduct (more particularly defined hereunder as "Alleged Wrongful Conduct") . Zerodha strongly encourages all persons to speak up if any person suspects or witnesses any matters of concern. Zerodha will take all reports made under this Policy seriously.

This policy further aims to provide a secure environment and to encourage employees of the Company to report Alleged Wrongful Conduct and to prohibit managerial personnel from taking any adverse personnel action against those employees who report such practices in good faith.

2. Scope

This policy is applicable to all employees and Directors of Zerodha Broking Limited ("Zerodha") and its subsidiaries (collectively the "Company").

This Policy should be read in conjunction with other policies, with the instructions already prevailing in the Company and any applicable instructions to unlisted companies under the Companies Act, 2013 or any SEBI Regulations.

3. Roles and Responsibilities

It shall be the duty of every employee of the Company to blow the whistle i.e., to report the matter to the Designated official/Board of Directors as the case may be, immediately upon coming to know or having knowledge of any actual or possible violation of any code of conduct or any other unlawful or unethical or improper practice or act or activity concerning the Company.

4. Definitions

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

"Alleged Wrongful Conduct" means unlawful/ unethical/ improper practice/ act or activity may include, but is not limited to, any of the following:

- A violation of any law;
- Breach of contract;
- Manipulation of company data/records
- Pilferation of confidential/propriety information
- Wastage/misappropriation of company funds/assets

- Misuse or misappropriation of the Company's assets;
- Incorrect financial reporting;
- A substantial and specific danger to health and safety;
- An abuse of authority.
- No manager, director, department head, or any other employee with authority to make or materially influence significant personnel decisions shall take or recommend an adverse personnel action against an employee in retaliation for a disclosure of information, made in good faith, about an Alleged Wrongful Conduct.

“Protected Disclosure” or “Disclosure” or “Complaint” means a written communication, whether by letter/ email/ or over telephone relating to unethical practice or behaviour or violation of code of conduct by employees/ Directors made in good faith by the WhistleBlower.

“Subject” means a person against or in relation to whom a Disclosure has been made or evidence gathered during the course of an investigation.

“This Policy” or “Policies” means this Whistle-Blower Policy.

“Whistle-Blower” means any employee or director or any stakeholder by whatever name called (hereinafter referred to as “Whistle blower”), who in good faith raises genuine concern or reports evidence of activity by the company or its employee or director, If one is acting in good faith it does not matter if one is mistaken.

“Designated official” means the Company Secretary or any employee as designated and approved by the Board of the Company.

“Whistle Blower Committee” means Committee constituted by the Company Secretary & the Independent Directors comprising such internal and external persons as may deems fit, for the purpose of investigation of complaints against any member

5. Reporting Mechanism/ Complainant (Whistleblower)

Any Whistle-Blower willing to disclose information in respect of Alleged Wrongful Conduct may do so by sending an email or through physical mode in the manner.

- The Protected Disclosure or Complaint can be filed by way of an email to the following addressee(s), as the case maybe:

Sr. No.	Complaint against	Addressed to	Email ID
1	Employees other than the Board of Directors	Designated Officials	whistleblower(at)zerodha(dot)com
2	Complaints against Board of Directors including those against Managing Director & CEO	Audit Committee	audit(at)zerodha(dot)com

The Protected Disclosure or Complaint can also be sent by way of hard copy addressed to the aforesaid addressee(s), as the case may be in a sealed envelope marked “Private and Confidential” and delivered at

To Somnath Mukherjee

Zerodha Broking Ltd., #153/154, 4th Cross, Dollars Colony, Opp. Clarence Public School, J.P Nagar 4th Phase, Bengaluru - 560078, Karnataka, India

- ii. Suitable proof of his/her identity/ contact numbers/ address so that additional information, if any, can be obtained. In case identity cannot be ensured, the Protected Disclosure will be treated as Anonymous/ Pseudonymous complaints, and may not attract further action; and
- iii. The disclosure whether by letter and /or email/ should provide specific and verifiable information.

6. Roles, Rights and Responsibilities of Whistle-Blowers

Whistle-Blowers provide initial information based on a reasonable belief that an Alleged Wrongful Conduct has occurred. The motivation of a whistle-blower is irrelevant to the consideration of the validity of the allegations. However, the intentional filing of a false report, whether orally or in writing is itself considered an improper activity, which the WhistleBlower Committee has the right to act upon.

Whistle-Blowers shall refrain from obtaining evidence for which they do not have a right of access. Such improper access may itself be considered an improper activity.

Whistle-Blowers have a responsibility to be candid with the members of the Audit Committee or others to whom they make a report of alleged improper activities and shall set forth all known information regarding any reported allegations.

Whistle-Blowers are “reporting parties,” not investigators. They are not to act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the investigating authority.

The identity of the Whistle-Blower will not be disclosed except where required under the law or for the purpose of the investigation. Should, however, the Whistle-Blower self-disclose his or her identity, there will no longer be an obligation not to disclose the Whistle-Blower’s identity. A Whistle-Blower’s right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the allegations or an ensuing investigation or any other misconduct or wrongdoing.

This Policy may not be used as a defence by an employee against whom an adverse personnel action has been taken for legitimate reasons or cause under Company rules and policies. It shall not be a violation of this Policy to take adverse personnel action against an employee, whose conduct or performance warrants that action, separate and apart from that employee making a disclosure.

7. Procedure for Investigation

All concerns raised by the WhistleBlower against the employees other than the Board will be investigated by the Designated Official/s of the Company. The said 'Designated Official/s' shall review the complaint and place before the Board for its review.

The Complaint against Board members including those against Managing Director &CEO shall be investigated by Chairman of the Audit Committee through a Whistle Blower committee.

The actions to be taken in case of Complaints against The Chairman of Audit Committee and Complaints against The Chairman of Board shall be decided by The Chairman of the Board and The Governing Board respectively.

The Whistle-Blower Committee shall, on receipt of the Protected Disclosure from Chairman of Audit committee and on being satisfied that the Protected Disclosure has verifiable information, arrange to verify the identity of the whistleblower. Proper record will be kept of all disclosures received. Only on being satisfied that the Protected Disclosure has verifiable information, necessary enquiry/ investigation will be done with regard to the Protected Disclosure. Any inquiry/ investigation conducted against any subject shall not be construed by itself as an act of accusation and shall be carried out as neutral fact finding process, without presumption of any guilt. The inquiry/ investigation shall be conducted in a fair manner and provide adequate opportunity for hearing to the affected party.

The Committee will complete its investigations and deliver a written report of its findings to the Chairman of Audit Committee ("Investigation Report") within 30 working days of receiving the reference from the Chairman of Audit Committee. In case the same cannot be completed within stipulated period, interim report should be submitted by the Whistle-Blower Committee giving inter-alia, the tentative date of completion. In case the Protected Disclosure made does not have any specific & verifiable information, the Whistle-Blower Committee will be authorized not to take any action. This would be suitably recorded and placed before the Chairman of Audit Committee. In case the allegations made in the Protected Disclosure are substantiated, appropriate departmental action will be taken against the employee concerned on whose part lapses are observed.

The decision of the Designated official /The Chairman of the Audit Committee / The Chairman of Board/The Governing Board as the case may be, shall be final and binding on all concerned. All information disclosed during the course of investigation shall remain strictly confidential.

Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused

party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

8. Protection

The Company will protect the confidentiality of the complainants and their names/ identity will not be disclosed except as statutorily required under law.

- i. No adverse penal action shall be taken or recommended against an employee in retaliation to his/her disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. It will be ensured that the Whistle Blower is not victimized for making the disclosure;
- ii. In case of victimization in such cases, serious view will be taken including departmental action leading up to termination of services of such persons victimizing the Whistle Blower;
- iii. Identity of the Whistle Blower will not be disclosed except to the Whistle Blower Committee and/or such other person specified by the Chairman of Audit Committee or Chairman of Board.
- iv. If any person is aggrieved by any action on the ground that he/she is being victimized due to the fact that he had filed a Protected Disclosure, he/ she may file an application before the Audit Committee;
- v. The Company will take steps to minimize difficulties, which the Whistle-Blower may experience as a result of making the protected disclosure; and
- vi. Any other employee assisting in the investigations or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

9. Disqualification from protection

- i. Protection under the this policy would not mean protection from departmental action arising out of false or bogus disclosure made with mala fide intention or Protected Disclosure made to settle personal grievance;
- ii. Whistle Blowers, who make any disclosures, which have been subsequently found to be mala fide or frivolous or malicious shall be liable to be prosecuted and appropriate disciplinary action will be taken against them under service rules/ bipartite settlements only when it is established that the Protected Disclosure has been made with the intention of malice;
- iii. This policy does not protect a Director/ employee from an adverse action which occurs independent of his disclosure under this policy or for alleged wrongful conduct, poor job

performance or any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.

10.Document Retention

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be retained by the Company for a minimum period of 8 years.

11.Amendment to Policy

The Board of Directors of the Company may amend the Policy from time to time depending upon the Regulatory requirements.

12.Implementation of the Policy

The HR department will ensure that the policy is known to all employees of the Company. This Whistle-Blower Policy will be subject to review every year.