

WONDERWORKS PRIVATE LIMITED

VIGIL MECHANISM

The Purpose of the Mechanism

The Company is committed to comply with all applicable laws in its letter and spirit. The Company also understands that the potential violation of the applicable laws or applicable policies can result in governmental investigation, prosecution, fines, and other penalties. To avoid such situation(s) and also to promote the highest ethical corporate governance standards, the Company has always strived to maintain a workplace that facilitates the reporting of potential violations of Company policies and applicable laws. Directors and Employees must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. That is the purpose of this mechanism (the “Policy”).

Right to Report

Every Director and employee is entitled to report to the Company about unethical behavior, actual or suspected fraud or violation of any law that applies to the Company and any suspected violation of the Company’s Code of Conduct. This includes possible accounting or financial reporting violations, bribery, or violations of the anti-retaliation aspects of this Policy. Retaliation includes adverse actions, harassment, or discrimination in employment caused because of reporting of a suspected violation.

It is the policy of the Company that the employee or the Director can when he reasonably suspects or is confident that unethical behavior, actual or suspected fraud or a violation of an applicable law or the Company's Code of Conduct has occurred or is occurring, report that potential violation. Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company policies or applicable laws. No employee or Director should fear any negative consequences as retaliation for reporting suspected violations. Such retaliation is strictly prohibited by Company policy.

How to Report

All suspected violations must be reported to

- (i) the Managing Director through email directly with a copy to Company Secretary (in case alleged violation is by any employee other than Managing Director or Company Secretary);
- (ii) In case the alleged violation is by the Company Secretary the email should be sent to the Managing Director with a copy to Chairman of the Audit Committee (by way of letter at the Registered office address of the Company or through email of Chairman of the Audit Committee at auditchair.wonderworks@dfmgroup.in);
- (iii) In case the alleged violation is by the Managing Director of the Company the complaint should be sent to the Chairman of the Audit Committee (by way of letter at the Registered office address of the Company or through email) with a copy to the Company Secretary;
- (iv) In case the alleged violation is by the Managing Director as well as the Company Secretary of the Company the complaint should be sent to the Chairman of the Audit Committee (by way of letter at the Registered office address of the Company or through email).

The alleged violation should include as much information about the suspected violation as available. Wherever possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Anonymous complaints will not be entertained. The persons making the allegation may be contacted for further information.

Investigation

All information received under this Policy will be promptly and appropriately investigated. The authority to whom the suspected violation has been reported must within seven days start the investigation either itself or through a Committee to be constituted by it, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, within the available time, in accordance with applicable laws. The Audit Committee will oversee the working of the policy and if any of the members of the Audit Committee have a conflict of interest they should recuse themselves and others on the Committee would deal with the matter on hand.

Everyone working for or with the Company has a duty to co-operate 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 offence. 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.

Reporting

The Investigating Authority shall submit a report to the Audit Committee on a regular basis about all suspected violation(s) referred to it since the last report together with the results of investigations, if any.

Decision

If an investigation leads the Investigating Authority to conclude that an improper or unethical act has been committed, the Audit Committee shall recommend to the Board to take such disciplinary or corrective action as it deems fit.

Retaliation is not tolerated

No one is allowed to take any adverse action against any employee or Director for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company's Code of Conduct. The Company takes reports of such retaliation seriously. Incidents of retaliation against any

employee or Director reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment.

Document Retention

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be with the Human Resource for employees below the board level and with the Secretarial Department in respect of Board level and Senior Management personnel. All such documents shall be treated as highly confidential and any disclosure without permission of the Chairman/ Director/Audit Committee Chairman may result in suitable disciplinary action(s) against the person involved.

Frivolous Application

In case of repeated frivolous complaints being filed, the Audit Committee may suo-moto or if so referred may take suitable action against the concerned person including termination of employment/contract without any compensation whatsoever.

Modification

The Board of Directors can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with applicable regulations and / or to accommodate organizational changes within the Company.