

APPARIO RETAIL PRIVATE LIMITED

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WHISTLEBLOWER POLICY

INTRODUCTION

Appario Retail Private Limited (hereinafter referred to as "**Company**") believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. These principles and ethics cover all aspects of Company's operations. The Company believes that every employee must adhere to the Company's Code of Business Conduct and Ethics ("**Code of Conduct**") and conduct himself or herself at all times in a professional and ethical manner.

Employees are required to report instances of unethical behaviour, actual or suspected incidents of fraud or violations of the Code of Conduct that could adversely impact the Company's operations, business performance and / or reputation, and the Company has an obligation to ensure that there is a procedure in place to enable the reporting of such violation.

Every employee of the Company is expected to read and understand this Whistle Blower Policy ("**Policy**") and comply with it.

TERMS AND REFERENCES

In this Policy, the following terms shall have the following meanings:

"**Whistleblower**" means an employee of the Company (permanent or contractual), or any third party such as customers, vendors, service providers, etc., who deal with the Company, and who make a Protected Disclosure.

"**Protected Disclosure**" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity and includes a Reportable Matter.

"**Reportable Matter**" means a genuine concern, actual or suspected, which may include but is not limited to:

- a. fraudulent practices, financial impropriety such as improperly tampering with the Company's books and records, or data;
- b. misuse or theft of Company assets, data, funds, facilitates etc.;
- c. corruption, including bribery and money laundering;
- d. breaches of Code of Conduct and/or terms & conditions of employment;
- e. breach of any Company Policies
- f. gross wastage/misappropriation of Company funds/assets;
- g. Unauthorized disclosure or use of (i) Company's confidential/proprietary information or (ii) third party confidential/proprietary information held by Company under confidentiality obligation;
- h. harassment (including sexual harassment) of any employee or third-party vendor/service provider/consultant etc. doing business with the Company.
- i. seeking or offering or providing any non-monetary benefits (favors/gifts beyond defined guidelines/policy etc.)

CONFIDENTIALITY

The Company will make every effort, within its capacity to keep a Whistleblower's identity confidential. The Company will endeavor to advise the Whistleblower in advance if his/her identity may become apparent or needs to be disclosed. The Whistleblower making a Protected Disclosure in order not to jeopardize the investigation, is also required to keep confidential the fact that he/she has filed a Protected Disclosure along with the nature of concerns and the identities of those involved.

REPORTING MECHANISM

The Protected Disclosure should be reported promptly upon the Whistleblower becoming aware of the Reportable Matter. Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Code of Conduct & Business Ethics, Company policies or applicable laws. Whistleblowers should not fear any negative consequences for reporting reasonably suspected violations, because retaliation for reporting suspected violations is strictly prohibited by this Policy. Whistleblowers making genuine and appropriate complaints under this Policy are assured of fair treatment and protection against unfair dismissal, victimization or unwarranted disciplinary action, even if the concerns raised turn out to be unsubstantiated.

Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment. Reportable Matters should be made pursuant to the reporting mechanism described below.

A Protected Disclosure may be made by any Whistleblower. Whistleblowers must report all suspected violations to the Directors of the Company by sending an e-mail to apparior@ethics-line.com.

Your report should include as much information about the suspected violation as you can provide. Where 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. Where you have not reported anonymously, you may be contacted for further information. The Company's management will support all Whistleblowers and encourage them to raise concerns without any fear of reprisals.

INVESTIGATION

On receipt of Protected Disclosure from an Whistleblower, the Company's Board of Directors ("Board") will, on a case to case basis and taking into consideration any conflict of interest situations, appoint a Committee consisting of the Corporate Counsel, Head – HR and two other members as may be decided by the Board ("**Whistle Blower Committee**"). In case there is a reason to believe that the Corporate Counsel or the Head – HR is involved in the suspected violation, then the Whistle Blower Committee may be constituted of such four other members as may be decided by the Board. The Whistle Blower Committee shall conduct due inquiry into the matter, including providing due opportunity to the subject to provide inputs during investigation, and basis such inquiry, prepare and submit a report to the Board.

On receipt of such report from the Whistle Blower Committee, the Board shall take such action as may be required. If, at the end of the 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.

All reports under this Policy will be promptly and appropriately investigated 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, in accordance with applicable law.

The Whistleblower 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/black-listing etc.

NO RETALIATION

No one shall take any adverse action against any Whistleblower for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Code of Conduct & Business Ethics. The Company takes reports of such retaliation seriously. Incidents of retaliation against any Whistleblower will result in the Company taking appropriate action against those responsible, including possible termination of employment and/or initiation of legal proceedings.

DOCUMENT RETENTION

All Protected Disclosures in writing or documented along with the results of investigation relating thereto which have been proved shall be retained by the Company for a minimum period of eight years.

DISQUALIFICATIONS

While Whistleblowers who make a genuine Protected Disclosure will be accorded complete protection from any kind retaliation as set out above, any abuse of this protection will warrant disciplinary action. If a Whistleblower makes a false or unsubstantiated allegation under to this Policy, the Company may take disciplinary action against such Whistleblower.

AMENDMENT TO THE POLICY

The Company reserves the right to amend or modify this Policy in whole or in part, at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with central, state or local regulations and / or accommodate organizational changes within the Company.

HOTLINE FOR PROTECTED DISCLOSURE

A Whistleblower may make a Protected Disclosure through any of the following hotlines

- a) sending an email to appario@ethics-line.com
- b) India International Toll-free numbers 000 800 100 4382 and +91-11-71279005
- c) India number 0008001008277;
- d) Website: www.tip-offs.com