

FUTURE RETAIL LIMITED

CIN: L51909MH2007PLC268269

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

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1. PREFACE

- 1.1. At **Future Retail Limited** (“**Company**”), we believe in honesty, integrity and highest moral character from our employees and stakeholders.
- 1.2. Section 177 of the Companies Act, 2013 (“**the Act**”) requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.
- 1.3. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“**SEBI Listing Regulations**”) also provides to establish a mechanism called Whistle Blower Policy / Vigil Mechanism for Directors, employees and stakeholders to report genuine concerns about illegal and unethical practices.

Accordingly, the Company has in the past formulated a Vigil Mechanism and Whistle Blower Policy applicable to the designated employees which broadly achieves the objective.

- 1.4. The existing Vigil Mechanism Policy of the Company is being amended *inter- alia* to primarily to widen the scope of its applicability also across all its subsidiaries, joint ventures and associate companies. This amended Policy is effective from 27 March 2019 and supersedes the earlier Vigil Mechanism Policy framed and adopted by the Company.
- 1.5. This Vigil Mechanism and Whistle Blower Policy (“**Policy**”) promotes openness and encourages reporting of any sought of misconduct. While providing adequate protection to employees and other stakeholders, it encourages them to raise concerns and provides opportunity to receive feedback in relation to the actions taken in that regard. It also plays a vital role in the investigation of cases pertaining to suspected misconduct, unethical behaviour, misuse of power, violation of any legal or regulatory requirements.

The Company has also adopted a Code of Conduct for Directors and Senior Management Employees (“**the Code**”), which lays down the principles and standards that should govern the actions of the Directors and Senior Management employees of the Company. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

The Company has also adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) and also Policy and Procedure for dealing with Leak of UPSI (Collectively referred to as “**Policies for UPSI**”) that should govern the disclosure and procedure related to leak of UPSI.

This Policy also aims to provide adequate safeguards against victimization of Directors, employees and

other stakeholders who use the mechanism provided thereunder and also make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

2. POLICY OBJECTIVES

- 2.1. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company encourages its Directors, employees and other stakeholders who have concerns about suspected misconduct to come forward and express their concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to Directors, employees and other stakeholders to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Code, violation of Policies for UPSI and/or the Policy. The mechanism also provides for adequate safeguards against victimization of Directors, employees and other stakeholders to avail the mechanism and also provide for direct access to the Managing Director or Chief Executive Officer / Chairperson of the Audit Committee in exceptional cases.

This neither releases Directors, employees and other stakeholders 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. SCOPE OF THE POLICY

- 3.1. This Policy *inter-alia* covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, manipulations, negligence causing danger to public health and safety, misappropriation of resources, any insider trading/dealing in the securities of the Company in violation of the concerned code of conduct of the Company, provisions of Policies for UPSI or any applicable laws, violations of Company rules including the governing policies, and other matters or activity on account of which the interest of the Company is or could potentially have an adverse effect.

- 3.2. The following matters, however, are excluded from the Scope of this Policy:

- Personal grievances;
- Dissatisfaction with appraisals, rewards or other employment matter;
- grievances relating to employment terms and conditions;
- Sexual harassment;
- Any business or operational suggestions;
- Other policies of the Company which are not inconsistent with the provisions of this policy.

4. DEFINITIONS

- 4.1. “**Alleged wrongful conduct**” shall include violation of law, infringement of Company’s rules, misappropriation of resources, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

- 4.2. **“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance with the Act and the SEBI Listing Regulations.
- 4.3. **“Board”** means the Board of Directors of the Company.
- 4.4. **“Company”** means, **“Future Retail Limited”**
- 4.5. **“Employee(s)”** means all the employees of the Company (whether working in India or abroad and whether temporary or permanent, those of deputation to other group companies/subsidiaries/joint ventures/associates) and Directors of the Company.
- 4.6. **“Other Stakeholders”** means and include any trainees, seconded staff, interns, consultants of the Company and/or any person associated with the Company and/or its group entities and/or any of its affiliates, subsidiaries, joint ventures or associates which includes any individual, company, firm, institution who/which may come into contact with the Company during the course of business dealings/engagements and includes actual and potential clients, customers, service providers, suppliers, distributors, business contacts, agents, advisers, retainers, government and public bodies, business associates.
- 4.7. **“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company or Other Stakeholders, through a written communication being made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 4.8. **“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 4.9. **“Vigilance and Ethics Officer”** means an officer appointed to receive Protected Disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal.
- 4.10. **“Whistle Blower”** is someone who, in good faith, raises any concern or activity, which he/she has reason to believe will fall under the category of malpractice, unethical, illegal, corrupt or reports any violation, misconduct or non-adherence with the provisions of this Policy, the Code, Policies for UPSI , other Company rules/policies and other applicable laws.

5. ELIGIBILITY

- 5.1. All Employees and Other Stakeholders are eligible to make Protected Disclosures under this Policy in relation to matters concerning the Company.
- 5.2. Whistle Blowers are encouraged to put their names to their disclosures however, individuals may raise concerns anonymously. It would be though difficult for the Company to provide complete protection to any anonymous disclosures.

As compared to concerns raised where Whistle Blower(s) have chosen to identify themselves, the Company will decide to take up an anonymously expressed concerns based on the following factors:

- a) The seriousness of the issue raised;
- b) the credibility of the concern; and
- c) the likelihood of confirming the allegation from attributable sources.

Whistle Blowers are, therefore, strongly encouraged to share their identity while making Protected Disclosures under this Policy.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- 6.1. 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.
- 6.2. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “**Protected disclosure under the Whistle Blower Policy**”. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the Whistle Blower and the protected disclosure will be dealt with as if it is a normal disclosure. In order to protect identity of the Whistle Blower, the Vigilance and Ethics Officer will not issue any acknowledgement to the Whistle Blower and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he / she will get in touch with the Whistle Blower.
- 6.3. The Protected Disclosure should be forwarded under a covering letter signed by the Whistle Blower. The Vigilance and Ethics Officer / Chairperson of the Audit Committee / Managing Director / CEO of the Company as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairperson of the Audit Committee in exceptional cases.

- 6.4. The contact details of the Vigilance and Ethics Officer is as under:-

Name and Address –

Head of People office

Future Retail Limited

Knowledge House, Off. Jogeshwari-Vikhroli Link Road,

Jogeshwari (E), Mumbai – 400 060

Email- ethicsofficer@futureretail.in

- 6.5. Protected Disclosure against the Vigilance and Ethics Officer and the Protected Disclosure against the Managing Director / CEO of the Company should be addressed to the Chairperson of the Audit Committee.

The contact details of the Chairperson of the Audit Committee are as under:

**Name and Address –
Chairperson of Audit Committee**
Future Retail Limited
Knowledge House, Off. Jogeshwari - Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060
E-mail- chairperson.ac@futureretail.in

- 6.6. On receipt of the Protected Disclosure the Vigilance and Ethics Officer / CEO / Managing Director / Chairperson of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the Whistle Blower whether he / she was the person who made the Protected Disclosure or not. He / She shall also carry out initial investigation either himself / herself or by involving any other officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will *inter-alia* include:
- a. Brief facts;
 - b. Whether the same Protected Disclosure was raised previously by anyone either on same subject or related thereto, and if so, the outcome thereof;
 - c. Details of actions taken by Vigilance and Ethics Officer / CEO / Managing Director / Chairperson of the Audit Committee for processing the complaint;
 - d. Findings of the Audit Committee;
 - e. The recommendations of the Audit Committee / other action(s).
- 6.7. The Audit Committee, if it deems fit, may call for further information or particulars from the Whistle Blower.

7. INVESTIGATION

- 7.1. All Protected Disclosures under this Policy and the proceedings of the initial investigations will be recorded and if required, be thoroughly investigated. The Audit Committee may further investigate and at its discretion consider involving any other Officer of the Company and/or an outside agency for the purpose of such further investigation.
- 7.2. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.
- 7.3. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunity for providing their inputs during the investigation.
- 7.4. Subject(s) shall have a duty to co-operate with Vigilance and Ethics Officer / the Audit Committee or any of

the officers appointed in this regard.

- 7.5. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by Subject(s).
- 7.6. Vigilance and Ethics Officer / the Audit Committee will at their discretion will conduct their actions, investigations in a fair manner keeping in mind the interest of the Company and Stakeholders. 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.

8. DECISION AND REPORTING

- 8.1. If an investigation leads to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Chairperson of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as may be deemed fit. It is clarified that any disciplinary or corrective action initiated against the Subject(s) 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.
- 8.2. The Vigilance and Ethics Officer/CEO/Managing Director shall submit a report to the Chairperson of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- 8.3. In case the Subject(s) is the Vigilance and Ethics Officer / CEO / Managing Director / Chairperson of Audit Committee of the Company, the Protected Disclosure shall be forwarded to the Chairperson of the Audit Committee or other members of the Audit Committee as the case may be. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.
- 8.4. A Whistle Blower who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject(s) to the Vigilance and Ethics Officer or the CEO/Chairperson of the Audit Committee, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. SECRECY / CONFIDENTIALITY

- 9.1. The Whistle Blower, Vigilance and Ethics Officer, CEO/Managing Director, Members of the Audit Committee, the Subject(s) and everybody involved in the process shall:
 - a. Maintain confidentiality of all matters referred 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. Not keep the papers connected to the investigation unattended anywhere at any time;
 - d. Keep the electronic mails / files under password.

10. PROTECTION

- 10.1. No unfair treatment will be meted out to a Whistle Blower by virtue of he/she having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties / functions. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, and if required the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- 10.2. A Whistle Blower may report any violation of the above referred provisions to the Chairperson of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 10.3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the Whistle Blower will not be revealed unless he/she has made either his/her details public or disclosed his/her identity to any other office or authority. In the event, the identity of the Whistle Blower being disclosed wrongfully, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this Policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organisation are subject to subpoena.
- 10.4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 10.5. The Whistle Blower before making a complaint is required to have reasonable information or cause to believe that an issue exists and he/she has made a complaint in good faith. Any complaint not made in good faith as may be assessed by the Audit Committee, shall be viewed seriously and the Whistle Blower shall be subject to disciplinary action by the Company. This Policy does not protect an Employee / Other Stakeholders from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

11. ACCESS TO CHAIRPERSON OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairperson of the Audit Committee directly in exceptional cases.

12. COMMUNICATION

Employees and Other Stakeholders shall be informed about this Policy through by publishing on the website of the Company or by any other means of communication as may be decided.

13. RETENTION OF DOCUMENTS

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

14. ADMINISTRATION AND REVIEW OF THE POLICY

The Chief Executive Officer / Whole Time Director / Managing Director / Compliance Officer shall be responsible for the administration, interpretation and application of this policy.

15. REVIEW AND AMENDMENTS

Subject to the applicable laws, the Board may amend this Policy from time to time. In the event of any conflict between the provisions of this Policy and the applicable laws, the later shall prevail.
