

VIGIL MECHANISM / WHISTLE BLOWER POLICY (POLICY)

DELHI DUTY FREE SERVICES PRIVATE LIMITED

1. PREFACE

- 1.1. Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 every company (a) which accepts deposits from public, (b) which has borrowed from banks and public financial institutions in excess of fifty crore rupees, shall establish a vigil mechanism for the Directors and Employees to report genuine concerns and grievances about unethical behaviors, actual or suspected fraud or violation of Company's code of conduct. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the audit Committee in appropriate or exceptional cases.
- 1.2. The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code") which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

2. POLICY OBJECTIVES

- 2.1. The Policy is an extension of the Code of the Company which lays down principles and standards that should govern the actions of the Company and its employees. The vigil (whistle blower) mechanism provides a channel to the employees, Directors and stakeholders to raise concerns about unethical behavior, actual or suspected fraud or violation of the Code or Policy. The mechanism provides for adequate safeguards against victimization of employees, Directors and stakeholders to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
- 2.2. The Policy neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for taking up grievance about a personal situation.

3. SCOPE OF THE POLICY

- 3.1. This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.
- 3.2. This Policy does not cover issues relating to grievances such as performance appraisals, promotions and transfers.

3.3. The Whistle Blower shall not be involved in deciding what course of remedial action is warranted in a given case.

4. DEFINITIONS

4.1. **“Alleged wrongful conduct”** shall mean misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected.

4.2. **“Audit Committee”** means committee constituted by the Board of Director of the Company.

4.3. **“Board”** means the Board of Directors of the Company.

4.4. **“Company”** means Delhi Duty Free Services Private Limited.

4.5. **“Code”** means code of conduct of the Company for Directors and Senior Management Personnel.

4.6. **“Protected Disclosure”** means a written communication made in good faith which discloses or demonstrates information about an unethical or improper activity that may evidence unethical or improper activity.

4.7. **“Subject”** means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

4.8. **“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 and informing the Whistle Blower the result thereof.

4.9. **“Whistle Blower”** is any person who makes a Protected Disclosure under this Policy under this Policy as a complainant.

5. ELIGIBILITY

All employees, Directors, consultants, vendors, service providers, partners of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES.

6.1. All Protected Disclosures should be reported by the Whistle Blower through the following modes (i) a letter, typed or written in a legible handwriting in English and addressed to the Chairman of the Audit Committee (ii) through electronic mode by an email to Chairman of the Audit Committee at chairman.auditcommittee@delhidutyfree.co.in.

6.2. Anonymous / Pseudonymous disclosure shall not be entertained.

6.3. Chairman of the Audit Committee on receipt of the complaint shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency for further appropriate investigation and needful action.

6.4. Further information or particulars from the Whistle Blower may be called for, if required.

7. INVESTIGATION

7.1. The decision to conduct an investigation by Chairman of Audit Committee himself or through others is by itself not an accusation and is to be treated as a neutral fact finding process.

7.2. Subject(s) will normally be informed in writing of the allegation at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

7.3. Subject(s) shall have a duty to co-operate with the Chairman of Audit Committee or any of the Officers appointed by him in this regard.

7.4. Subject(s) have a right to consult with a person or persons of their choice.

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 the Subject(s).

7.6. Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

7.7. Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject(s) should be consulted as to whether Public Disclosure of the investigation results would be in the best interest of the subject and the Company.

7.8. The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Chairman of Audit Committee deems fit.

8. DECISION AND REPORTING

8.1. If an investigation leads to the conclusion that an improper or unethical act has been committed, Chairman of the Audit Committee shall recommend to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action

initiated against the Subject 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. A Whistle Blower who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject with an intent to defame or cause inconvenience, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. PROTECTION

9.1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her 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 duties/ functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

9.2. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

9.3. Any other person assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

10.1. 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.

11. RETENTION OF DOCUMENTS

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

12. AMENDMENT

12.1. The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.