WHISTLE BLOWER POLICY

FABINDIA LIMITED
(Formerly known as Fabindia Overseas Private Limited)
CIN: U74899DL1976PLC008436
Registered Office: Plot no. 10, Local Shopping Complex, Sector B Pocket-7, Vasant Kunj, New Delhi 110070

Adopted on: May 11, 2017
Amended on: October 15, 2019 by Board of Directors
Amended on: January 15, 2022, June 21, 2022 and April 12, 2023
Approved by: Audit Committee
Signed by: Managing Director

.....

CONTENTS

S. No.	Particulars	Page No.
1.	Preface	2
2.	Objective	2
3.	Applicability	3
4.	Definitions	3
5.	Reporting Responsibility	5
6.	False complaints	5
7.	Manner in which concerns can be raised	6
8.	Investigations	6
9.	Protection	8
10.	Secrecy/ Confidentiality	9
11.	Reward	10
12.	Document Retention	10
13.	Amendment	11
14.	References	11
15.	Interpretation	11

Preface

Fabindia Limited, formerly known as Fabindia Overseas Private Limited (hereinafter referred to as "Fabindia" or "the Company"), believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to developing a culture where it is safe for all Employees to raise concerns about any poor or unacceptable practice and/or any event of misconduct.

Objective

The objective of Whistle Blower Policy ("Policy") is to devise a procedure by which the Company Personnel can report to the Company, Bona Fide Concerns on any actual or potential violation of Fabindia's Code of Conduct and/or General Policies. The Code of Conduct of Fabindia strongly encourages raising Concerns regarding any violation of the Code and to report these immediately. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 makes it mandatory for listed companies to constitute a vigil mechanism/ Whistle Blower Policy to report genuine Concerns of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

The Policy provides a framework to promote responsible and secure whistle blowing. It protects employees, customers and/or third-party intermediaries wishing to raise a Concern about serious irregularities within the Company and provide for adequate safeguards against victimization of persons who use this vigil mechanism.

The Policy intends to cover concerns that could have an adverse impact on the operations and performance of the business of the Company. The Policy neither releases employees, customers and/or third-party intermediaries from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

Employees, directors, customers, and/or third-party intermediaries such as agents and consultants may use the procedures set out in this Whistle Blower Policy to submit confidential and/or anonymous complaints. This Policy allows for disclosure by employees, directors, customers and/or third-party intermediaries of such matters internally, without fear of reprisal, discrimination or adverse employment consequences, and also permits the Company to address such Disclosures or complaints by taking appropriate action, including but not limited to, disciplining or terminating employment and/or services of those responsible. The Company will not tolerate any retaliation against any employee, director, customer and/or third- party intermediary for reporting in good faith any inquiry or Concern.

Applicability

This Policy is applicable to all directors, employees, personnel and other associated persons of the Company, its subsidiaries and other controlled affiliates. Affiliates of the Company must adopt and follow the Company's Code of Conduct and this Whistle Blower Policy.

Definitions

"Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

"Affiliate" is a subsidiary or other entity in which the power to control the entity is possessed by or on behalf of the Company.

"**Board**" shall mean the Board of Directors of the Company.

"**Bona Fide**" shall mean Disclosure of a Concern based on a reasonable inference of unethical and improper activities or any other alleged wrongful conduct.

"**Code of Conduct"** shall mean the HR Policy Manual adopted by Company.

"**Company**" shall mean FABINDIA LIMITED.

"Concern/ Complaint/ Disclosure/ Protected Disclosure/ Reported Concern" shall mean a *bona fide* written communication made in good faith by a Whistle Blower that discloses or demonstrates information that may evidence unethical practices or improper activity.

"Director" means all the past and present Directors on the Board of the Company.

"Disciplinary Action" means any action that can be taken on the completion of/during the Investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

"Employee" means every employee including contractual employees and off-roll employees in the employment of the Company and of the subsidiaries, affiliates and associates (whether working in India or abroad).

"Ethics Committee" means a committee of persons i.e., minimum of three members who are appointed by the Audit Committee to conduct detailed investigation. The Ethics Committee shall function as the single point of contact for the purpose of receiving whistle blower complaints fromall the persons covered under the definition of Personnel under this Policy, to assist and advise in the investigation of reported concerns and provide an independent non-bias view, in accordance with this Policy ensuring appropriate action.

"Fraud Response Plan" sets out the actions to be taken on receipt of a Concern under this Policy. It defines authority levels, responsibilities for action and the reporting lines.

"Investigation" shall mean the investigations conducted in accordance with this Policy.

"Investigators" means Ethics Committee or in exceptional cases, the Audit Committee or any other person authorized, appointed, consulted or approached by the Ethics Committee or the Audit Committee, as the case may be.

"Personnel" means any officer, customer, contractor and/or third-party intermediary including but not limited to suppliers, job workers, franchises, landlord, contractual professionals, agents, consultants and other business associates engaged to conduct business on behalf of the Company.

"Questionable Accounting or Auditing Matters" include, without limitation, the following: Misrepresentation or false statement to or by a supervisor/ executive regarding a matter contained in the financial records, financial reports, audit reports, inventory reports, store accounting reports of the Company; or deviation from full and fair reporting of the Company's financial condition.

"Reportable Matters" includes, but is not limited to the following list of unacceptable/ unethical practices/ misconduct:

- Data leakage/ Disclosure of confidential information
- Acceptance of or giving kickbacks or bribes by any Company Personnel
- Pursuit of a benefit or advantage in violation of conflict-of-interest policy of the Company
- Violations of the Company's HR policy manual/ code of conduct framed by the Company
- Violations of laws applicable to the Company, anti-bribery and anti-corruption policy
- Questionable accounting, internal accounting controls or auditing matters
- Disclosures in documents filed by the Company with statutory authorities and other public Disclosures made by the Company that may not be complete or accurate.
- Forgery or unauthorized alteration of documents/ manipulation of computer files
- Misappropriation or misuse of Company resources, such as funds, supplies or other assets
- Authorizing or receiving compensation for goods not received or services not rendered/ hoursor days not worked.
- Fraudulent financial reporting
- Fraud against the Company's shareholders
- Abuse of power/ authority
- Any other activity by an Employee that is undertaken in the performance of the Employee's official duties, whether or not that action is within the scope of his or her employment, and which is in violation of any law or regulation, or constitutes misconduct, malfeasance, bribery, fraud, misuse of Company property, or willful omission to perform his or her duties, or involves gross misconduct.
- Any illegal act/ criminal offence
- Environmental damage, health and safety risks
- any other act having similar effect/outcome.

"Subject" means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an Investigation.

"Victimization" shall mean an adverse action or failure to take appropriate management action, affecting the whistle blower's employment or employment related benefits, including but not limited to salary, promotion, job profile, immunities, leaves, training benefits, and/or any other benefits and/or privileges relating to the whistle BLOWER.

"Whistle Blower" is someone who makes a Protected Disclosure/ Concern under this Policy. Further, the individual may have access to data, events or information about an actual, suspected or anticipated Reportable Matter within or by the organization, and makes or attempts to make a deliberate, voluntary and Protected Disclosure or Complaint of organizational malpractice.

Reporting Responsibility

Personnel will often be the first to realize instances of impropriety and the facts relating to any wrongdoing. All Personnel have an obligation to report any of the Reportable Matters, of which they are or become aware of, to the Company. However, due to various reasons which include indifference to the issue, fear of reprisal or plain non-clarity on the issue, such instances may go unreported. This Policy is intended to encourage and enable Personnel to raise serious Concerns within the Company prior to seeking resolution outside the Company.

The Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing. This Policy ensures that Personnel are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Reportable Matters nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. Further, this Policy is not intended to cover career related or other personal grievances.

The Whistle Blower's' role is that of a reporting party. Whistle Blowers are not Investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

False Complaints

While this Policy is intended to protect genuine Whistle Blowers from any unfair treatment as a result of their Disclosure, misuse of this protection by making frivolous and bogus Complaints with mala fide intentions is strictly prohibited. Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues. Any Personnel filing Complaints with mala fide intentions and which are subsequently found to be false will be subject to strict disciplinary action.

Manner in which Concern can be raised

Personnel can make Protected Disclosure as soon as possible. However, it is recommended that the Disclosure is made not later than 180 consecutive days after becoming aware of the Reportable Matter by contacting the Ethics Committee at whistleblower@fabindia.net or they may address their Complaints to The Ethics Committee, Care of [1]Chief People Officer, Fabindia Limited, [3]Head Office, C-40, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 for Investigation by the Ethics Committee.

In exceptional cases, the Employees and Directors can make Protected Disclosure as soon as possible not later than 180 consecutive days after becoming aware of the Reportable Matter by contacting the Chairperson of the Audit Committee at [2]snmehta@gmail.com.

Whistle Blower may raise the Concern in a confidential or anonymous manner. However, it is recommended that the Whistle Blower mentions his/her name as part of the Complaint. The Complaints should contain as much specific information as possible to allow proper assessment of the nature, extent and urgency of the issues raised in the Concern.

To the extent possible, the Complaint or Disclosure must include the following:

- The employee, and/or outside party or parties involved.
- The location where it happened (division, office).
- When did it happen: a date or a period of time?
- Type of Concern/ events which took place (what happened)

The Whistle Blower will be provided with an acknowledgement of their Protected Disclosures that can be used to provide any additional information or seek feedback or updates on actions taken by the Company.

Investigations

Investigation will be carried out to determine the authenticity of the Complaints and allegations thereunder and for fact-finding purposes. All Protected Disclosures reported under this policy will be thoroughly reviewed by the Ethics Committee, which may consult with any member of management or Employee, or external party who is believed to have appropriate expertise or information to assist Investigation. The Investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt.

If initial enquiries by the Ethics Committee indicate that the Concern has no basis, or it is not a matter to be investigated or pursued under this Policy, it may be dismissed at this stage and the decision will be documented.

The Investigation team should not consist of any member with possible involvement in the said allegation. If any member of the Ethics Committee has a conflict of interest in any given case, he/she shall recuse himself/herself and the same should be notified to the Audit Committee of the Company. The Ethics Committee excluding the conflicted member shall continue to investigate the Reported

[1] The change in designation to Director- Human Resource and People Development

[2] Pursuant to the change in the Audit Committee Chairman from Mr. Gyanendra Nath Gupta to Mr. Saurabh N. Mehta, the Chairman's email ID has been updated accordingly.

[3] The Head Office of the Company has been shifted to 9th Floor, Tower-2, L&T Business Park, Sector-27D, Faridabad – 121003, Haryana w.e.f., December 08, 2025.

Concern.

Any Complaint against the Chief Operating Officer, Chief Financial Officer, Company Secretary, Chief Executive Officer, Executive Director(s) and/or the Managing Director, i.e. any person appointed as Key Managerial Personnel under Section 203 of the Companies Act, 2013, should be raised to the Audit Committee. If in case any Member of the Audit Committee has a conflict of interest in any given case, he/she shall recuse himself/herself and the remaining members of the Audit committee shall investigate the matter with or without the assistance of outside professionals/professional bodies. In exceptional cases, the Board of Directors may undertake investigation either on its own or through a Committee of Directors with or without the assistance of outside professionals/professional bodies.

All information disclosed during the course of the Investigation will remain confidential, exceptas necessary or appropriate to conduct the Investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any Concerns or Complaints regarding Reportable Matters to appropriate external regulatory authorities. All Personnel have a duty to cooperate in the Investigation of Complaints reported as mentioned hereinabove. Depending on the nature of the Complaint, any concerned Personnel, at the outset of formal Investigations, may be informed of the allegations against him/her and provided an opportunity to reply to such allegations.

Personnel shall be subject to strict Disciplinary Action up to and including immediate dismissal, if they fail to cooperate in an Investigation, or deliberately provide false information during an Investigation. If, at the conclusion of its Investigation, the Company determines that a violation hasoccurred or the allegations are substantiated, the Company will take effective remedial action commensurate with the severity of the offence. This may include Disciplinary Action against the concerned Personnel. The Company may also take reasonable and necessary measures to prevent any further violations which may have resulted in a Complaint being made.

In some situations, the Company may be under a legal obligation to refer matters to appropriate external regulatory authorities.

The Investigation shall normally be completed by the Ethics Committee within 30 to 60 days which may be extended to 90 days depending upon the severity/ impact levels of resolution of the Whistle Blower Complaints.

The Investigators shall make a detailed written record of the Protected Disclosure. The record will include:

- Facts of the matter
- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof.
- Whether any Protected Disclosure was raised previously against the same Subject.
- The implications/outcome, including financial irregularity and/or any other loss which has been incurred/ would have been incurred by the Company.
- Findings of Investigators and the reasons, therefore.
- A final report shall be submitted by the Ethics Committee to the Audit Committee or within 7 days of completion of Investigation.

- In case the Investigation cannot be concluded within the stipulated period(s) as mentioned above and extension shall be required, an interim report may be submitted by the Ethics Committee giving inter alia, the tentative date of completion and reasons for extension.
- Recommendations of the Ethics Committee including any Disciplinary Action to be taken.

On submission of report, the Audit Committee shall discuss the matter with the Ethics Committee, and shall either:

- in case the Protected Disclosure is proved: accept the findings of the report and direct the Chief Executive Officer and Managing Director for taking preventive and corrective actions as per the Fraud Response Plan that would ensure no future recurrence of the matter.
- in case the Protected Disclosure is not proved: close the matter
- In exceptional cases, the Audit Committee may have the responsibility for coordinating the Investigation of any serious Protected Disclosures concerning the alleged violation of lawsor regulations that apply to the Company and may forward the findings of the Investigation to the Board for further action.

The Audit Committee shall submit an Annual Report to the Board of Directors about all the Protected Disclosures referred either directly to the Audit Committee or through the Ethics Committee together with the results of Investigations.

To the extent possible and if not raised anonymously, the Whistle Blower will be informed of the final outcome within a reasonable time after conclusion of the Investigation and adoption of recommendations by the Company, no later than 15 (fifteen) days. In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the Investigation or the decision, she/he can make a direct appeal to the Board of Directors.

A person who has committed or has been involved in unacceptable conduct in terms of the Whistle Blower Policy will not be immune from Disciplinary Action, merely because he has reported the unacceptable conduct in accordance with the Whistle Blower Policy.

Protection

Company is committed to ensure that no adverse penal action is 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 Disclosure/s.

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reporteda Protected Disclosure under this Policy. The Company will take steps to minimize difficulties, whichthe Whistle Blower may experience as a result of making Protected Disclosure/s. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure and his/her duties thereunder.

If any Personnel who makes a Disclosure or Complaint in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, should bring the matter to the Ethics Committee's attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

The Company will accord and undertake to provide the Whistle Blower in any instance of Victimization and/ or unfair treatment for his/ her having reported a *bona fide* Concern, a provisionfor direct access to the Audit Committee in appropriate and exceptional cases. Further, a serious
view will be taken including departmental action in terms of the Company's code of conduct on such persons victimizing the Whistle Blower.

Any Whistle Blower raising Concerns about Reportable Matters will be protected against threats of retaliation, discharge, or other types of discrimination including compensation or terms and conditions of employment/association with Company that are directly related to the raising of the Concern.

Any other Employee assisting in an Investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

The identity of the Whistle Blower shall be kept strictly confidential by the Ethics Committee, Audit Committee and the company's Board of Directors.

Secrecy/ Confidentiality

The Whistle Blower, the Subject, the Ethics Committee and everyone involved in the process shall:

- Maintain complete confidentiality/ secrecy of the matter
- Not discuss the matter in any informal/social gatherings/ meetings
- Discuss only to the extent or with the persons required for the purpose of completing the process and Investigations
- Not keep the papers unattended anywhere at any time
- Keep the electronic mails/ files password protected

If anyone is found not complying with the above, he/ she shall be held liable for such Disciplinary Action as is considered necessary in terms of the Company's code of conduct.

Reward

As a token of appreciation, the Whistle Blower will be awarded by the Company in case the matter reported is proven and Whistle Blower's pro activeness results in financial savings to the Company.

Value of Savings to the Company	Reward to the Whistle Blower
Up to Rs. 25 Lakhs	Rs. 10,000 or 10% of the amount whichever is higher
Above Rs. 25 Lakhs and upto Rs. 1 Crore	7.5% of total savings to the Company
Over Rs. 1 Crore	5% of total savings to the Company

Document Retention

The Ethics Committee shall maintain documentation of all Complaints or reports subject to this Policy. The documentation shall include any written submissions provided by the complainant, all video/ audio recordings made during the process of Investigation and/ or any other Company documents identified in the Complaint or by the Company as relevant to the Complaint, a summary of the data and manner in which the Complaint was received by the Company and any response by the Company to the complainant. Following aspects are to be considered in this regard:

- All the physical records will be kept under lock and key
- All virtual records will be kept protected by a reasonably complex password
- Originals and appropriate back up shall be retained for all records
- All documents and data, either physical or electronic, secured during Investigation, shall be handled and preserved with an assumption that it may be presented as evidence in the court of law.
- Data (if any) gathered from computers/ laptops/ mobile/ other storage devices of the Personnel and other Employees shall be secured only by certified forensic professionals, in a manner that is admissible in court of law.
- All records shall be preserved in a central online or offline repository which should be accessible only to the Ethics Committee.
- All records/ documents/ data exchanged or stored on servers, in folders or otherwise shall be password protected.
- All communication exchanged related to the Investigation over emails shall be marked as "Strictly Confidential".
- All communication exchanged with attorneys in relation to the Investigation shall be marked as "Attorney Client Privileged" and/ or "Attorney Work Product Doctrine".
- The Human Resource department shall ensure that appropriate records of the Disciplinary Actions taken are maintained and updated in the HR file of the Employees.

All Protected Disclosures in writing or documents along with Investigation evidence and related documentation shall be retained by the Company for a minimum of seven (07) years from the date of receipt of the Complaint under the supervision of the Ethics Committee. The documents maybe archived based on the Company archiving policy post expiry of the aforementioned period aftertaking the approval of the Ethics Committee.

Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the Investigation, as indicatedabove.

Amendment

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

References

The Policy should be referred to in conjunction, amongst others, with the following:

- Company's code of conduct and general policies
- Applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
- Applicable provisions of Prevention of Corruption Act, 1988
- Applicable provisions of the Indian Penal Code, 1860
- Applicable provisions of Indian Evidence Act, 1872
- Any other applicable law/s

Interpretation

Any exception to the Policy guidelines/ matter not specifically covered under the above guidelines shall be considered on case-to-case basis for approval by the Ethics Committee. In case of definitions being repeated in multiple policies, a more inclusive definition shall be considered. The interpretation of this Policy rests exclusively with the Company. The decision of the Company shall be final and binding.