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PDS LIMITED

(Erstwhile PDS Multinational Fashions Limited)

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

(Adopted on January 23, 2015 and amended on November 13, 2015, February 14, 2020, May 27, 2021, and November 9, 2021 and May 16, 2022)

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1. Preamble

- 1.1 PDS Limited (Erstwhile PDS Multinational Fashions Limited) (the “Company”) and its Subsidiaries, Affiliates and Joint Ventures (collectively the “PDS Group”) are committed to complying with the foreign and domestic laws that apply to them, satisfying the PDS Group’s Code of Conduct, and particularly to assuring that business is conducted with integrity and that the PDS Group’s financial information is accurate. If potential violations of PDS Group’s policies or applicable laws are not recognized and addressed promptly, PDS Group and those working for or with PDS Group could face governmental investigation, prosecution, fines, and other penalties. Consequentially, and to promote the highest ethical standards, the PDS Group will maintain a workplace that facilitates the reporting of potential violations of Company policies and applicable laws. 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 policy (the “Policy” or the “Whistle Blower or Vigil Mechanism Policy”). It is a mechanism to empower the Employees and other stakeholders to report to the PDS Group instances of any Malpractices (*as defined below*).
- 1.2 This Policy is in compliance with Section 177(9) of the Companies Act, 2013 (India) and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates every listed company to establish a Vigil Mechanism and all other laws of respective jurisdictions as applicable to Subsidiaries, Affiliates and Joint Ventures.

2. Definitions

- 2.1 “Audit Committee” means that the Audit Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013 and read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2.2 “PDS Group” and “Company” shall have the meaning given to such terms in Section 1 above.
- 2.3 “Employee” means an employee or director of the PDS Group.
- 2.4 “Investigators” means those persons authorized, appointed, or consulted by the Chairman of the Audit Committee or the Ombudsperson in relation to an investigation of the Protected Disclosure. An Investigator may be any Employee or director of the Company, or an external agency as may be identified by the Chairman of the Audit Committee or the Ombudsperson (as the case may be).
- 2.5 “Malpractices” shall have the meaning given to such term in Section 3 below.
- 2.6 “Policy” means this Vigil Mechanism Policy, as may be updated, and amended from time to time.
- 2.7 “Protected Disclosure” means a written communication (whether by letter or email) disclosing information in relation to any Malpractices, made by the Whistle Blower.

- 2.8 “Reviewing Authority” – Group CEO, Group CFO, and Head of Legal and Company Secretary at Corporate Office will be Reviewing Authority.
- 2.9 "Subject" is a person or persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of investigation.
- 2.10 “Vigilance Officer/ Ombudsperson” shall be the Group CHRO. He/she would be authorized by the Board of the Company for the purpose of receiving all 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.
- 2.11 “Whistle Blower” means an Employee, contractor, director, shareholder, vendor, consultant, advisor, or a person having interest or otherwise dealing or being associated with the PDS Group, who makes disclosure in good faith about any Malpractices.

3. Scope

- 3.1 The administration of this Policy (including any reporting, investigations, actions undertaken pursuant to this Policy), shall take place under the overall guidance and direction of the Audit Committee.
- 3.2 All Employees are covered under this Policy.
- 3.3 This Policy covers malpractices and events which have taken place or suspected to have taken place in the Company, including violations of the principles the code of conduct, other policies, or SOPs of PDS Group (collectively, the “Malpractices”) which may include but is not limited to the following:
- Corruption.
 - Fraud, Theft, Bribery.
 - Misappropriation of Company funds, financial reporting violations.
 - Misuse/abuse of official person.
 - Misuse or Manipulation of data / documents.
 - Any other act which affects the interest of the Company adversely and has the potential to cause financial or reputational harm to PDS Group.
- 3.4 This Policy is an extension of the Company’s Code of Conduct. The Whistle Blower’s role is that of a reporting party with reliable information about Malpractices. Whistle Blowers are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- 3.5 PDS Group has issued other policies which are applicable to all the Employees of the PDS Group. If any of these policies contain any pre-existing or defined reporting mechanism, the Employees must use that mechanism for reporting any suspected or actual violation of that Policy.

4. Reporting Responsibility

- 4.1 It is the responsibility of every Employee, vendor, contractor, or any other stakeholder of the PDS Group to report genuine concerns about any Malpractices in accordance with the procedure set out in this Policy.
- 4.2 If there is a doubt about whether a particular situation amounts to a Malpractice under this Policy, the relevant person is encouraged to consult his/her reporting managers, or respective locational/functional human resources head, prior to using this Policy.

5. Reporting Mechanism

- 5.1 All Protected Disclosures made under this Policy must be submitted to Vigilance Officer through:

E-mail to whistleblower@pdsmultinational.com ;

OR

Representation in writing in a sealed cover to the Vigilance Officer at below address:

The Vigilance Officer,

Unit No. 971, Solitaire Corporate Park Andheri Ghatkopar Link Road,
Andheri East, Mumbai – 400093, Maharashtra, India

OR

Through website of PDS Group at:

NAVEX Link: -Visit www.pdsmultinational.ethicspoint.com and click on 'Make a Report' tab

NAVEX Hotline: - Visit www.pdsmultinational.ethicspoint.com and click on respective country link for the hotline number.

- 5.2 If the Whistle Blower has concerns regarding submission to Protected Disclosure to Vigilance Officer, he/she may report to directly to the Chairman of the Audit Committee. The details of the Chairman of the Audit Committee are as under:

E-mail to auditcommittee@pdsmultinational.com

OR

Representation in writing in a sealed cover to Chairman of Audit Committee at below address:

The Chairman of Audit Committee,

Unit No. 971, Solitaire Corporate Park Andheri Ghatkopar Link Road,
Andheri East, Mumbai – 400093, Maharashtra, India

- 5.3 Protected Disclosures involving the Chairman of the Audit Committee should be made to the Chairman of the Board of Directors of the Company. If the Chairman of the Board of Directors of the Company is the same person as the Chairman of the Audit Committee, such Protected Disclosure may be made to any other Director.
- 5.4 Protected Disclosure should be reported in writing to ensure a clear understanding of the issues raised and should either be typed or written in legible handwriting in English or in the regional language of the place of employment of the Whistle Blower.

- 5.5 The Whistle Blower should provide factual data and as much specific information as possible in the Protected Disclosure Form as set out in Annexure A of this Policy or as available on the intranet of PDS Group or as requested or directed by the person authorized to conduct the investigation under this policy to allow for proper assessment with respect to the disclosure. Provided that the Vigilance Officer/Chairperson of the Audit Committee/relevant director (as applicable), may dispense with this requirement on a case-to-case basis, and may accept Protected Disclosures in any other written form.
- 5.6 Disclosures should be made by the Whistle Blower at the earliest possible opportunity, as soon as he/she becomes aware of suspected unethical behaviour, actual or suspected fraud or violation to be disclosed under this Policy, but not later than 30 days, unless the delay can be justified.
- 5.7 Complaints can be submitted without disclosing the identity if the Whistle Blower wishes not to disclose his identity. Further, it is Whistle Blower's responsibility to maintain secrecy of the reporting.

6. Investigation

- 6.1 The Ombudsperson shall, on receipt of a Protected Disclosure, assess whether it contains verifiable information. In case the disclosure made does not have any specific & verifiable information, the Ombudsperson will not be required to take any action. This would be suitably recorded and placed before the Reviewing Authority.
- 6.2 Upon being satisfied that the Protected Disclosure has verifiable information, the Ombudsperson shall forward the same to the Reviewing Authority and decide the course of action to be taken to progress the necessary enquiry/ investigation with regard to the complaint in consultation with the Reviewing Authority. The Ombudsperson may consult with and seek inputs from the Reviewing Authority from time to time in connection with any investigation.
- 6.3 The Ombudsperson may consider involving any suitable competent person or an external investigator for the purpose of investigation, and if he/she so requests, then the Reviewing Authority review, discuss and may consider such request and appoint such investigator. In all such cases, only the matter of investigation will be forwarded to the Investigator(s). The Investigator(s) shall be under an obligation to maintain confidentiality with respect to all information accessed by them, as well as with respect to their findings.
- 6.4 Upon conclusion of the investigation process, a report duly recording the evidence, findings and recommendations shall be prepared by the Ombudsperson and placed before the Reviewing Authority. Any findings of any Investigators shall also be placed before the Reviewing Authority.
- 6.5 Once approved by the Reviewing Authority, the final report recording all relevant facts, findings, evidence, and suitable recommendations shall be placed before the Audit Committee.

- 6.6 Any inquiry/ investigation conducted against any Subject shall not be construed by itself as an act of accusation and shall be carried out as neutral fact -finding process, without presumption of any guilt.
- 6.7 The inquiry/ investigation shall be conducted in a fair manner and provide adequate opportunity for hearing to the Subject and a written report of the findings should be prepared for submission.
- 6.8 All Employees and Subjects shall have a duty to co-operate with the Ombudsperson/Audit Committee/Investigators/Reviewing Authority during the investigation process.
- 6.9 All Employees must provide any information requested and make themselves available for the investigation, to the extent required.
- 6.10 PDS Group reserves its rights to take action against any Employee who is found to be withholding any information or destroying any evidence.
- 6.11 Unless there are compelling reasons not to do so, Subjects will have the opportunity to respond to the material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is evidence in support of the allegation.
- 6.12 The Whistle Blowers should not act on their own in conducting any investigation activities, nor do they have right to participate in the investigation beyond the directions of the Ombudsperson or the Chairman of the Audit Committee.
- 6.13 A time frame of maximum 45 days will be permitted to complete the investigation / enquiry. In case the same cannot be completed within stipulated period, interim report should be submitted by the Investigators to the Audit Committee, giving inter alia, the tentative date of completion.

7. Conflict of Interest

- 7.1 Where a Protected Disclosure concerns any member of the Audit Committee or the Reviewing Authority, such member shall recuse themselves from being a part of the investigation, and the other members of the Audit Committee (or the Reviewing Authority, as the case may be) shall progress the investigation. In case of doubt, the Chairman of the Board of Directors shall be responsible for determining whether there exists a conflict of interest.
- 7.2 Where a Protected Disclosure concerns the Vigilance Officer, the Chairman of the Audit Committee may nominate any other eligible person to be the “Vigilance Purpose” in connection with such matter.
- 7.3 If any Investigator has a conflict of interest in a given case, he/she shall relieve himself/herself at the earliest possible opportunity, and the other Investigators will deal with the matter.

8. Protection

- 8.1 PDS Group will protect the confidentiality of the complainants and their names/ identity will not be disclosed except as statutorily required under law.
- 8.2 No one may take any adverse action against any Employee for complaining about, reporting, or participating or assisting in the investigation of, any Malpractice, violation of any law, this Policy, or PDS Group's Code of Conduct. PDS Group takes reports of such retaliation seriously. Incidents of retaliation against any Whistle Blower reporting a violation or participating in the investigation of a suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with PDS Group who engage in retaliation against reporting Whistle Blower may also be subject to civil, criminal, and administrative penalties.
- 8.3 However, protection under this Policy would not mean protection from disciplinary actions arising out of false allegations made by a Whistle Blower knowing it to be false or inaccurate, and such person shall be liable for appropriate disciplinary action. It shall also not include protection from disciplinary or other action arising from a violation of any of the PDS Group's other policies.
- 8.4 If any person is aggrieved by any action on the ground that he/she is being victimized due to the fact that he had filed a complaint or disclosure, he/ she may file an application before the Ombudsperson. The identity of the Whistle Blower and the subject shall be kept confidential to the extent possible given the legitimate needs of the law and investigation. The Whistle Blower should disclose his/her identity for the PDS Group to provide appropriate protection under this Policy.
- 8.5 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 8.6 PDS Group will treat all Disclosures made under this Policy as confidential and privileged to the fullest extent permitted by law.

9. Decision

- 9.1 Audit Committee may consider the report relating any investigation and recommend any action as they may deem fit (including recommending any disciplinary or corrective action). Any disciplinary or corrective action initiated against the Subject as a result of findings of an investigation shall adhere to the disciplinary procedures framed by the PDS Group.
- 9.2 The action taken against the Subject as stated in the above paragraph will be in addition to any other action or prosecution which may be initiated against said Subject under any statute or law in force or any of the PDS Group's policies.

10. Retention

Proper records shall be maintained of all disclosures received. All documents related to the reporting, investigation, and enforcement pursuant to this Policy, shall be kept as per guidance provided by PDS Group from time to time and applicable laws.

11. Reporting

A quarterly report with number of complaints received nature of the complaints received under the Policy and their outcome shall be placed before the Audit Committee.

12. Employee Awareness

PDS Group may, from time to time, provide adequate awareness to Employees pertaining to this Policy.

13. Amendment

The Audit Committee or the Board of Directors of PDS Limited can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, state, or local regulations and / or accommodate organizational changes within the PDS Group.

ANNEXURE A PROTECTED DISCLOSURE FORM

[Note: This form should be completed to the extent possible]

Personal details of the Whistle Blower:

Name	
Department	
Location	
Date of Joining	
E- mail id	
Communication Address	
Contact No.	

Investigation Matter:

Nature of violation or potential violation	
Person (s) involved (Name) [<i>known as Subject</i>]	1. 2. 3.
Department of Subject(s)	1. 2. 3.
Details of the Violation (<i>provide details of amount involved, if any</i>)	
Evidence (enclose supporting documents, if any)	
Other Information (if any)	

I hereby declare that the accompanying information and supporting documentation (if any) is true and correct, to the best of my knowledge and in complete good faith. I also declare that I am not investigating the above disclosure on my own or through any other person/company.

Date:

Signature:

Notes:

- 1. The Protected Disclosure Form should be submitted at the earliest possible opportunity, as soon as you become aware of the matter to be reported, but no later than 30 days from such date (unless the delay can be justified).*
- 2. Disclosure made should be factual and not speculative or in the nature of a conclusion and should contain as much information and provide as may details to the extent possible and attach supporting documents (if any) to the Form.*
- 3. If the space provided is not sufficient, attach a separate sheet.*