

Whistleblower Policy

Our Approach

1. Preface

- a. 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 behaviour. Towards this end, the Company has adopted the THPL Code of Conduct (“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. The role of the employees, customers, suppliers, vendors, service providers and other stakeholders in pointing out such violations of the Code cannot be undermined. There is a provision under the Code requiring employees, customers, suppliers, vendors, service providers and other stakeholders to report violations, which states:

“Clause: 29 Reporting Concerns

“THPL encourages its employees, customers, suppliers, vendors, service providers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of our Code, policies or law, every employee/customer/supplier/vendor of THPL shall promptly report to the management, and/or to the ethics mail id (ethics.counsellor@trenthyper-tata.com) or helpline +91 022 65850020 through the whistleblower mechanism, when he/she becomes aware of any actual or possible violation of the THPLCoC or an event of misconduct, act of misdemeanor or an act not in the company’s interest. Such reporting is made available to suppliers and partners, too.

Any THPL employee/customer/supplier/vendor can choose to make a protected disclosure under the whistleblower policy of the company, providing for reporting to the Ethics Counsellor or where the same is against the Ethics Counsellor to the Chairperson of the Audit Committee or the Board of Directors or specified authority. Such a protected disclosure shall be forwarded, when there is reasonable evidence to conclude that a violation is possible or has taken place, with a covering letter, which shall bear the identity of the whistleblower. Even an anonymous disclosure shall be considered valid and redressal mechanism shall follow.

The company shall ensure protection to the whistleblower and any attempts to intimidate him/her would be treated as a violation of the THPL **CoC**.

We do not tolerate any form of retaliation against anyone reporting

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legitimate concerns. Anyone involved in targeting such a person will be subject to disciplinary action.

If you suspect that you or someone you know has been subjected to retaliation for raising a concern or for reporting a case, we encourage you to promptly contact your line manager, the Company's Ethics Counsellor, the Human Resources department, the MD or the office of the group's Chief Ethics Officer.

- b. Section 177 (9) of the Companies Act, 2013 mandates the following classes of companies to constitute a vigil mechanism –
- Every listed company;
 - Every other company which accepts deposits from the public;
 - Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Further, Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges has been recently amended which, *inter alia*, provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Whistleblower Policy' for directors and employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

- c. Accordingly, this Whistleblower Policy also referred to as Protector Line Policy ("the Policy") has been formulated with a view to provide a mechanism for directors, employees, customers, suppliers, vendors, service providers and other stakeholders of the Company to approach the Ethics Counsellor through the ethics mail id (ethics.counsellor@trenthyper-tata.com) or helpline +91 022 65850020 through the whistleblower mechanism or where the same is against the Ethics Counsellor to the Chairperson of the Audit Committee or the Board of Directors or specified authority of the Company.

We take protecting our colleagues, customers and business very seriously. However, like any major organisation, there are occasions where we face the risk of things going wrong, or we are unaware of malpractice taking place.

Our Code of Business Conduct makes clear that as a business, wherever we operate, we will always abide by the law.

Concerns where we are breaking the law, or have previously broken it, or may break it in the future must be reported in a timely manner to ensure that appropriate steps can be taken to investigate and remedy any such breach.

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Corporate Identification No.: U51900MH2008PTC184184

It is important that we work together to encourage a culture of honesty and accountability in order to prevent such situations occurring, and to address them if they do occur.

To make it easier for concerns to be raised, and to maintain confidentiality, we operate the “**Protector Line**”, a confidential telephone and email service, which allows issues to be raised at an early stage and in the right way.

What is the Protector Line?

The Protector Line is a way for you to disclose information that relates to suspected wrongdoing or dangers at work. This may include:

- Colleagues offering, taking or soliciting bribes;
- Financial fraud or mismanagement;
- Unauthorised disclosure of confidential information;
- Criminal activity;
- Miscarriages of justice;
- Danger to health and safety;
- Supplying food unfit for consumption;
- Colleagues discarding damaging materials into the environment;
- Failure to comply with legal or professional obligation or regulatory requirements;
- Mis-selling or price fixing of products;
- Mis-reporting performance of the business;
- Negligence;
- Breach of our internal policies and procedures including our Code of Business Conduct;
- Conduct likely to damage our reputation;
- The deliberate concealment of any of the above matters.

This is not an exhaustive list and if you become aware of suspected wrongdoing or a danger at work which is not included in this list, you should still report it as a concern.

Scope

This policy applies to all colleagues working for and on behalf of the organisation and customers, suppliers, vendors, service providers and other stakeholders of the Company.

The blueprint will support colleagues to work with suppliers to ensure that their colleagues are aware of the service that Company provide.

- a. This Policy is an extension of the THPL Code of Conduct. The Whistleblower’s role is that of a reporting party with reliable information. They are not

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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.

- b. Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Ethics Counsellor or the Chairman of the Audit Committee or the Investigators.
- c. Protected Disclosure will be appropriately dealt with by the Ethics Counsellor or the Chairman of the Audit Committee, as the case may be.

Eligibility

All Employees, Directors, customers, suppliers, vendors, service providers and other stakeholders of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or any other Tata Company.

Disqualifications

- a. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a *mala fide* intention.
- c. Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be *mala fide*, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

1.1 Protector Line Guidance

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We aim to:

- Encourage our colleagues to report suspected wrongdoing as soon as they can, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected
- Reassure our colleagues that they can raise genuine concerns in good faith without fear of repercussions, even if they turn out to be mistaken

How to report an issue:

- a. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b. In respect of all other Protected Disclosures, those concerning the Ethics Counsellor and employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees, customers, suppliers, vendors, service providers and other stakeholders of the Company should be addressed to the Ethics Counsellor of the Company.
- c. The contact details of the Chairman of the Audit Committee and of the Ethics Counsellor of the Company are provided hereinbelow.
- d. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Ethics Counsellor, the same should be forwarded to the Company's Ethics Counsellor or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- e. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- f. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee / Ethics Counsellor, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- g. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- h. The Whistleblower may/may not disclose his/her identity in the covering letter forwarding such Protected Disclosure.

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Where the interests of others, or Company itself, are being put at risk we would encourage you to raise any genuine issue rather than wait for absolute proof. You should use the following procedure to ensure it is looked into. If in doubt – it should be raised.

Step 1

If you would like to raise your issue openly, you should first raise it with your Manager or, if you cannot speak with your Manager, another senior manager or your Personnel Manager. This may be done verbally or in writing. In case of customers, suppliers, vendors, service providers and other stakeholders of the Company, the issue may be raised with Trading Manager/Head of Department. This may provide an opportunity to agree a way of resolving your issue quickly and effectively.

Step 2

If you would like to raise your issue confidentially, or you feel that your Manager, another senior manager, or Personnel Manager, or the Trading Manager/Head of Department as in case of customers, suppliers, vendors, service providers and other stakeholders of the Company has not addressed your issue, or if you prefer not to raise it with them for any reason, you should contact:

“Protector Line”

Landline Freephone: +91 022 65850020

or e-mail: ethics.counsellor@trenthyper-tata.com

24 hours a day, seven days a week

Step 3

If the above steps have been followed and you still have issues, or concerns on financial / accounting matters or if you think it is sufficiently serious that you cannot discuss it via any of the above means, or if case of concerns regarding the ethics counsellors, you should contact the Chairman of the Audit Committee, at whistleblower@trenthyper-tata.com.

Please note that the “Protector Line” is not a substitute for our Grievance Procedure.

The “Protector Line” is not the appropriate channel to use if you have an issue about a day to day matter, for example, problems with your annual leave or wages. Your Manager or Personnel Manager should be the first point of contact to help you.

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Confidentiality

Whilst we recognise that you may find it difficult to raise your issues, we strongly encourage you to do so, and want you to feel able to voice your concerns openly. However, if you would prefer to raise your issue confidentially, we will make every effort to keep your identity confidential. If it is necessary for anyone investigating your issue to know your identity, we will discuss this with you first.

We encourage you to raise issues openly because we may need to obtain further information from you in order to conduct a proper investigation.

External Disclosures

In some circumstances, it may be appropriate for you to report your concern to an external body such as a regulator or the police. Prior to contacting an external body, we recommend that you contact the Loss Prevention & Security Department or Legal department so they can provide additional support and guidance.

Protector Line issues may sometimes relate to the actions of a third party, such as a customer, supplier or service provider. We encourage you to report such issues internally by contacting your Manager, another senior manager, Personnel Manager or the “Protector Line”.

How we will handle your matter

Investigation

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Ethics Counsellor / Chairman of the Audit Committee of the Company as the case maybe and who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand. In case where a company is not required to constitute an Audit Committee, then the Board of directors shall nominate a Director to play the role of Audit Committee for the purpose of vigil mechanism to whom other Directors, employees, customers, suppliers, vendors, service providers and other stakeholders of the Company may report their concerns.

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- b. The Ethics Counsellor / Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Ethics Counsellor / Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- d. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subjects shall have a duty to co-operate with the Ethics Counsellor / Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the Ethics Counsellor / Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- k. The investigation shall be completed normally within 60 days of the receipt of the Protected Disclosure

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Once you have raised an issue, we will carry out an initial assessment to determine the scope of any investigation. In most instances, the appropriate colleague/department will be informed and they will proceed with an investigation. The outcome may involve an internal inquiry, or a more formal investigation. Any colleague who raises an issue has the right to be accompanied at any investigation meeting by a Union representative or another colleague.

If you have any personal interest in the matter being investigated, we encourage you to tell us at the outset of the investigation.

Once the matter has been resolved, we will ensure that you are told of the resolution that has been reached. We will, where possible, endeavour to give you some detail around the resolution. However, depending on the circumstances and as a result of confidentiality, we may not be able to inform you of the specific action or all of the actions that have been taken. You must treat any information about the investigation as confidential.

Protection and support for you

We encourage all colleagues to speak out where they have issues at work, customers, suppliers, vendors, service providers and other stakeholders of the Company to speak out their concerns, although we understand that you may be worried about possible repercussions.

As long as you are acting in good faith and your issues are genuine, you will be protected by the law from victimisation and will not be at risk of losing your job or suffering any form of retribution as a result of raising an issue, even if you are mistaken.

Any harassment or victimisation of colleagues who speak out will not be tolerated. Anyone involved in such conduct will be subject to our disciplinary process and action taken up to and including summary dismissal.

A Whistleblower 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.

The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Ethics Counsellor / Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).

Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

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If you believe that you have suffered any such treatment, please contact the “Protector Line” immediately.

Investigators

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Ethics Counsellor / Audit Committee when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct, and
 - ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

Decision

If an investigation leads the Ethics Counsellor / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Ethics Counsellor / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Ethics Counsellor / Chairman of the Audit Committee deems 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.

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Reporting

The Ethics Counsellor shall submit a report to 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.

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 minimum period of seven years.

Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and directors unless the same is notified to the Employees and directors in writing.

Disclosures not protected by this policy

If we conclude that an employee, customers, suppliers, vendors, service providers and other stakeholders of the Company has made false allegations maliciously, in bad faith or with a view to 'personal gain', then such disclosures will be considered gross misconduct. These colleagues, customers, suppliers, vendors, service providers and other stakeholders of the Company will be subject to disciplinary action, which may result in action up to and including summary dismissal or cessation of business as the case maybe.

Similarly, you will not be protected from any disclosures made to any party other than your Manager, another senior manager, your Personnel Manager, the "Protector Line" or Group Loss Prevention & Security. Disclosures made to any other party may lead to the disciplinary process being activated.

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If you are not satisfied

While we cannot always guarantee the outcome you are seeking, we will deal with all issues sensitively, fairly and in an appropriate way. By using this policy, you can help us to achieve this.

If you are not happy with the way in which your issue has been handled, you can raise it with the Chairman of the Audit Committee.

What the Law says

The Company fully supports the provisions of the Public Interest Disclosure Act 1998, which encourages colleagues, customers, suppliers, vendors, service providers and other stakeholders of the Company to speak out if they have real issues about malpractice in the workplace or the business conduct. The Act protects the confidentiality of complaints by providing colleagues, customers, suppliers, vendors, service providers and other stakeholders of the Company with legal protection from victimisation provided their issues are genuine and not malicious in any way.

Our Protector Line Policy reflects the law relating to Protector Line, and information provided via any of the routes set out in this policy will be treated in light of this.

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