

Whistle Blower Policy/Vigil Mechanism

1. Purpose

The purpose of the 'Whistle Blower Policy' ("the Policy") is to provide mechanism for employees and other stakeholders of Campus Activewear Limited ("CAL) or the Company") and its subsidiaries ,a platform to report to the management any instances of unethical behaviour, actual or suspected fraud or violation of the Organization's Code of Conduct and Disciplinary Procedure, to report breach of Company's Code of Conduct to regulate, monitor and report Insider Trading including any incident involving leak or suspected leak of unpublished price sensitive information and report the same to Ethics Committee and in exceptional cases approach the Chairman of the Audit Committee. Company is committed to upholding highest standards of professionalism, honesty, integrity, ethical behaviour, moral and legal conduct of business operations. The Whistle blower Policy shall be displayed on the website of the Company.

2. Scope

This Policy is applicable to all Employees (including directors, interns, probationers, part-time or full-time employees, contract employees, consultants by whatever name called) of the Company including but not limited to investors, business associates, clients, suppliers, service providers, vendors of the Company (hereinafter collectively referred to as "Stakeholders"). All Employees and Stakeholders of the Company and the Employees and Stakeholders of subsidiary companies are eligible to make protected disclosures under the Policy. This Policy aims to provide a platform for Employees and Stakeholders of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, leak of Unpublished Price Sensitive Information (UPSI) etc., in line with the commitment of maintaining highest possible standards in ethical, moral and legal business conduct of the Company. This Policy neither releases Employees or Stakeholders 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.

3. Terms

- “Disciplinary Action” means any action that can be taken by the Audit Committee or the Ethics Committee on completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension or termination from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- “Ethics Committee” The committee constituted to deal with Complaints under this Policy and members having cross functional representation. The Ethics Committee shall consist of the Heads of HR, Finance and Legal and any other member nominated by the Chairperson of the Company.
- “Protected Disclosure” means a concern raised in good faith that discloses information that may evidence unethical, improper, or illegal activity. Protected Disclosures should be factual and not speculative in nature.
- Whistle Blower is an individual who makes Protected Disclosure under this Policy, Whistle Blower also includes all Employees and Stakeholders of the Company.

4. Role of a “Whistle Blower”

- The Whistle Blower's role is that of a reporting party possessing reliable information. They 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.
- Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities.

5. Eligibility

All Employees and 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 its subsidiaries. Any such disclosure shall be made within a reasonable time from the occurrence of the alleged violation. The directors and employees to notify the Company if they observe, or learn of, any unethical and improper practices. Failure to do so would be an ‘unethical behaviour’ and covered under the Company’s Code of Conduct.

6. Disqualifications

- a. While it will be ensured that genuine Whistle Blowers 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 fake allegations made by a Whistle Blower knowing it to be false or fake or with a mala fide intention.

In case the Ethics Committee reaches a conclusion that a complaint has been made in bad faith and is a false accusation, or is an abuse of the process, or that the complaints are repeatedly frivolous, then the Ethics Committee may recommend that appropriate action be taken against the person making the fast complaint(s), including reprimand.

7. Procedure

1. All Protected Disclosures should be disclosed to the Ethics Committee via a personal private discussion or in writing at myvoice@campusshoes.com
2. In case of appropriate or exceptional cases, the Whistle Blower may directly approach the Chairperson of the Audit Committee.
3. If the disclosure is done verbally, it should be captured 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 Whistle Blower.
4. If a Whistle Blower believes in good faith that a rule or one of the principles laid down in the Company's Code of Conduct and Disciplinary Procedure has been or is about to be violated, he or she should inform the Ethics Committee of his or her concerns regarding possible illegal act or ethical violation.
5. Any Employee or a Stakeholder, who has any concerns relating to actual or potential illegal or unethical practices inter alia in finance, accounting, internal control, free competition, or corruption should report his/her concerns under this policy. When in doubt whether an activity or behaviour is a violation or not, a Whistle Blower should report the same.

6. 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.
7. The Whistle Blower must disclose his/her identity preferably in the covering letter forwarding such Protected Disclosure (and not in the Protected Disclosure itself). However anonymous disclosures will be entertained by Company on case to case basis considering the sensitivity and seriousness of the Protected Disclosure.

8. What to Report

Below are a few examples of unethical or improper practices. Please do note that this list is only indicative and not exhaustive in nature.

- Abuse of authority
- Harassment or Discrimination & Workplace Violence
- Any unlawful act whether Criminal/ Civil
- Forgery or alteration of documents
- Breach of Confidential Information
- Infringement of intellectual property
- Privacy breach
- Theft of confidential/proprietary/customer information
- Financial irregularities, including fraud or suspected fraud or by-passing Internal Controls and Checks
- Fraud and misconduct regarding the financial and accounting matters including deliberate error in preparations of Financial Statements or misrepresentation of financial information
- Falsification of contracts, complaints and records including employment and education records
- Breach of the Company Code of Conduct to regulate, monitor and report Insider Trading by designated persons and their immediately relatives, including any incident involving leak or suspected leak of unpublished price sensitive information.
- Corruption and improper transactions

- Improper promotion and improper sales practices
- Conflicts of Interest
- Environmental Health and Safety issues
- Anti-competitive behaviour or release of proprietary information
- Theft, misuse of company's assets
- Unfair treatment of clients/vendors
- Any Illegal or unethical Practice
- Pursuit of a benefit or advantage in violation of the Company's interest
- Receiving or soliciting gifts and favours from stakeholders
- Any other unethical behaviour

However, the following matters may be excluded from reporting under this Policy as there are separate forums available to investigate the same.

- Personal Grievance
- Dissatisfaction with appraisals and rewards
- Complaints relating to service conditions
- Company policies
- Sexual Harassment
- Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body

9. Investigation

- Investigation is a fact-finding and analysis process
- 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.
- The Ethics Committee may at its discretion, consider involving external investigators for the purpose of the investigation.
- The identity of the Subject(s) and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

- The 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
- Investigations will be launched only after a preliminary review which establishes that:
 - the alleged act constitutes an improper or unethical activity or conduct, or
 - the allegation is supported by information specific enough to be relevant and falling under one of the parameters of reportable activity set out hereunder
- Subjects shall have a duty to cooperate with the Ethics Committee during the Investigation process.
- Any matter which involves any Director of the Company or “C” level executive shall be placed before the Audit Committee to conduct an enquiry on the matter reported. The Audit Committee may, in its discretion, consult with any member of the management who may have appropriate expertise to assist the Audit Committee in the enquiry. If the Audit Committee determines that the matter should be investigated, it may involve external investigators (including auditors, counsel or other experts) at the expense of the Company. The results of the investigation shall be reported to the Board.
- If any member of the Ethics Committee or 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 relevant Committee should deal with the matter on hand.
- The investigation shall be completed as quickly as possible from the date of receipt of the Protected Disclosure.

10. Accountabilities of Whistle Blowers

- Bring to early attention of the Ethics Committee any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
- Avoid anonymity when raising a concern.
- Follow the procedures prescribed in this policy for making a Disclosure.
- Co-operate with investigating authorities, maintaining full confidentiality.

- Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged malpractice since it may forewarn the Subject and important evidence may get destroyed.

11. Role of the Audit Committee

The Audit Committee shall review annually or as it may deem fit:-

- a. review the functioning of the whistle blower mechanism.
- b. Review and monitor cases presented;
- c. Review the final report submitted by the Ethics Committee post investigation, and decide any disciplinary action to be taken in case of complaints against ["C"] level officers.

12. Decision

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

13. Protection against Retaliation and Victimization

- a. 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. 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, etc.

- b. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who would get the same investigated and, recommend suitable action to the management.
- c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Chairman of the Audit Committee (e.g. during investigations).
- d. Any other Employee/Associate assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

14. Reporting

The Ethics Committee will report to the Audit Committee about the matters reported under the policy, the status of the investigation of each case, the results of investigation and the action taken.

15. 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.

16. Exceptions

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