



## WHISTLE BLOWER POLICY

### Approval History

Owned By	Human Capital
Last Review Date	21 January 2021

### OBJECTIVE

Lenskart Solutions Private Limited (“Lenskart”) is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. Whistle Blower Policy is an extension to the Code of Conduct and provides a platform and mechanism to voice genuine and grave concerns or grievances about unprofessional conduct / violations of Code of Conduct, without fear of reprisal.

The whistle blower mechanism is not a substitute for day-to-day issues and complaints. Many problems can be resolved by interaction with reporting manager, skip level or HR team. In an event you feel that the violation is of serious nature and has a large scale reputational, financial or security impact, for anyone associated with the organization, you are encouraged to use thiswhistleblower mechanism.

Lenskart will deal formally, unbiasedly, objectively and constructively with all complaints reported under whistle blower Policy, made by the complainant (“Complainant” or “Whistle Blower” (as defined below)).

### SCOPE OF THE POLICY

This policy applies to:

- a) All employees and officers;
- b) Directors on the Board;and
- c) Business associates.

Business Associates includes following persons/entities, as well as their employees:

- Suppliers of products or services
- Business partnersor Franchisees
- Consultants
- Agents and sales representatives
- Independent contractors

Employees who deal with Business Associates should ensure that access to the Whistle blower mechanism is extended in the contracts or arrangements between the Company and Business Associates and that they are made aware of the importance of whistleblower mechanism.

## DEFINITIONS

In this policy the specific terms and phrases shall have the following meanings:

- “Code of Conduct” means the Company’s Code of Conduct, as amended from time to time.
- “The Company” means Lenskart Solutions Pvt. Ltd and its subsidiaries.
- “Whistle Committee” means the committee constituted by the Company for receiving and managing complaints under this policy.
- “External Investigators” mean those persons not being employees or officers or directors of the Company, authorized, appointed, consulted or approached by the Whistle Committee to conduct an investigation.
- “Unethical Practices” means violation of the principles of Lenskart’s code of conduct, which includes but not limited to:
  - a) Fraud / theft / embezzlement
  - b) Harassment / discrimination
  - c) Violence / Health & safety hazards
  - d) Breach of confidentiality
  - e) Deliberate violation of laws

Section 3 of Code of Conduct contains detailed definition of above unethical practices and is included here by reference and set forth in Exhibit A herein.

- “Internal Investigators” means, those employees of the Company, who are authorized, appointed, consulted or approached by the Whistle Committee to conduct an investigation.
- “Investigation Report” means the report in which facts of the case, relevant evidence and details of investigation conducted and the final conclusion is documented.
- “Investigation Subject” means an employee and/or director and/or affiliate and/or consultant and/or agent against or in relation to whom the Protected Disclosure has been made or evidence gathered during the course of an investigation.
- “Investigation Committee” means External or Internal Investigator, as the case may be.
- “Motivated Complaint” means a complaint which is found to be deliberately false or motivated by revenge/enmity/mischief or malafide or made for considerations extraneous and outside the scope of Unethical Practices.
- “Protected disclosure” means any communication made in good faith that discloses or demonstrates information that may be treated as evidence of any Unethical Practices.
- “Respondent” means any employee, customer, partner or any other stakeholder who has been contacted as a part of the investigation
- “Whistle Blower” means the person, as stated in scope section, making a complaint under Protected Disclosure under this Policy.

## PROCEDURE FOR RAISING A COMPLAINT

- If an employee and/or Business Associate has reasons to believe on occurrence of any Unethical Practices, the person shall make a complaint for the same at the earliest.
- To ensure the confidentiality and independence of whistleblower management, the Company has appointed an independent specialized organization (Whistle First) to receive and monitor the whistleblower complaints under the policy.
- The employee may choose to raise the concern anonymously, without disclosing his identity. However, in order to ensure appropriate investigation and conclusion, it is recommended to disclose the identity. The identity of whistleblower shall be kept confidential, even in case the identity is disclosed by the whistleblower to the Whistle Committee for the purposes of handling and dealing with the complaint.
- The complaint can be made to the Whistle First through the following modes:
  - ✓ Fill the online form at [www.whistlefirst.com/Lenskart](http://www.whistlefirst.com/Lenskart);
  - ✓ Call at 24 X 7 hotline number **18001232880**;
  - ✓ Email at [complaint@whistlefirst.com](mailto:complaint@whistlefirst.com);
  - ✓ Post in sealed envelope at:
    - Whistle First, 26, Ground Floor
    - JMD Megapolis, Sector 48
    - Sohna Road, Gurgaon
    - Haryana- 122018, India
- It is mandatory to refer our company code, which is **10010**, while reporting the complaint on hotline, email or post.
- Whistleblower should have critical information and supporting documents ready, which should be able to substantiate that there is reason to believe on occurrence of Unethical Practice. Submission of information becomes more important when a whistleblower is reporting anonymously.
- After receipt of complaints, Whistle First will submit the same to the Whistle Committee.
- The Whistle Committee and/or Investigation Committee must ensure that while handling the complaint, there is no conflict of interest of any of its members including but not limited the following:
  - Business Relationships with clients, suppliers and vendors
  - Conflicts of Interest (between clients, suppliers and vendors, not between employees)
  - Gifts and Entertainment
  - Outside Affiliations (board or officer positions)
  - Outside Employment and Compensation (including ownership in other businesses)
  - Personal Fiduciary Appointments
  - Personal Relationships

## **THE WHISTLE COMMITTEE (WC)**

A Whistle Committee, has been constituted, which would be responsible for:

- Creation of a team of appropriate and able investigator for investigation of individual complaint, which may comprise internal and/or external members, called as investigation committee;
- Ensuring that selection of investigation committee avoids any conflict of interest.
- Ensuring strict confidentiality of all information;
- Reviewing the findings of the investigation committee.
- Deciding and ensuring implementation of action, based on collective decision of the Whistle Committee.
- Reporting on summary of complaints and status thereof to the Audit Committee on a quarterly basis.

## **PROCESS FOR HANDLING A COMPLAINT**

- All complaints under this Policy will be promptly and appropriately investigated.
- If prima facie it is observed that there is substance in the complaints, the same will be thoroughly investigated by the Investigation committee as appointed by the Whistle Committee.
- The decision to conduct an investigation taken by the Whistle Committee is by itself not an accusation and is to be treated as a neutral fact-finding process.
- If the complaint does not fall under the purview of the Whistle Blower Policy, the same would be directed to the right forum.
- The Whistle Committee and/or Investigation Committee shall have right to call for any information/ document and examination of any employee of the Company or other person(s), as Whistle Committee / Investigation Committee may deem appropriate for the purpose of conducting an investigation. All such information/documents shall be admissible as evidence and shall not be tampered with.
- The Investigation Subject will be informed of the allegations at the appropriate stage and will be provided opportunities for a personal hearing along with an opportunity to respond to material findings contained in an Investigation Report.
- Respondents would be informed and shall have the opportunity for providing explanations during the course of inquiry / investigation process and respond to findings of the investigation.
- Failure to co-operate or provide false or misleading information during an investigation or deliberately providing false information can be the basis for disciplinary action, including termination of employment.
- The Whistle Committee shall ensure that the complaint is thoroughly investigated before drawing a conclusion. The investigation shall be completed within a reasonable time period (*preferably within 60 days' time frame*).
- A final conclusion will be reached and submitted by the Whistle Committee, after completion of investigation.



- If investigation confirms and upholds the complaint, the management shall initiate disciplinary action, as deemed fit. Disciplinary action may include to reprimand, recovery, penalty, punishment, termination or appropriate legal action.

## **DOCUMENTATION**

All information / documents gathered by the Whistle Committee or Investigation Committee, as part of the investigation, shall be kept confidential and safe to ensure that the same is not compromised or tampered with. To the extent practicable, the identity of any Whistle Blower pursuant to this Policy shall not be revealed to persons who do not have a need to know the information. To the extent feasible, reports made by Whistle Blower's pursuant to this Policy shall not be revealed to persons in the employee's department, division or work location. The Company will make good faith efforts to protect the confidentiality of Whistle Blowers; however, the Company or its employees and agents may have to reveal the Whistle Blower's identity and confidential information to the extent necessary to permit a thorough and effective investigation, or as required by law or court or administrative agency proceedings. The Company will undertake to prevent any unauthorized person or group from ascertaining the identity of any person who makes a good faith allegation anonymously in accordance with this Policy.

All information shall be retained for a minimum period of 8 years.

## **REPORTING**

The Whistle Committee shall directly report to the Audit Committee and will present a summary of the complaints on quarterly basis.

## **PROTECTION TO WHISTLE BLOWER**

Lenskart condemns any kind of discrimination, harassment, victimization or any other unfair practices being adopted against the Whistle Blower. Further, the Company would ensure complete protection to the Whistle Blower against retaliation, threat or intimidation of termination, disciplinary action, transfer, discrimination or biased behavior including any direct or indirect use of authority to obstruct the complainant's right to perform his / her duties or making any further disclosure.

Any other employee assisting in investigations or furnishing evidence shall also be protected to the same extent.

However, a Whistle Blower will not be immune to disciplinary action if he / she is found guilty of or is a party to the complaint.

## **MOTIVATED COMPLAINT**

The company will not encourage allegations that are false, frivolous, irresponsible, or made with a malicious intent, and action may be taken for such malicious or frivolous complaints. Any complaint not made in good faith shall be reviewed seriously and the complainant shall be subject to appropriate disciplinary action.



## **AMENDMENTS**

The company reserves the right to modify or amend or withdraw this Policy or parts thereof at any point in time.