WHISTLEBLOWER POLICY

ARIGATO UNIVERSE LIMITED

WHISTLEBLOWER POLICY

Introduction

The Company believes in fair and transparent conduct of the affairs of its business by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Section 177(9) of the Companies Act, 2013 (Act) and Regulation 22 read with Regulation 4(2)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") provide for the establishment of the Vigil Mechanism / Whistle Blower Policy for reporting to the Management instances of actual or suspected unethical behaviour, fraud or violation of the Company's Code of Conduct / ethics / principles, which are in turn to be monitored by the Audit Committee.

Complaints and the Investigation Procedures

The following procedures have been adopted to govern the receipt, retention, and treatment of Complaints and to protect the confidential, anonymous reporting of the same. These policies and procedures apply to and are available to all employees, its subsidiaries, shareholders and other stake holders.

1. POLICY

All Employees, Directors, its subsidiaries, shareholders and other stakeholders of the company have the opportunity to submit/ report 'Complaints' pertaining to the following areas such as:

a) Fraud (an act of willful misrepresentation which would affect the interests of the concerned) against investors, securities fraud, mail or wire fraud, bank fraud, or fraudulent statements to any relevant statutory authority or investors.

b) Violations of any rules and regulations applicable to the Company and related to accounting, internal accounting controls and auditing matters.

c) Intentional error or fraud in the preparation, review or audit of any financial statement of the Company.

d) Any violations to the Company's ethical business practices as specified in the Company's Code of Conduct policy.

e) Any other event which would affect the interests of the business.

The Company will protect the confidentiality and anonymity of the complainant to the fullest extent possible with an objective to conduct an adequate review. External stakeholders such as vendors, customers, business partners etc. have the opportunity to submit 'Complaints', however, the Company is not obligated to keep 'Complaints' from non-employees confidential or to maintain the anonymity of non- employees.

We encourage individuals sending 'Complaints'/ raising any matter to identify themselves instead of sending anonymous 'Complaints' as it will assist in an effective complaint review process.

Post review, if the 'Complaint' is found to have been made with mala fide intention, stringent action will be taken against the complainant. We encourage employees to report genuine 'Complaints' and those submitted in good faith.

2. **DEFINITIONS**

a) "Company" means, "Arigato Universe Limited" including all its subsidiaries, joint ventures and associate companies, if any.

b) "Director" means a director appointed to the Board of the Company.

c) "Employee(s)" means all the employees of the Company (whether working in India or abroad and whether temporary or permanent, those of deputation to other group companies/subsidiaries/joint ventures, associates) and Directors of the Company and its subsidiaries, joint ventures and associates.

d) "Other Stakeholders" means and include any contract workers, trainees, seconded staff, interns, consultants of the Company and /or any person associated with the Company and/or its group entities and/or any of its affiliates, subsidiaries, joint ventures or associates which includes any individual, company, firm, institution who/which that may come into contact with the Company during the course of business dealings/engagements and includes actual and potential clients, customers, service providers, suppliers, distributors, business contacts, agents, advisers, retainers, government and public bodies, business associates.

e) "Vigilance and Ethics Officer" means an officer appointed to receive 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.

3. PROCEDURES

RECEIPTS OF COMPLAINTS

All the 'Complaints' under this policy should be reported to Jagdish Nagpure, Chief Human Resource Officer (the "Chief Human Resource Officer") who is independent of operating management and businesses. The contact details are as follows:

i. The Chief Human Resource Officer shall review the 'Whistle Blower Complaint' and may investigate it or may assign another employee, any committee, outside counsel, advisor, expert or third party service provider to investigate, or assist in investigating the 'Whistle Blower Complaint'. The Chief Human Resource Officer may direct that any individual assigned to investigate a 'Whistle Blower Complaint' work at the direction of or in conjunction with the Chief Human Resource Officer or any other attorney in the course of the investigation.

ii. The person/ persons against or in relation to whom the 'Whistle blower Complaint' is made shall co-operate with the investigator and have the right to provide their inputs during the investigation.

iii. The 'Whistle Blower Complaint' received only on the arigatouniverseltd@gmail.com shall be consider as 'Whistle Blower Complaint' under this Policy

iv. Whistle Blowers, who make any complaints, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to stern action and such complaints under will not be considered as whistleblower complaints by the Company.

4. ACCESS TO REPORTS AND RECORDS AND DISCLOSURE OF INVESTIGATION RESULTS

All reports and records associated with 'Complaints' are considered confidential information and access will be restricted to members of the Committee appointed, if any, the Chief Human Resource Officer and any other person as permitted by the Chief Human Resource Officer. 'Complaints' and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time. All documents relating to 'Complaints' made through the procedures outlined above shall be retained for at least five years from the date of the 'Complaint' after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry, or investigation, in which case the information will be retained for the duration of that litigation, inquiry, or investigation and therefore as necessary.

5. ACCESS TO AUDIT COMMITTEE

The Audit Committee of the Company has appointed Vigilance and Ethics Officer who will report directly to the Audit Committee on matters arising under this policy.

6. WHISTLEBLOWER COMMITTEE

The Whistleblower Committee shall be headed by the Vigilance and Ethics Officer.

The contact details of the Vigilance and Ethics Officer is as under:

Name: Priyanka Bajaj
Company Secretary & Compliance Officer
Arigato Universe Limited
Address: Plot No. 8, Flat No. 802, Na/28, Impressa Rise Apartment, Shivajinagar, Shankar Nagar, Nagpur, Maharashtra, India, 440010
Email: arigatouniverseltd@gmail.com

Whistleblower Committee will consist of:

a. Vigilance and Ethics Officer;
b. Managing Director of the Company;
c. CFO of the Company and;
d. Compliance Officer of the Company

A quarterly status report on the total number of complaints received, if any, during the period with summary of the findings of Vigilance and Ethics Officer and corrective steps taken shall be reported to the Audit Committee. The Chairperson of the Audit Committee may order for re-investigation/ask for additional facts if he/ she is not satisfied with the report of the Vigilance and Ethics Officer.

In case there is any whistle blower complaint received against the Whistle blower Committee Member, the matter will be immediately escalated to the Chairperson of the Audit Committee of the Company and the respective Committee Member, against whom the complaint has been received, will not be a part of the investigation process for conducting the investigation or any other matter related to the said complaint.

7. 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. Unless otherwise specified such amendments shall be effective from the date of the meeting of the Board of Directors of the Company at which such amendments are approved.