VIGIL MECHANISM
VYAPAR INDUSTRIES LIMITED

1. PREMBLE

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, Legality, integrity and ethical behavior. Any actual or potential violation of the same, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations cannot be undermined. Accordingly, this Vigil Mechanism has been formulated with a view to provide a mechanism for employees of the Company to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

Section 177(9) of the Companies Act, 2013 also provides that the Company shall establish a Vigil Mechanism for Directors and Employees to report genuine concerns. This Vigil Mechanism is meant to serve the purpose of Section 177(9) of the Companies Act, 2013

2. DEFINITIONS

a. "**Disciplinary Action**" means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties, termination, legal action or any such action as is deemed to be fit considering the gravity of the matter.

b. "**Employee**" means every employee of the Company (whether working in India or abroad)

c. "**Directors**" include independent, Nominee & Alternate directors

d. "**Protected Disclosure**" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.

e. "**Subject**" means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this Policy.

f. "**Whistleblower**" is someone who makes a Protected Disclosure under this Policy.

g. "**Company**" means **Vyapar Industries Limited**.

h. "**Good Faith**" An employee or a Director shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

i. **Policy** or **This Policy** means, "Vigil Mechanism."

j. "**Improper Activity**": means to include:

i. Abuse of authority
ii. Breach of contract
iii. Negligence causing substantial and specific danger to public health and safety
iv. Manipulation of company data/records
v. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
vi. Any unlawful act whether Criminal/ Civil
vii. Deliberate violation of law/regulation
viii. Wastage/misappropriation of company funds/assets
ix. Breach of Company Policy or failure to implement or comply with any approved Company Policy, code of conduct
x. Unethical behavior

3. POLICY OBJECTIVES

The Vigil Mechanism intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. The policy neither releases employees 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.

No adverse personnel action shall be taken or recommended against an employee or Director in retaliation to his disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This protects such employees or Director from unfair termination and unfair prejudicial employment practices.

However, this policy does not protect an employee from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.

4. THE GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

i. Ensure that the Whistleblower and/or the person processing the Protected Disclosure is not victimized for doing so
ii. Treat victimization as a serious matter, including initiating disciplinary action on such person/(s)
iii. Ensure complete confidentiality
iv. Not attempt to conceal evidence of the Protected Disclosure
v. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made
vi. Provide an opportunity of being heard to the persons involved especially to the Subject

5. SCOPE

The Policy covers malpractices and events, which have taken place/ suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence
7. Deliberate violation of law/regulation

8. Wastage/misappropriation of company funds/assets
9. Breach of employee Code of Conduct or Rules
10. Unethical behavior

The Policy is a channel to reinforce a robust implementation of the Company's Code. Through this Policy, the Company seeks to provide a procedure for all the employees of the Company to disclose any unethical and improper practice taking place in the Company for appropriate action and reporting.

NOTE: *Policy should not be used to be a route for raising malicious or unfounded allegations against colleagues.*

6. DISQUALIFICATIONS

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.
Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under Company's Code of Conduct.

7. ELIGIBILITY

All Employees of the Company including directors are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

8. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.
The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as **"Protected disclosure under the Vigil Mechanism policy"**. Alternatively, the same can also be sent through email with the subject **"Protected disclosure under the Vigil Mechanism policy".** If the complaint is not super scribed and closed as mentioned above, it will not be possible to protect the complainant and

the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer. The Vigilance Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

All Protected Disclosures should be addressed to the Vigilance Officer of the company

The contact detail of the Vigilance Officer is as under:-

Name and Address – Mr. HUSSAIN A. RASSAI
VYAPAR INDUSTRIES LIMITED
ADD : 145, S.V. ROAD, KHAR (WEST),
MUMBAI- 400052
Email: vyapar@vyaparindustries.com

On receipt of the protected disclosure the Vigilance Officer shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the company

9. DECISION AND REPORTING

If an investigation leads the Vigilance Officer to conclude that an improper or unethical act has been committed, the Vigilance Officer shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as he may deem 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.

10. SECRECY / CONFIDENTIALITY

The complainant and Vigilance Officer, the Subject and everybody involved in the process shall:

i. Maintain confidentiality of all matters under this Policy

ii. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

iii. Not keep the papers unattended anywhere at any time

iv. Keep the electronic mails / files under password.

11. COMMUNICATION

A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

12. 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 period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

13. ADMINISTRATION AND REVIEW OF THE POLICY

The Board of Directors shall be responsible for the administration, interpretation, application and review of this policy. The Board also shall be empowered to bring about necessary changes to this Policy.