



VIGIL MECHANISM / WHISTLE BLOWER POLICY

PREAMBLE

Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires a listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for Directors and employees to report genuine concerns.

Effective October 1, 2014, Clause 49 of the Listing Agreement, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called “Whistle Blower Policy” for employees to report to the management instances of any unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

POLICY

In compliance of the above requirements, BMW Industries Ltd, (BMWIL) has established a Whistle Blower Mechanism and formulated a Policy in order to provide opportunity to employees and others concerned to access in good faith, to the Managing Directors in case they observe any unethical and improper practices or any other wrongful conduct in the Company.

POLICY OBJECTIVES

The Whistle Blower Policy aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.





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DEFINITIONS

“Compliance Officer” is a person nominated/appointed to receive protected 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.

“Wrongful Conduct” means violation of law, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety danger to public health and safety.

“Good Faith” – A Whistle Blower 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.

“Whistle Blower Policy or this policy” means the Director or employee who makes a Protected Disclosure under this Policy and is assisted by the Managing Directors or the Company Secretary.

SCOPE

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper malpractices and events which have taken place/ suspected to take place involving:

- Breach of the Company’s Code of Conduct
- Breach of Business Integrity and Ethics
- Breach of terms and conditions of employment and rules thereof
- Intentional Financial irregularities, including fraud, or suspected fraud
- Deliberate violation of laws/regulations
- Negligence causing substantial and specific danger to health, safety and environment
- Manipulation of company data/records
- Pilferation of confidential/propriety information
- Gross Wastage/misappropriation of Company funds/assets

ELIGIBILITY

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





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DISCLOSURE AND MAINTENANCE OF CONFIDENTIALITY

A Whistle Blower who observes or notices any unethical and improper practices or wrongful conduct in the Company may report the same to the Managing Directors, Compliance Officer or the Audit Committee at their contact details mentioned below. Confidentiality of whistle blower shall be maintained to the greatest extent possible.

Managing Directors

- a) Mr Harsh Bansal
Ph: 033 – 4007 1704
E-mail: harshbansal@bmwil.co.in

- b) Mr Vivek Bansal
Ph: 033 – 4007 1704
E-mail: vivekbansal@bmwil.co.in

Compliance Officer

Sweta Prasad
Company Secretary
Ph: 033- 4007 1704
E-mail: swetaprasad@bmwil.co.in

PROCEDURE

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should be acknowledged with a covering letter signed by the complainant with the title as “Disclosure under Whistle Blower Policy”. If the complaint is not titled as mentioned above, the disclosure will be dealt with as if a normal disclosure. All Disclosures should be addressed to the Compliance Officer or to the Managing Directors of the Company or to the Audit Committee in exceptional cases. Anonymous/Pseudonymous disclosure shall not be entertained by the Compliance Officer. On receipt of the protected disclosure the Compliance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Compliance Officer will carry out an investigation either himself/herself or by involving any





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other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit. 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. A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Compliance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

PROTECTION

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimisation of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.





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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.

COMMUNICATION AND RETENTION OF DOCUMENTS

Directors and Employees shall be informed of the Policy by hosting the policy on the website of the Company.

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 5 (five) years or such other period as specified by any other law in force, whichever is more.

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 Directors and employees unless the same is not communicated in the manner described as above.

The policy as amended from time to time shall be made available at the Company's website of the Company.

