VIGIL MECHANISM POLICY

OF

M/S. BEEKAYLON SYNTHETICS PRIVATE LIMITED
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1. **PREFACE:**
Beekaylon Synthetics Private Limited (hereafter referred to as “Company” in this document) believes in promoting a fair, transparent, ethical and professional work environment.

The Vigil mechanism is implemented not only as a safeguard to unethical practices. This mechanism is intended to provide mechanism for reporting genuine concerns or grievance and ensure that Values are dealt with in a fair and unbiased manner.

Vigil Mechanism is established in the Company to enable the Employees and Directors to report their genuine concerns about actual or suspected dishonest or illegal activities or violation of law or fraud or corruption taking place in the organization. The intent should be to do what is good for the organisation, and fair to all concerned.

2. **APPLICABILITY:**
Section 177 (9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism

- a. Every listed company;
- b. Every other company which accepts deposits from the public;
- c. Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Accordingly, this Vigil Mechanism (“the Policy”) has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the Vigilance Officer of the Company.

3. **DEFINITION:**
   i. **Company**
   
   Company means “Beekaylon Synthetics Private Limited”

   ii. **Director**
   
   Director means a director on the Board of Directors of the Company.
iii. **Employee**

“Employee” means every employee of the Company (whether working in India or abroad), including the directors of the Company.

iv. **Policy or This Policy**

Policy or This Policy means “Vigil Mechanism”

v. **Vigilance Officer**

Vigilance Officer means Mr. Ashok Khemani, Managing Director of the Company as nominated by the Board of Directors of the Company.

vi. **Whistle Blower**

Whistle Blower means an Employee or Director of the Company who discloses in Good Faith any genuine concerns or grievances concerning Unethical and Improper Practice or Wrongful Conduct to the Vigil Officer in the manner provided in this Policy.

vii. **Protected Disclosure**

Protected Disclosure means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

viii. **Subject**

Subject is the person or persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

4. **OBJECTIVES:**

The objective is to provide a framework to promote responsible and secure Vigil Mechanism, in good faith. The Vigil Mechanism will play a very important role as an internal control measure and will help the Company to identify and take appropriate action against any fraud/suspected fraud/misappropriation/ abuse of position or any other unethical happening.
5. **ELIGIBILITY:**

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

6. **SCOPE AND COVERAGE OF VIGIL MECHANISM:**

   This Vigil Mechanism is applicable for all Employees and Directors of the Company irrespective of their positions, and broadly, the following areas (the list is indicative and not exhaustive) are covered:

   a. Financial irregularities, including fraud or suspected fraud;
   b. Wastage or misappropriation of company money or assets;
   c. Abuse of authority;
   d. Misbehaviour with stakeholders such as staff, lenders, project members & their family members, etc;
   e. Manipulation of company data/records/register;
   f. Accused or convicted in any criminal offence;
   g. Non-compliance with / violation of organization rules & regulations or statutory requirements;
   h. Conflict of Interest;
   i. Discrimination or Harassment;
   j. Embezzlement;
   k. Theft;
   l. Any other unethical, dishonest or biased happenings.

7. **REPORTING MECHANISM/ PROCEDURE:**

   a. All Protected Disclosures should be addressed to the Vigilance Officer of the Company for investigation.

   b. The contact details of the Vigilance Officer are as under:

      Mr. Ashok Khemani, Vigilance Officer
      Address: 32- Elcid, 13-Ridge Road, Malbarhill,
      Mumbai, 400006
      Telephone no.: 022-4353 0405
c. If a protected disclosure is received by any executive of the Company other than Vigilance Officer, the same should be forwarded to the Company’s Vigilance Officer for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.

d. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be printed, typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.

e. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Vigilance Officer shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

f. 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.

g. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblowers

8. INVESTIGATION:

a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Vigilance Officer or the Investigators so appointed who will investigate / oversee the investigations under the authorization of the Vigilance Officer. If Vigilance Officer has a conflict of interest in any given case, then he should rescues himself and the other Director of the Company should deal with the matter on hand.

b. The Vigilance Officer may at his sole discretion, consider involving any Investigators for the purpose of investigation.
c. The decision to conduct an investigation taken by the Vigilance Officer is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.

d. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

e. 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.

f. Subjects shall have a duty to co-operate with the Vigilance Officer or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.

g. Subjects have a right to consult with a person or persons of their choice, other than the Vigilance Officer and/or Investigators and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
9. **PROTECTION TO STAFF OR DIRECTOR (WHISTLE BLOWER) REPORTING THE SUSPECTED VIOLATION:**
The identity of the whistle blower will be kept confidential. Any other Employee assisting in the said enquiry or furnishing evidence shall also be protected on same lines. However, with the consent of the reporting (whistle blowing) and assisting staff or Director, the identity of such persons may be disclosed during the enquiry process to establish the facts behind the complaint or concern.

10. **SECRECY/CONFIDENTIALITY:**
Everyone involved in the process shall maintain complete confidentiality of the matter and discuss only to the extent or with the persons required for the purpose of completing the investigation. However, the lessons learnt during the investigation can be shared with others, without naming the persons involved, to bring more awareness and for the overall benefit of the Company.

11. **ABUSE OF THE VIGIL MECHANISM:**
The employees or Directors shall desist from making knowingly false/ malicious allegations or complaints. Malicious allegations will attract disciplinary action.

12. **OVERSEE THE VIGIL MECHANISM:**
Mr. Ashok Khemani, Managing Director of the Company shall be responsible to review periodically the efficient and effective functioning of the vigil mechanism.

13. **DISPLAY OF INFORMATION WITH REGARD TO VIGIL MECHANISM:**
The details of establishment of vigil mechanism in the Company shall be disseminated amongst all staff & Directors, and shall also be disclosed in the Company’s website, and also should be covered in the annual Board of Directors’ report.

14. **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.
15. **AMENDMENT:**

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 employees unless the same is notified to the employees in writing or in any other manner.