

BEEKAY NIRYAT LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Board of Directors of Beekay Niryat Limited have adopted the Vigil Mechanism cum Whistle Blower Policy so that the employees of the company have a secure mechanism to report any concerns that they may have of actual, suspected or planned wrongdoings (hereinafter “wrongdoings”) involving any of its directors, officers or employees.

The employees of the company have a right to report any such concerns through this policy, knowing fully well that such an act of whistle blowing on his / her part would not lead to any discrimination or recrimination against him / her.

The Chairman of the Audit Committee shall be the persons to whom such concerns can be addressed. Correspondence on this may be addressed to them at the address of the Corporate Office at 9, Hungerford Street, Kolkata - 700016 or by email to email@beekayniryat.co.in (Chair of the Audit Committee).

PROTECTION OF WHISTLEBLOWER:

Any employee of the Company making a report in good faith, can do so in the knowledge and confidence that the Board of Directors of Beekay Niryat Limited will ensure that the act will not lead to the employee facing any recrimination, punishment or victimization.

Reports made in good faith must be based on a reasonable belief that a Wrongdoing has occurred or is likely to occur. If a subsequent investigation reveals that there was no Wrongdoing the employee making the report would not be subjected to any victimization or disciplinary action if he/she had acted in good faith.

SCOPE OF POLICY:

The policy applies regardless of the jurisdiction in which the Wrongdoing occurs or is suspected to have occurred, or whether or not such Wrongdoing or suspected Wrongdoing occurs in the home country or jurisdiction of another Country.

WRONGDOING FOR WHISTLE BLOWING PURPOSES INCLUDES THE FOLLOWING:

- Criminal activities;
- Fraud, forgery or defalcation
- Bribery or corruption
- Provision of misleading information or the falsification of financial or other records;
- Breaches of copyright, patents and licences;
- Violation of environmental legislation;
- Violation of restraint of trade legislation;
- Failure to comply with other legal obligations;

- Violation of the Code of Conduct;
- Violations of human rights, of child rights, use of child labour, workplace harassment, unfair treatment of employees;
- Insider trading in the company's shares;
- Falsification of statutory reports and records, including the company's financial statements and accounting records;
- Breaches of other policies and procedures (including, without limitation, breaches of financial controls and reporting requirements) and
- Concealing or overlooking any of the above

This is an illustrative list and employees can report other concerns.

PROCEDURES

- Where an Employee of the Company suspects there is a Wrongdoing or has been asked to participate in a Wrongdoing, the employee has a paramount duty to report the concern immediately
- In the circumstances where any Beekay Niryat Limited Employee is directed to carry out or account for a transaction or series of transactions, that, in such Beekay Niryat Limited Employee's opinion, are outside normal policies and procedures, he should bring his concerns to the attention of the Chairman of the Audit Committee
- Reports should be made to the individuals referred to in paragraph 1 above
- If an employee, who has a concern that the Code of Conduct is not being properly complied with, should report it, in the first instances, to his immediate superior. In case the concern involves the superior or the employee believes that his/her report has not been acted upon, he / she should report the matter to the Chairman of the Audit Committee.
- Wherever possible a Beekay Niryat Limited Employee should make a report disclosing his/her identity. However, if he/she makes a disclosure anonymously then consideration will only be given to such disclosures if:-
 - the subject matter is serious enough to justify it;
 - Sufficient information is provided to take further action;
 - Anonymity does not harm the credibility of the disclosure; and anonymity does not prevent the confirmation of details with other sources
- All reports under this Policy will be promptly and thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.

All reports will be investigated by persons with the appropriate authority and who are not directly linked with any aspect of the Wrongdoing as may be instructed to by the Chairman of the Audit Committee.

Wherever necessary, or required by law, a report may be referred to an external body for further investigation. Where feasible any such referral will be subject to the agreement of the Chairman of the Audit Committee.

- All employees of Beekay Niryat Limited have a duty to cooperate in the investigation of reports of Questionable Accounting / Audit Matters or the reporting of fraudulent financial information or of Grave Misconduct or of discrimination, retaliation or harassment resulting from the reporting or investigation of such matters.
- An employee shall be subject to disciplinary action, including the termination of their employment, if the employee fails to cooperate in an investigation, or deliberately provides false information during an investigation. If, at the conclusion of its investigation, the Company determines that a violation of policy has occurred, the Company will take effective remedial action commensurate with the severity of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of policy.
- All documents related to the reporting, investigation and enforcement of this policy, as a result of a report of questionable accounting, internal accounting controls, or auditing matters, or the reporting of fraudulent financial information or matter pertaining to Misconduct, or of the discrimination, retaliation or harassment of an employee who made such a report, shall be kept in accordance with the retention policy under applicable law.
- The results of an investigation shall be communicated to the Beekay Niryat Limited Employee if considered appropriate by the Chairman of the Audit, provided the employee concerned has agreed to maintain confidentiality

AMENDMENTS:

The Board of Directors of the Company may modify this Policy. Modification may be necessary, among other reasons, to maintain compliance with local, state and central regulations and / or to accommodate organizational changes within the Company.