

BHARAT NIDHI LIMITED
WHISTLE BLOWER POLICY/ VIGIL MECHANISM

1. PREFACE

Section 177 read with Rule 7 of The Companies (Meetings of Board and its Powers), 2014 and revised Clause 49 of the Listing Agreement, inter-alia, provides, a mandatory requirement, for all listed companies to establish a mechanism called “Vigil Mechanism (Whistle Blower Policy)” for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.

The Company (Bharat Nidhi Limited or BNL) has already formulated a ‘Vigil Mechanism Policy’ under Companies Act, 2013 with a view to provide a mechanism for employees of Bharat Nidhi Limited to approach the Whistle and Ethics Officer.

The Company’s Vigil Mechanism Policy has been reviewed and amended in the light of the requirement of the Clause 49 of the Listing Agreement to ensure ethical behavior through robust vigil mechanism.

2. APPLICABILITY

SEBI vide its Circular No. CIR/CFD/Policy Cell/2/2014 dated April 17, 2014 and as amended from time to time, has amended Clause 49 of the Listing Agreement requiring a Company to formulate Whistle Blower Policy/ Vigil Mechanism. The said amendment in addition to the requirements specified under Companies Act, 2013, also requires a Company to provide an opportunity to its Directors and employees to report their concerns arising out of violation of Code of Conduct for the Directors and Senior Management Personnel.

3. POLICY OBJECTIVES

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) Mechanism provides a channel to the Directors and employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc.

4. SCOPE OF THE POLICY

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. 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

5. DEFINITIONS :

- 5.1 “Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Sec 177 of the Companies Act 2013 and Clause 49 of the Listing Agreement.

- 5.2 “Code” mean Conduct for Directors and Senior Management Personnel adopted by Bharat Nidhi Ltd.
- 5.3 “Company” means Bharat Nidhi Ltd.
- 5.4 “Employee” means every employee of the Company, including the Directors in the employment of the Company.
- 5.5 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
- 5.6 “Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- 5.7 “Whistle Blower” means an Employee making a Protected Disclosure under this Policy.
- 5.8 “Whistle and Ethics Officer” means an officer of the company nominated by Competent Authority to conduct detailed investigation under this policy and to receive protected disclosure from Whistle blowers, maintain record thereof, placing the same before the Audit Committee for its disposal and informing the Whistle blower the results thereof.

6. ELIGIBILITY

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

7. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES :

- 7.1 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.
- 7.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “**Protected disclosure under the Vigil Mechanism**”. Alternatively, the same can also be sent through email with the subject “**Protected disclosure under the Vigil Mechanism**”. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee 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 Whistle & Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Whistle & Ethics Officer. The Whistle & Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.
- 7.3 The Company shall not entertain anonymous/ pseudonymous disclosures.
- 7.4 The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Whistle and ethics Officer or to the Audit Committee as the case may

be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

- 7.5 All Protected Disclosures should be addressed to the Whistle and Ethics Officer of the Company or to the Audit Committee. The contact details of the Whistle Officer are as under:-

Mr. Mukesh Gupta
Independent Director
Second Floor, 9-10 Express Building
7, Bahadur Shah Zafar Marg,
New Delhi - 110002
Email- mukeshgupta@mguptaca.com

- 7.6 On receipt of the protected disclosure the Whistle and Ethics 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. The record will include:
- Brief facts;
 - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - Whether the same Protected Disclosure was raised previously on the same subject;
 - Details of actions taken by Whistle Officer
 - Findings of the Audit Committee
 - The recommendations of the Audit Committee/ other action(s).
- 7.7 The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

8. INVESTIGATION

- 8.1 All Protected Disclosures reported under this Policy will be thoroughly investigated by the Whistle Officers of the Company who will investigate / oversee the investigations under the authorization of the Audit committee. Audit Committee /Whistle officer may at its discretion consider involving any investigators for the purpose of Investigation.
- 8.2 The decision to conduct an investigation taken into a Protected Disclosure by itself is not an acceptance of the accusation by the Authority and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not support accusation.
- 8.3 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.
- 8.4 Unless there are compelling reasons not to do so, Subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 8.5 Subjects shall have a duty to co-operate with the Whistle Officer(s) / Audit Committee during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

- 8.6 Subjects shall have right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings.
- 8.7 Subjects shall 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.
- 8.8 Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 8.9 Whistle Officer shall normally complete the investigation within 90 days of the receipt of protected disclosure.
- 8.10 In case of allegations against subject are substantiated by the Whistle Officer in his report, the AC shall give an opportunity to Subject to explain his side.

9. PROTECTION

- 9.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- 9.2 A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 9.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- 9.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10. SECRECY / CONFIDENTIALITY

- 10.1 The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:
- 10.2 Maintain confidentiality of all matters under this Policy
- 10.3 Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

10.4 Not keep the papers unattended anywhere at any time.

10.5 Keep the electronic mails / files under password.

11. DECISION

11.1 If an investigation leads the Whistle and Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Whistle Officer / Chairman of the Audit Committee shall recommend to the management 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.

11.2 If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

12. REPORTING

The Whistle & Ethics officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

13. COMMUNICATION

The Vigil Mechanism cannot be effective unless it is properly communicated to employees. The policy should be published on the website of the company.

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

15. ADMINISTRATION AND REVIEW OF THE POLICY

A periodical report about the functioning of the Vigil Mechanism shall be placed before the Audit Committee. A status report on the total number of compliant received if any during the period with summary of the findings of Whistle Officer / AC and corrective steps taken should be send to the Chairman of the Company. The Chief Executive Officer shall be responsible for the administration, interpretation, application and review of this policy.

16. 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 Employees and Directors unless the same is notified to them in writing.