

## **WHISTLE BLOWER POLICY – A VIGIL MECHANISM**

BINNY LIMITED has established a Whistle Blower Mechanism in compliance with applicable laws and in accordance with the requirements of the Listing Regulations. As a good corporate governance practice, the company has formulated policy to encourage employees to approach the management for reporting unethical, unlawful or improper practices, acts or activities involving fraud, employee misconduct, illegality which cannot be resolved through normal management channels and to prohibit managerial personnel from taking any adverse action against those employees who report such practices in good faith.

This policy permits the Company to address such complaints or disclosures by taking appropriate action. The Company will not tolerate any retaliation against any employee, for reporting in good faith any inquiry or concern.

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company. The Policy neither releases employees, customers and/or third-party intermediaries 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.

This policy is intended to assist individuals who believe they have discovered any malpractice or impropriety, fraud or suspected fraud, instances of leakage of unpublished price sensitive information, or suspected leakage of unpublished price sensitive information, violation of Company rules, manipulations, negligence, misappropriation usage of monies or any other activity on account of which the interest of the Company is affected. It is not designed to question financial or business decisions taken by the firm nor should it be used to reconsider any matters which have been investigated under the harassment, grievance or disciplinary policies and procedures.

The said Policy was formulated by the Board of Directors at their Meeting held on 30<sup>th</sup> May, 2014. Further, Board of Directors of Company amended the code on 10<sup>th</sup> August, 2019 as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and certain other clauses in the Code.

### **1) APPLICABILITY:**

The Whistleblower Policy (the "Policy") is applicable to all Employees in the Company. Employees are eligible to submit confidential complaints to the management without fear, discrimination or adverse employment consequences in relation to any actual or possible violation in the event that he/she becomes aware of, which could affect the business or reputation the Company."

## **2) QUALIFYING DISCLOSURE:**

A qualifying disclosure is any disclosure of information which is unlawful or unethical or improper practice or act or activity has been committed, is being committed may include, but is not limited to, any of the following:

- Any violation of law, a failure to comply with any legal obligation;
- Misappropriation of funds, securities, supplies, assets, any other item of the Company
- A criminal offence
- Any dishonest or fraudulent act.
- Abuse of authority;
- Deliberate concealment of information relating to any of the above.
- Making profits out of disclosing of any insider information related to companies activities.
- Leak of unpublished price sensitive information
  
- Negligence causing substantial and specific danger to public health and safety;
  
- Manipulation of the Company's data or records;
  
- Financial irregularities, including fraud or suspected fraud or deficiencies of internal control and check or deliberate error in preparations of financial statements or misrepresentation of financial reports;
  
- Pilferation of confidential or proprietary information;
  
- Any unlawful act, whether civil or criminal, the latter having repercussions on the Company and its reputation;
  
- Any other Unethical, biased, favored, imprudent act or behaviour.

## **3) FALSE DISCLOSURES:**

While this Policy is intended to protect genuine Whistleblowers from any unfair treatment as a result of their disclosure, misuse of this protection by making bogus complaints with mala fide intentions is strictly prohibited. Any Personnel who makes complaints with mala fide intentions and which are subsequently found to be false will be subject to strict disciplinary action.

## WHISTLEBLOWER POLICY & MECHANISMS

### 4) PROCEDURE FOR FILING A COMPLAINT BY WHISTLE-BLOWER:

- ⌘ Any employee shall make a disclosure to any of the members Audit Committee. The disclosure may be made in writing (by e-mail [binny@binnyltd.in](mailto:binny@binnyltd.in) or on paper addressed to The Chairman of the Audit Committee, No. 1, Cooks Road, Otteri, Perambur, Chennai – 600 012) or orally (a personal meeting or over the telephone - 044- 2662 1053).
- ⌘ A report can also be made to the immediate supervisor or made to any other official in the Company whom the reporting employee can expect to have the responsibility to review the alleged unethical activity.
- ⌘ A complaint may be made anonymously and such disclosures will be entertained as decided by the Committee. However, the complainant must be detailed in their description of the complaint.

### 5) INVESTIGATION:

- ⌘ The Audit Committee to which the disclosure has been made shall appropriately and expeditiously investigate all whistle-blower reports received.
- ⌘ After considering the report, the Committee shall determine the future course of action and may order remedial action.
- ⌘ In this regard, the Committee may appoint a senior officer to investigate into the matter. The Committee shall have the right to outline a detailed procedure for an investigation.
- ⌘ The investigation shall be completed within 60 days on the receipt of complete disclosure
- ⌘ The committee shall take such disciplinary action as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable conduct and disciplinary procedures.

## **6) PROTECTION OF WHISTLE BLOWERS**

- ⌘ The identity of the Whistle Blower shall be kept confidential and any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.
- ⌘ Whistle Blowers will be given adequate protection against any unfair practices. The Audit Committee shall not, unless compelled by judicial or other legal process, reveal the identity of any person who makes Allegation.
- ⌘ The Audit Committee shall not retaliate, and shall not tolerate any retaliation by management or any other person, directly or indirectly, against anyone who, in good faith, makes allegation, reports a Retaliatory Act or provides assistance to the Audit Committee, management or any other person, including any governmental, regulatory or law enforcement body, investigating a Report.

## **7) RECORDS**

The Audit Committee shall retain for a minimum period of seven years of all records relating to any protected disclosures along with results of the investigation relating to such allegations.

## **8) NOTIFICATION**

- ⌘ The Board of Directors of the company is required to notify and communicate the existence and contents of this policy to their employees. The new employees shall be informed about the policy by the HR department.
- ⌘ This policy, as amended from time to time, shall be made available on the website of the Company.

## **9) AMENDMENT**

The Management reserves a right to amend or modify this Policy in whole or in part, at any time without assigning any reason in accordance with applicable regulations and organizational changes in the company.