

**WHISTLE BLOWER POLICY / VIGIL MECHANISM POLICY**

<b>Document Title</b>	Whistle Blower Policy / Vigil Mechanism Policy
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## **INTRODUCTION**

Section 177 of the Companies Act, 2013 read with Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides for all listed companies to establish a mechanism called 'Vigil Mechanism / Whistle Blower Policy' for Directors and Employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct.

The Company is committed to conduct its affairs in a fair and transparent manner by adopting the best practices with the highest standards of integrity, professionalism and ethics. This policy provides a platform to the Directors and employees of the Company to report their genuine concerns about unethical behavior, actual or suspected, fraud or violation of the company's code of conduct or ethics policy or any other grievances.

A Vigil Mechanism provides a channel to the Whistle Blower and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy.

The mechanism provides for adequate safeguards against victimization of Whistle Blower to avail of the mechanism and also provide for direct access to the Managing Director/ Chairman of the Audit Committee in exceptional cases.

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.

The policy applies to all permanent employees of the Company and violation will result in appropriate disciplinary action.

## **DEFINITIONS**

- **Alleged Wrongful Conduct:** shall mean violation of law, contravention of Company's policy and rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- **Audit Committee:** The Committee constituted by the Board of Directors of B&B Triplewall Containers Limited in accordance with the provisions of Section 177 of the CA 2013 read with Regulation 22 of Listing Regulations, which has responsibility for supervising the development and implementation of this Policy.
- **CA 2013:** shall mean Companies Act, 2013 read with related rules framed thereunder and including all amendments and modifications thereto.

- **Director:** A Director on the Board of the Company whether whole –time or otherwise.
- **Disciplinary Action:** any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- **Employee:** means all the employee whether permanent or temporary or contractual.
- **Listing Regulations:** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including all amendments and modifications thereto.
- **Protected Disclosure:** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about any illegal, unethical or improper activity under the title “COVERAGE OF THE POLICY” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment.
- **Subject:** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- **Whistle Blower:** is an employee (including past employee) or group of employees, Director, vendor and other business partners who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

## **SCOPE**

The vigil mechanism shall provide for adequate safe guards against victimization of director(s) or employee(s) or any other person who avails the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases. Various stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories:

- Employees of the Company.
- Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s offices or any other location.

- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company.
- Customers of the Company.
- Any other person having an association with the Company A person belonging to any of the above-mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

### **COVERAGE OF POLICY**

The Policy covers any illegal, unethical or improper activity, malpractices and any event of misconduct which has taken place/ suspected to take place involving but not limited to:

- Abuse of authority at any defined level in the Company and/ or not following defined policies and procedures of the Company
- Breach of contract
- Acts involving acceptance of bribe, theft, fraud, coercion, willful omission or any other form of corruption
- Disclosure of confidential/proprietary information to any outsider
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of company data/records
- Financial irregularities, including fraud, or suspected fraud
- Criminal offence having repercussions on the Company or its reputation
- Pilferation of confidential/propriety information
- Any willful/ deliberate violation of statutory law/regulation and government directives applicable to the Company, thereby exposing the Company to penalties/fines
- Wastage/misappropriation of company funds/assets
- Breach of employee Code of Conduct or Rules.
- Violation of the Company's Code of Conduct or ethics Policy
- Sexual harassment and related complaints
- Leakage of an unpublished price sensitive information
- Any other illegal /unethical/ biased/ favoured or fraudulent activity.
- Any other activities injurious to the interests of the Company

This Policy is a channel to reinforce a robust implementation of the Company's Code of Conduct. Through this policy, the Company seeks to provide a procedure for all the Whistle Blower to disclose any unethical and improper practice taking place in the Company for appropriate action and reporting.

## **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 intentional 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, baseless, malicious or reported otherwise than in good faith shall be liable to be prosecuted under Company's Code of Conduct.

## **PROCEDURE**

- All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- All other Protected Disclosures concerning employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee and those concerning other employees should be addressed to the Human Resource Manager of the Company.
- The communication by the employees should be under their name and signature. Communication may be made in writing through a letter or through email. Anonymous disclosures will also be entertained.
- Whistle blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Human Resource Manager or the Chairman of the Audit Committee or the Investigators.
- Where the Audit Committee has designated any senior officer or a committee of managerial personnel for investigation, they shall mandatorily adhere to procedure outlined by Audit Committee for investigation. The Human Resource Manager may at his discretion, consider involving any Investigators for the purpose of investigation.
- **Name & Contact details** where disclosures to be addressed  
Mr. Ravi Agarwal  
Mail id; [ravi@hmkautopack.com](mailto:ravi@hmkautopack.com)

## **PROTECTION TO WHISTLE BLOWER**

If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like 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/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- a. The Whistle blower has chosen to identify themselves,
- b. The communication/ disclosure is made in good faith,
- c. The Whistle blower reasonably believes that information, and any allegations contained in it, are substantially true; and
- d. The Whistle blower is not acting for personal gain.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

## **REPORT**

A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Whistle Committee and the corrective actions taken will be sent to the CMD of the Company.

## **REVIEW AND AMENDMENT**

The Board of Directors will review and may amend or modify this Policy, as may be required from time to time, in whole or in part, in accordance with the CA 2013 and Listing Regulations and any further amendments and notifications as may be made effective in this regard. Any subsequent notification, circular, guidelines or amendments under CA 2013 and Listing Regulations as may be issued from time to time shall be mutatis mutandis applicable without any further modification or amendment in this policy. The Board may also amend this policy without assigning any reason whatsoever and communicating the same to the employees and Directors of the Company or by uploading it on the website of the Company.



**NOTE:** This Policy has been approved by the Board of Director in a Board Meeting held on August 03<sup>rd</sup>, 2018 and this policy will be applicable when Shares of the Company gets listed.

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