



BEW Engineering Limited
Vigil mechanism/ Whistle Blower Policy



Name of the Document	Whistle Blower Policy
Version	02
Approving Authority & Date of Approve	Board of Directors Wednesday, August 17,2022
Effective Date of Document	August 17, 2022
Release Date of Document	August 17, 2022
Date of Last Review	August 17, 2022
Date of Next Review	August, 2023
Version History	Version 01: Initial version Dated 07 th May, 2021 Version 02: August 17, 2022



BEW ENGINEERING LIMITED

WHISTLE BLOWER POLICY

1. Introduction

- a. BEW Engineering Limited (“the Company”) has adopted a Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to chairperson of the Audit Committee in appropriate or exceptional cases.
- b. Section 177(9) of the Companies Act, 2013 mandates every listed company to constitute a vigil mechanism. Similarly, Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, also requires all listed companies to establish a mechanism called the ‘Whistleblower Policy’ for directors and employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company’s Code of Conduct. Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for Directors and Employees of the Company to approach the Managing Director/ Chairman of the Audit Committee/ Compliance Officer of the Company.
- c. The Securities and Exchange Board of India (SEBI) has, by Notification dated 31st December, 2018, amended the SEBI (Prohibition of Insider Trading) Regulations, 2015 by inserting Regulation 9A – ‘Institutional Mechanism for Prevention of Insider Trading’ to take effect from 1st April, 2019 whereby, a listed company shall have a Whistle Blower Policy and make the employees aware of such policy to enable the employees report instances of leak of Unpublished Price Sensitive Information (UPSI).

2. Definitions

The definitions of some of the key terms used in this Policy are given below.

- a. **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



- b. **“Employee”** means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- c. **“Code”** means the Code of Conduct adopted by the BEW Engineering Limited.
- d. **“Company”** means BEW Engineering Limited.
- e. **“Compliance Officer”** the Company Secretary of BEW Engineering Limited.
- f. **“Investigators”** mean those persons authorised, appointed, consulted or approached by the Managing Director/Chairman of the Audit Committee/ Compliance Officer and includes the Auditors of the Company and the police.
- g. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity and includes intimation of leak or suspected leak of Unpublished Price Sensitive Information.
- h. **“Subject”** means a person or persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- i. **“Unpublished Price Sensitive Information (UPS I)”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following: –
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel;such other information as may be determined by the Board of Directors/Managing Director & Chief Executive Officer/Chief Financial Officer from time to time.
- j. **“Whistleblower”** means an Employee, Director, Channel Partner, Business Associates or a Customer of the Company making a Protected Disclosure under this Policy.



3. Scope

- a. The Whistleblower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- b. Whistleblowers 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 Investigator or Managing Director or the Chairman of the Audit Committee.
- c. Protected Disclosure will be appropriately dealt with by the Managing Director or the Chairman of the Audit Committee or Compliance Officer or any other person appointed for the purpose, as the case may be.

4. Eligibility

All Employees, Directors, Business Associates of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

5. Disqualifications

- a. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.
- c. Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be *mala fide*, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

6. Procedure

- a. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.



- b. In respect of all other Protected Disclosures, those concerning the Chairman, Managing Director, Chief Financial Officer, Compliance Officer and Other Directos etc. should be addressed to the Chairman of the Audit Committee of the Company and those concerning Chairman of the Audit Committee and other employees should be addressed to the Managing Director/Compliance Officer of the Company.
- c. In respect of matters related to leak or suspected leak of UPSI, the same should be addressed to the Compliance Officer / Chairman of the Audit Committee.
- d. The contact details of the Chairman of the Audit Committee, Managing Director, and the Compliance Officer of the Company are as under:

Name of the Person and Designation	Contact details
1. Shri Ratnakar Venkappa Rai (Chairman of the Audit Committee)	Address: G 2/ 503 Sphene, Moraj Residency, Kasturi Co-op Hsg. Society, Palmbeach Road, New Mumbai, Sanpada, Thane, Maharashtra 400705 Mail id: ashrai_rrai@yahoo.com
2. Shri Rohan Prakash Lade (Managing Director)	Address: FE-10, M. I. D. C., Phase-II, Manpada Road, Dombivli East, Dist. Thane, Maharashtra India 421204. Mail id(s): rohan@bifriends.in , cs@bewltd.in

- e. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Managing Director or the Compliance Officer, the same should be forwarded to the Company's Managing Director or the Chairman of the Audit Committee or the Compliance Officer, as the case may be, for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- f. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or Marathi.
- g. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee / Managing Director / Compliance Officer, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.



- h. 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.
- i. 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.

7. Investigation

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Managing Director / Chairman of the Audit Committee / Compliance Officer of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.
- b. The Managing Director / Chairman of the Audit Committee / Compliance Officer may at its discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Managing Director / Chairman of the Audit Committee / Compliance 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 Managing Director / Chairman of the Audit Committee / Compliance 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 Investigators and/or members of the Audit Committee/ Compliance Officer 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.
- k. The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and in case of leak or suspected leak of UPSI, the investigation shall be completed within 7 working days from the date of receipt of report of the preliminary inquiry.

8. Protection

- a. No unfair treatment will be meted out to a Whistleblower 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 Whistleblowers. Complete protection will, therefore, be given to Whistleblowers 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 Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.
- b. A Whistleblower may report any violation of the above clause to the Compliance Officer, who shall investigate into the same and recommend suitable action to



the management.

- c. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Investigators / Managing Director / Chairman of the Audit Committee / Compliance Officer (e.g. during investigations carried out by Investigators).
- d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

9. Investigators

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Managing Director / Audit Committee / Compliance Officer when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct, and
 - ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

10. Decision

If an investigation leads the Managing Director / Chairman of the Audit Committee / Compliance Officer to conclude that an improper or unethical act has been committed, the Managing Director / Chairman of the Audit Committee / Compliance Officer shall recommend to the management of the Company or to the Board of Directors to take such disciplinary or corrective action as the Managing Director / Chairman of the Audit Committee / Compliance Officer deems 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. Reporting

Managing Director / Compliance Officer shall submit a report to 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.

12. 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.

13. 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. The revised Policy shall be uploaded on the Company's website as and when amended.
