

**BWL LIMITED**  
**VIGIL MECHANISM POLICY**

BWL LIMITED (herein after referred to as 'the Company') is committed to provide the high quality products as well as maintain high standard of ethics. The Company has established a comprehensive Vigil Mechanism, in which Directors and employees are provided an opportunity to disclose any matter of genuine concern in prescribed manner.

**1. PURPOSE**

To provide means by way of a structured mechanism for individuals who wish to disclose any matter of genuine concern to the Audit Committee of the Board of Directors.

**2. SCOPE**

- 2.1 This policy applies to any Director or employee who wishes to disclose to the Audit Committee any issue or question associated with the Company's policies, procedures, conduct or practices believed by the individual to be a matter of genuine concern.
- 2.2 Matter of genuine concern may refer to any of the following:-
- 2.2.1 Untrue statements.
  - 2.2.2 Unethical behavior.
  - 2.2.3 Actual or suspected fraud.
  - 2.2.4 Methods, facilities, controls, etc. being used to manufacture products not complying with established standards.
  - 2.2.5 Irregularities observed in any of the process pertaining to manufacturing, processing, packing, re-packing or labeling holding and/or distribution of lubricants.
  - 2.2.6 Continuous non-compliance with the applicable law, rule or regulation.
  - 2.2.7 Non-existence of comprehensive, adequate and effective Quality Control Management.
  - 2.2.8 Non-compliance/non-adherence of Code of Conduct of the Company.

**3. DEFINITIONS**

- 3.1 Designee—Is a person appointed by Audit Committee, required for assistance in the investigation and submit his/her findings to Audit Committee.
- 3.2 Disclosing Individual – Director or permanent/contractual employee of the Company notifying to Audit Committee of any matter as stated under (2.2).

3.3 Disclosure—is any communication made in good faith by a Director or employee that discloses or demonstrates information that may indicate evidence of matters of genuine concern.

#### **4. GUIDELINES**

##### **4.1 Disclosure/Disclosing Individual**

4.1.1 All Directors and/or employees are encouraged to notify the Audit Committee, as soon as possible, once the individual becomes aware of a condition or practice that they believe to be of genuine concern.

4.1.2 The authenticity of the Disclosing Individual's identity will be established by the Audit Committee before considering the case for good faith investigation into the allegations set forth in every Disclosure.

4.1.3 The Disclosing Individual can request that their identity not be disclosed. Anonymous complaints (complaints that do not bear the identity of the Disclosing Individual) shall be inquired.

4.1.4 The Disclosure must be genuine with adequate supporting proof. Disclosing Individual must provide all factual corroborating information, as is available and to the extent possible.

##### **4.2 Confidentiality**

4.2.1 Disclosing Individuals are encouraged to disclose their identity so as to allow a thorough investigation.

4.2.2 All communications, concerns and issues reported under this policy shall be treated in a confidential manner except to the extent necessary to conduct a complete, fair and effective investigation.

4.2.3 Similarly, the identities of the Disclosing Individual and subject matter of the investigation or complaint shall be treated with confidentiality at all time

4.2.4 No unfair treatment shall be exhibited towards the Disclosing Individual by virtue of his/her having reported a Disclosure under this policy and the

Company shall ensure that full protection has been granted to him/her against:

- (a) Unfair employment practices like retaliation, threat or intimidation of termination/suspension of services, etc.
- (b) Direct or indirect abuse to the Disclosing Individual's right to continue performance of his/her duties/functions.

4.2.5 The Disclosing Individual may also report any violation to Audit Committee, who may direct an investigation into the same. The Audit Committee may recommend appropriate disciplinary action.

4.2.6 The reporting individual remains subject to disciplinary actions for his or her improper and unlawful acts as determined by Audit Committee investigation.

### **4.3 Subject Matter of the Complaint**

4.3.1 For any disclosure that issue efficiently specific to:(a) permeated term in ation of the appropriateness of the alleged improper practice; (b) provide an opportunityfortakingcorrectiveaction,theAuditCommitteeshallconducta review of the allegations set forth in the disclosure and ensure that proper follow-up is conducted.

4.3.2 The individuals or groups shall have a duty to co-operate with Audit Committee.

4.3.3 The Board of Director soft he Company shall have a right to be in formed about the results of the investigation process.

### **4.4 Audit Committee**

4.4.1 The Audit Committee over sees this Vigil Mechanism Policy, function in gasan in dependent body that reviews and evaluates matters of genuine concern.

4.4.2 The Audit Committee has direct access to the senior management of the Company and may take internal or external legal opinion or advice or assistance, as and when required.

4.4.3 The Audit Committee is authorized to receive any Disclosure reported under this policy. This Committee is responsible for obtaining all necessary information and ensuring appropriate action.

4.4.4 The Audit Committee is also authorized to appoint a representative/ designee or representits Office to receive any Disclosure sunder the policy.

4.4.5 The Audit Committee or its designee shall make good faith investigation in to the allegations.

## **5. DISCLOSINGPROCEDURE**

### **5.1 What to Disclose**

5.1.1 Any issue or question relating to matters stated under Clause 2.2

## **5.2 Whom to Disclose**

5.2.1 Written communication should be forwarded to the following mailing address:-

The Chairperson of Audit Committee  
BWL LIMITED  
PHONE:  
EMAIL:

It may be noted that the Disclosing Individual(s) have direct access to the Chairperson of the Audit Committee

## **5.3 When to Disclose**

5.3.1 Disclosing Individuals are encouraged to express their concern at the earliest possible and/or within 5 working days so that timely action can be taken.

## **5.4 Publicizing the Disclosure Program**

5.4.1 The Company shall publicize the existence of the Vigil Mechanism Policy by posting the information of the Company on the corporate website.

## **6. INVESTIGATION**

6.1 The Audit Committee or its designee shall report the findings of the investigation to the Board of Directors. The investigation process shall be completed at the earliest.

## **6. DOCUMENTATION & RETENTION**

7.1 All information gathered under this policy shall;  
(a) Be maintained for at least eight years following closure of the review and corrective action; and  
(b) Be provided to the Board of Directors, upon request.