

# **Vinayak Vaniya Limited**

**VIGIL MECHANISM / WHISTLE BLOWER POLICY**

# **1. PREFACE**

## **1.1**

Vinayak Vanijya Limited is committed to conducting its business affairs in a fair, transparent and ethical manner and in compliance with all applicable laws, rules and regulations. The Company believes in maintaining the highest standards of professionalism, honesty, integrity and corporate governance.

## **1.2**

The Company is committed to developing a culture where Directors and Employees can freely communicate and raise genuine concerns regarding any unethical conduct, actual or suspected fraud, misconduct, violation of law or irregularity without fear of retaliation.

## **1.3**

This Policy is framed in accordance with:

- Section 177(9) and Section 177(10) of the Companies Act, 2013
- Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014
- Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

which require every listed company to establish a vigil mechanism for Directors and Employees.

## **1.4**

The purpose of this Policy is to:

- provide a mechanism for reporting concerns
- protect whistle blowers from victimisation
- ensure fair investigation
- maintain confidentiality
- strengthen corporate governance standards

## **1.5**

This Policy shall not be used as a substitute for normal grievance procedures relating to employment matters.

# **2. DEFINITIONS**

## **2.1 “Audit Committee”**

Means the Audit Committee constituted by the Board in accordance with the Companies Act, 2013 and SEBI Listing Regulations.

## **2.2 “Protected Disclosure”**

Means any written communication made in good faith that discloses information relating to suspected unethical or improper activity.

## **2.3 “Whistle Blower”**

Means a Director or Employee who makes a Protected Disclosure under this Policy.

## **2.4 “Subject”**

Means a person or group of persons against whom a Protected Disclosure has been made.

## **2.5 “Compliance Officer”**

Means the officer designated for implementation of this Policy.

For the purpose of this Policy:

**Ms. Sunayana Anand**  
**Company Secretary & Compliance Officer**

shall act as the Compliance Officer for administering this Policy.

# **3. GUIDING PRINCIPLES**

The Company shall ensure that:

- genuine concerns are taken seriously
- the whistle blower is protected
- confidentiality is preserved
- no retaliation takes place
- fair opportunity is provided to the Subject
- investigations are conducted impartially
- evidence is preserved properly

# **4. SCOPE OF POLICY**

This Policy covers disclosures concerning:

- fraud or suspected fraud

- financial irregularities
- misappropriation of assets
- abuse of authority
- breach of legal obligations
- insider trading violations
- manipulation of records
- conflict of interest
- unethical business conduct
- leakage of confidential information
- harassment or victimisation
- deliberate violation of Company policies

## **5. ELIGIBILITY**

This Policy applies to:

- Directors & KMPs
- Permanent Employees
- Temporary Employees
- Consultants
- Retainers
- Contractual personnel associated with the Company

## **6. DISQUALIFICATIONS**

### **6.1**

Protection under this Policy shall not extend to any person who:

- knowingly makes false allegations
- makes malicious complaints
- acts with mala fide intention

### **6.2**

Any such person may be subject to disciplinary action under Company policies.

## **7. REPORTING MECHANISM**

### **7.1 Reporting Authority**

Protected Disclosures shall be reported to:

**Ms. Sunayana Anand**  
**Company Secretary & Compliance Officer**  
Vinayak Vanijya Limited

## **7.2 Escalation**

Where the complaint involves senior management, the matter may be directly reported to the Chairperson of the Audit Committee.

## **7.3 Mode of Complaint**

Complaints may be made through:

- written letter
- official email
- sealed confidential communication

## **7.4 Contents of Disclosure**

The complaint should contain:

- name of complainant
- details of incident
- names of persons involved
- relevant facts
- supporting documents, if any

Anonymous complaints may be considered at the discretion of the Audit Committee.

# **8. INVESTIGATION PROCESS**

## **8.1 Preliminary Review**

The Compliance Officer shall conduct a preliminary review of the complaint.

## **8.2 Investigation**

If required, the matter may be investigated by:

- Audit Committee
- Internal Auditor
- External professional advisor
- Investigation Committee

## **8.3 Fair Hearing**

The Subject shall be given a reasonable opportunity to explain his/her position.

## **8.4 Timeline**

The investigation shall normally be completed within a reasonable period.

## **8.5 Action**

Based on the findings, the Audit Committee may recommend:

- disciplinary action
- corrective action
- legal action
- strengthening internal controls
- closure of matter

## **9. PROTECTION OF WHISTLE BLOWER**

No whistle blower shall be subjected to:

- harassment
- discrimination
- retaliation
- demotion
- suspension
- termination
- threats
- intimidation

for making a genuine disclosure.

The Company shall ensure adequate safeguards against victimisation.

## **10. CONFIDENTIALITY**

The Company shall maintain strict confidentiality regarding:

- identity of whistle blower
- identity of subject
- investigation proceedings
- records and documents
- outcome of investigation

Information shall be disclosed only on a need-to-know basis.

## **11. FALSE DISCLOSURES**

If any complaint is found to be knowingly false, frivolous or malicious, the Company may initiate disciplinary action against the complainant.

## **12. REPORTING TO AUDIT COMMITTEE**

The Compliance Officer shall periodically submit a report to the Audit Committee containing:

- number of complaints received
- nature of complaints
- status of investigations
- actions taken
- pending matters

## **13. RETENTION OF DOCUMENTS**

All documents relating to complaints shall be preserved by the Company for such period as required under applicable law.

## **14. AMENDMENT**

The Board of Directors of the Company reserves the right to amend, modify or revise this Policy at any time in compliance with applicable laws.

## **15. EFFECTIVE DATE**

This Policy shall come into force from the date of approval by the Board of Directors of the Company.

**For and on behalf of the Board of Directors**

**Vinayak Vanijya Limited**

**Mukhtar Singh**  
Whole-time Director  
DIN: 06525800