

BLB LIMITED

CIN: L67120HR1981PLC051078

Vigil Mechanism

(Effective from 01st April, 2019)

[Approved by the Board of Directors in its meeting held on 30th March, 2019]



I. PREAMBLE

M/s BLB Limited is committed to conduct its business by adopting the highest standards of professional integrity and ethical behavior.

Section 177 of the Companies Act, 2013 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, provides a mandatory requirement for all listed companies to establish a mechanism called "Vigil Mechanism (Whistle Blower Policy)" for all the Directors and employees of the Company to report their genuine concerns to the management.

In its endeavor to provide its Directors and Employees a secure and a fearless working environment, M/s BLB Limited has adopted the Vigil Mechanism, a channel through which the Directors and Employees of the Company have a secure mechanism to report genuine concerns including any unethical behavior, actual or suspected frauds taking place in M/s BLB Limited for appropriate action or reporting.

With the coming in force of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is requirement to amend the existing policy. This amended Policy will be applicable to the Company w.e.f. 01st April, 2019.

In terms of Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, including any amendments thereto, (hereinafter also referred to as Insider Trading Regulations), the Company is required to formulate a whistle blower policy to enable employees to report instances of leak of Unpublished Price Sensitive Information ("UPSI"). The Company has adopted a code of fair disclosure and conduct ("Insider Trading Code") as required under Insider Trading Regulations, which lays down the practices and procedures that should govern the fair disclosure of UPSI by the Company and regulate and monitor the conduct of designated persons (as defined in the Insider Trading Code) while dealing in the securities of the Company. Any actual or potential violation of the Insider Trading Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a whistle blower policy shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.



II. SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, instances of leakage of UPSI or suspected leakage of UPSI, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

III. DEFINITIONS

“Alleged wrongful conduct” shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected criminal offence, corruption, bribery, theft, conversion or misuse of the Company’s property or fraud, instances of leakage of UPSI or suspected leakage of UPSI, substantial and specific danger to public health and safety or abuse of authority for personal benefit or the benefit of third party, a suspected or actual manipulation of company data/record or accounting or financial misreporting, pilferage of confidential / proprietary information, or unauthorized disclosure of information to third party;”.

“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 and read with revised Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**Board**” means the Board of Directors of the Company.

“Company” means BLB Limited and all its offices.

Code”/ “Code of Conduct” means Code of Conduct for Directors and Senior Management Executives adopted by the Company.

“Employee” means every employee of the Company, including the Directors in the employment of the Company.



“Insider Trading Code” means Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information adopted by the Company.

“Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.

“Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

“Unpublished Price Sensitive Information” means any information, relating to the 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 including but not restricted to, information relating to the following-

1. financial results;
2. dividends;
3. change in capital structure;
4. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions.
5. changes in key managerial personnel;

“Vigilance and Ethics Officer” means Chairperson of the Audit Committee appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

“Whistle Blower” means an Employee making a Protected Disclosure under this Policy.

IV. APPLICABILITY

The mechanism applies to BLB Limited. To ensure that this mechanism is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

1. Ensure that the person processing the Protected Disclosure is not victimized for doing so and shall not attempt to conceal the evidence of such disclosure;
2. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;



3. Ensure complete confidentiality.
4. Provide an opportunity of being heard to the persons involved especially to the Subject;

V. COVERAGE OF THE MECHANISM

The mechanism covers malpractices and events which have taken place/suspected to take place involving:

- Criminal activities;
- Fraud, forgery or defalcation
- Bribery or corruption
- Provision of misleading information or the falsification of financial or other records;
- Breach of contract
- Manipulation of company data/records
- Pilferation of confidential/propriety information
- Deliberate violation of law/regulation
- Falsification of statutory reports and records, including the company's financial statements and accounting records;
- Breaches of other policies and procedures (including, without limitation, breaches of financial controls and reporting requirements) and
- Any other unethical, biased, favored, imprudent event.

This is an illustrative list and directors/employees can report other concerns.

VI. ROLE OF AUDIT COMMITTEE

Audit Committee shall oversee the mechanism and if any member(s) of the committee have a conflict of interest in a given case, they shall rescue themselves and the others on the committee would deal with the matter on hand. Directors and employees shall have direct access to the Chairperson of the Audit Committee. There should be periodical reporting to the Audit Committee of the Company. A report with number of complaints received, if any, under the Policy and their outcome shall be placed before the Audit Committee and the Board.



VII. TIME LIMIT WITHIN WHICH COMPLAINT SHOULD BE LODGED AND MODE OF LODGING OF COMPLAINT

All Protected Disclosures should be reported in writing by the complainant within 10 days after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English and be submitted to the Audit Committee of the Company.

VIII. MANNER IN WHICH CONCERN CAN BE RAISED

The Directors and employees of the Company have a right to report any such concerns through this mechanism with the confidence that the Company will ensure that the act will not lead to the employee facing any recrimination, punishment or victimization. The first time reporting by the directors and employees of the Company should be made to Chairman of the Audit Committee of the Company.

The Director(s) and Employee(s) can make the Protected Disclosure of such concerns to the Chairman of the Audit Committee.

The Director/Employee must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated until and unless:

- The subject matter is serious enough to justify it;
- Sufficient information is provided to take further action;
- Anonymity does not harm the credibility of the disclosure; and anonymity does not prevent the confirmation of details with other sources.

Reports made in good faith must be based on a reasonable belief that a wrongdoing has occurred or is likely to occur. If a subsequent investigation reveals that there was no wrongdoing the employee making the report would not be subjected to any victimization or disciplinary action if he/she had acted in good faith. However, in case of repeated frivolous complaints being filed by a director or an employee, the audit committee may take suitable action against the concerned director or employee including reprimand.



VII. PROCESS OF INVESTIGATION

On receipt of the protected disclosure the Chairman of the Audit Committee shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. The record will include:

- ❖ Brief facts;
- ❖ Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- ❖ Whether the same Protected Disclosure was raised previously on the same subject;
- ❖ Details of actions taken by Whistle Officer / Chairman/ CEO for processing the complaint;
- ❖ Findings of the Audit Committee;
- ❖ The recommendations of the Audit Committee/ other action(s)

Any other Director/ Employee assisting in the said investigation or furnishing evidence shall also be protected.

The results of an investigation shall be communicated to such Director/Employee if considered appropriate by the Chairman of the Audit Committee, provided the employee concerned has agreed to maintain confidentiality.

All reports under this mechanism will be promptly and thoroughly investigated by the Chairman of the Audit Committee or such other person as may be authorised by the Committee, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action in accordance with applicable law.

VIII. FALSE ALLEGATIONS

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct to the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

IX. TIME FRAME FOR REDRESSAL OF COMPLAINTS



All the formalities with respect to the enquiry of complaint should be completed and the matter should be resolved within 6 months from the date of filing of complaint. Any extension in respect thereof shall be in writing alongwith necessary justification.

X. PROTECTION

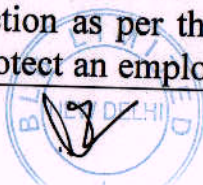
No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers 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 Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action



taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

XII. SECRECY/CONFIDENTIALITY

Maintain confidentiality of the whistle blower and witnesses who provide information, as appropriate.

XIII. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with the "Protected Disclosures" are considered confidential information and access will be restricted to the Chairman of Audit Committee. "Protected Disclosures" and any resulting investigations, reports or resulting actions will not be disclosed except as required by any legal requirements or regulations.

XIV. COMMUNICATION

A Whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed about the Policy through email or through the website of the Company.

XV. 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 period of 3 (three) years or such other period as specified by any other law in force, whichever is more.

XVI. ADMINISTRATION AND REVIEW OF THE POLICY

The Whole Time Director shall be responsible for the administration, interpretation, application and review of this policy. The Whole Time Director also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.



XVII. 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.

Date: 30.03.2019
Place: New Delhi

For BLB Limited



BRIJ RATTAN BAGRI
CHAIRMAN
DIN: 00007441