

BERRY ALLOYS LIMITED

VIGIL MECHANISM POLICY

PREFACE

The Companies Act, 2013 read with Rules framed thereunder introduces the concept of vigil mechanism and requires to establish a vigil mechanism for their directors and employees to report genuine concerns relating to the company and to provide adequate safeguards against victimization of persons who use such mechanism.

DEFINITIONS:

"Alleged wrongful conduct" shall mean violation of applicable laws to the Company, Infringement of Company's rules, misappropriation of monies, substantial and specific danger to public health and safety non-adherence to the Code or abuse of authority.

"Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013.

"Board" means the Board of Directors of the Company.

"Code" means The Code of Conduct for Directors and Senior Management Personnel adopted by the Company.

"Company" means Berry Alloys Limited and all its offices/divisions.

"Employee" means all the present employees, Director and Whole-time Directors of the Company.

"Disclosure" means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

"Subject" means a person or group of persons against or in relation to whom a Disclosure is made or evidence gathered during the course of an investigation.

"Vigilance Officer" means an officer appointed to receive disclosures from Whistle Blower, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

"Whistle Blower" is an employee/director or group of employees/director(s) who make a Disclosure under this Policy and also referred in this policy as complainant.

SCOPE OF THE POLICY

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/suspected to take place involving:

1. Infringement of company' rules set by the management
2. Abuse of authority
3. Non- adherence of the Company's Code of Conduct
4. Breach of Business Integrity and Ethics
5. Breach of terms and conditions of employment and rules thereof
6. Intentional Financial irregularities, including fraud, or suspected fraud
7. Deliberate violation of laws/regulations
8. Willful negligence causing substantial and specific danger to health, safety and environment
9. Pilferation of confidential/propriety information
10. Gross wastage/misappropriation of Company funds/assets
11. Breach of contract;
12. Criminal offence;
13. Any other unethical, biased, favoured, imprudent event.

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14. Deliberate violation of law/regulation including Insider Trading;

The Policy should not be used as a route for raising malicious or unfounded allegations against colleagues.

POLICY OBJECTIVES:

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its directors/employees who have credible information about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The Vigil (Whistle Blower) Mechanism provides a channel to the employees and directors to report about unethical behaviour, actual or suspected fraud or violation of the Code or Policy of the Company. The mechanism provides for adequate safeguards against victimization of employees and Directors who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

The mechanism/policy neither releases employees and directors from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation or with a mala fide intent.

ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

ELIGIBILITY

All Directors and Employees of the Company are eligible to make Disclosures under the Policy in relation to matters concerning the Company.

RECEIPT OF DISCLOSURES:

All Disclosures should be confidentially reported in writing by the complainant/whistle blower as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the alleged wrongful act. Whistle Blower must put his/her name to Disclosure. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer or by the Audit Committee.

Disclosure may be made to the Vigilance Officer by telephone, email or in writing to the attention of:

Mr. Vijay Gupta
Berry Alloys Limited
3A, Hare Street,
Kolkata-700001
E-mail: vijay@berryalloys.in

Disclosure also may be made directly to the Chairman of the Audit Committee in writing Disclosure and against the Vigilance Officer and any of the Directors of the Company should be addressed to:

Mr. Jaybindra Thakur
Chairman of the Audit Committee
Berry Alloys Limited
304, Santinagar Colony, Liluah,
Howrah-711204
E-mail: jaybindrathakur@gmail.com

The Chairman may, in his discretion, send any such Disclosures to the Vigilance Officer for scheduling and investigation in accordance with this policy or retain the matter for investigation by the Audit Committee. Ordinarily, the practice of the Chairman will be to forward the Disclosure to the Vigilance Officer for investigation.

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PROCEDURE & INVESTIGATION

The Vigilance Officer is authorized to receive and investigate Disclosure. In this capacity, the Vigilance Officer provides counsel to, and acts under the authority of, the Audit Committee.

Promptly upon receipt of the complaint or Disclosure, the Vigilance Officer will evaluate whether a complaint constitutes a Disclosure within the Scope of the Policy. If the Vigilance Officer determines that a complaint is a Disclosure within the Scope of this Policy, he will promptly investigate the report and communicate the results of the Whistleblower investigation in reasonable detail to the Audit Committee.

If initial/preliminary enquiries by the Vigilance Officer indicate that the concern has no basis, or it is not a matter to be further investigated or pursued under this Policy, it may be dismissed at this stage and the decision will be documented.

The Vigilance Officer will have free discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results. The Vigilance Officer may delegate investigatory responsibility to one or more persons, including persons who are not employees of the Company.

All investigations will be conducted in a confidential manner, so that information will be disclosed only as needed to facilitate review of the investigation or otherwise as required by law.

The parameters of any investigation will be determined by the Vigilance Officer or that individual's designee, and the Company and its employees will cooperate as necessary.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 60 days of the receipt of the disclosure and is extendable by such period as the Audit Committee/vigilance officer may deem fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.

In the event a Disclosure involves or accuses the Vigilance Officer, the Vigilance Officer will promptly recuse himself from the investigation and inform the Chairman of the Audit Committee in writing. The Audit Committee may thereafter promptly appoint Chairman of the Company to investigate the Disclosure. The Chairman will conduct an investigation of the Disclosure and report his conclusion to the Audit Committee consistent with this policy.

At any time the Audit Committee may, in its discretion, determine that it, and not the Vigilance Officer, should initiate and/or assume the investigation of any Disclosure. In such instances, the Audit Committee will be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation of any Disclosure and in the analysis of results, and the Company will pay all fees of such auditors, counsel and experts.

DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Vigilance Officer shall recommend to the Audit Committee of the Company to take such disciplinary or corrective action as it may deem fit.

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.

The Company will respond to Disclosure as appropriate under the circumstances. The Audit Committee will also have the authority to direct that the appropriate corrective action be taken by the Company in response to any particular Disclosure.

PROTECTION

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Disclosure under this policy. Adequate safeguards against victimisation of complainants shall be

