

BARFLEX POLYFILMS LIMITED

Regd. Office: A-33 Third Floor FIEE Complex, Okhla Industrial Area,
Phase II, Near C Lal Chowk, New Delhi-110020
CIN: U25209DL2005PLC132346

VIGIL MECHANISM/WHISTLE BLOWER POLICY



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VIGIL MECHANISM/WHISTLE BLOWER POLICY

I. PREAMBLE

Under Section 177 of the Companies Act, 2013, Our Company has designed a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations') inter alia, provides for a mandatory requirement for all listed companies to formulate a Vigil Mechanism for Directors and employees to report their genuine concerns to the management instances of unethical behavior.

Further Code For Independent Directors, Schedule -IV of Companies Act, 2013 prescribes Role and Functions of Independent Directors wherein it is stated that Independent Director shall ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.

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 the chairperson of the Audit Committee in appropriate or exceptional cases.

II. POLICY

In compliance of the above requirements, **Barflex Polyfilms Limited** (hereinafter referred to as 'the Company', has established a Vigil Mechanism / Whistle Blower and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

III. 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 employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil Mechanism provides a channel to the employees and Directors to report to the Management, concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or Policy. The Mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This neither releases employees 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 against people in authority and / or colleagues in general.

IV. DEFINITIONS

- 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 and Regulation 17 of the SEBI (LODR) Regulations 2015/2018



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- b) **"Board"** means the Board of the Directors of the Company.
- c) **"Company"** means Barflex Polyfilms Limited and its offices.
- d) **"Employee"** means every employee and Directors of the Company including Key Managerial Personnel.
- e) **"Code"** means Code of Conduct for Directors and Senior Management Executives adopted by the Company.
- f) **"Subject"** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- g) **"Protected Disclosure"** means any disclosure in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- h) **"Vigilance Officer/Vigilance Committee or Committee"** is a person or Committee of persons, nominated/appointed to receive protected disclosures, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the person disclosing the result thereof.
- i) **"Alleged wrongful conduct"** shall mean violation of law, infringement of the Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific damage to public health and safety or abuse of authority.
- j) **"Disciplinary/Corrective Actions"** means actions and / or measures taken against the Subject by the Vigilant Officer and / or the Audit Committee which shall be as per the prevailing Service Rules of the Company and Civil and / or Criminal Laws as may be applicable.
- k) **"Whistle Blower" / "Complainant"** is a Director or employee who makes a Protected Disclosure under this Policy.

V. SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place / suspected to have taken place, to report instances of leak of unpublished price sensitive information, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and any other matter as the Audit Committee deems fit or activity on account of which the interest of the Company is affected and formally reported by any employee by way of making Protected Disclosure.

VI. ELIGIBILITY

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

VII. PROCEDURE

The Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.



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The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as "Protected Disclosure under the Vigil Mechanism". Alternatively, the same can also be sent through email with the subject "Protected Disclosure under the Vigil Mechanism". If the complaint is not superscribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the Complainant and the Protected Disclosure will be dealt with as if a normal disclosure. In order to protect identity of the Complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the Complainants, and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the Complainant.

VIII. INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company. The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation. 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 normally completed within 90 days of the receipt of the Compliant and is extendable by such period as the Chairman of the Audit Committee deems fit.

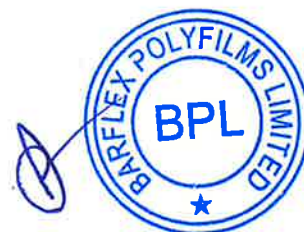
IX. DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors 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. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

X. CONFIDENTIALLY

The Complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

- a) Maintain confidentiality of all matters under this Policy.
- b) Discuss only to the extent or with those persons as required under this Policy for completing the process of investigations
- c) Not keep the papers unattended anywhere at any time
- d) Keep the electronic mails / files under password



XI. DISQUALIFICATIONS

While it will be ensured that genuine complainants are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action. Protection under this Policy would not mean protection from disciplinary action arising out of false allegations made by a complainant knowing it to be false or with a mala fide intention. Complainants, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

XII. 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.

XIII. AMENDMENT

The Company reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing. Changes as may be necessary to the Policy can be made by the Audit Committee and implemented subject to the approval of the Board.

DISSEMINATION OF THE POLICY

The policy shall be hosted on the website of the Company i.e www.barflex.co.in.



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