

VIJAY TEXTILES LIMITED

WHISTLE BLOWER POLICY & VIGIL MECHANISM

1. Preface:

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company is committed in developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct or events of misuse of unpublished price sensitive information.

As per the provisions of Section 177 (9) of the Companies Act, 2013, Regulations 4 (2) (d) (iv) SEBI (Prohibition of Insider Trading) Regulations, 2015 & Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to have a vigil mechanism & whistle blower policy in place for employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of Company's code of conduct or ethics policy, any misuse of unpublished price sensitive information.

Accordingly, the Whistle Blower Policy and vigil mechanism as part of this policy has been formulated with a view to provide mechanism for directors, employees as well as other stakeholders of the Company to approach the Chairman of the Audit Committee of the Company.

The Audit Committee shall review the functioning of the Whistle Blower mechanism atleast once in a financial year.

2. Definitions

- a) 'Audit Committee' means the Audit Committee constituted as per the applicable provisions of the Companies Act, 2013 and the Listing Regulations, 2015.
- b) 'Company' means Vijay Textiles Limited
- c) 'Complaint' means complaint made under this mechanism which provides information regarding unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct, misuse of unpublished price sensitive information.
- d) 'Complainant' means an employee of the Company and includes a Director who has made complaint under this mechanism.
- e) 'Designated Authority' means the Chairman & Managing Director or the Audit Committee Chairman of the Company.
- f) 'Employee' means an employee of Vijay Textiles Limited
- g) 'Fraud' includes any act, omission, concealment of any fact or abuse of position committed by any employee or committed in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of the Company or its employees.
- h) 'Stakeholders' means and includes shareholders, vendors, suppliers, lenders, customers, business associates, trainee and others with whom the company has any financial or commercial dealings.
- i) 'Unethical Behaviour' includes the following:

- Abuse of authority
 - Action aimed at taking advantage by impersonating another person without his knowledge or consent.
 - Financial irregularities
 - Disclosure of unpublished price sensitive information, confidential or proprietary information to unauthorised persons.
 - Wastage or misappropriation of company's funds/assets.
 - Non-conformance to reasonable standard of social or professional behaviour.
 - Any other biased, favoured or imprudent action.
- j) 'Whistle Blower' means an Employee or director or any stakeholder making a Protected Disclosure under this Policy.

3. Eligibility

All employees, directors, stakeholders are eligible to make protected disclosures under the policy.

4. Disqualifications

- a) While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b) Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.
- c) The Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action against Whistleblowers who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith.

5. Procedure

- a) All the disclosures concerning financial/accounting matters and insider trading should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b) In respect of other disclosures, those concerning the Managing Director or one level above the Board shall be addressed to the Chairman of Audit Committee of the Company and those concerning other employees should be addressed to the Managing Director of the Company.

6. Investigation

All the disclosures reported under this policy will be thoroughly investigated by the Chairman of the Audit Committee or Managing Director of the Company and shall be investigated and oversee the investigations under the authorisation of the Audit Committee.

The identity of the complainant shall be kept confidential to the extent possible and the persons against whom investigation has been initiated shall have a duty to co-operate with the Chairman of the Audit Committee or the Managing Director of the Company or any other investigator and shall not interfere with the investigation.

The outcome of investigation and/or action initiated or taken shall be intimated to the Complainant, though not all the details or full copy of the investigation report is communicated.

7. Retention of documents

All the protected disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of five years.

8. 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. However, no such amendment or modification will be binding on the directors, employees and stakeholders unless the same is notified to the Directors and Employees in writing and displayed on the website in case of stakeholders.