

## WHILSTLE BLOWER POLICY

### PRELUDE AND LEGAL FRAMEWORK

Section 177 (9) of the Companies Act, 2013 mandates the following classes of companies to constitute a vigil mechanism –

- Every listed company
- Every other company which accepts deposits from the public
- Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 Crores

Further, Clause 22 of the Listing Regulations states that, a listed entity shall formulate a vigil mechanism for reporting of genuine concerns by Directors and employees and that Mechanism shall provide for adequate safeguards against victimization of Director(s) or employee(s) or any person who avails the mechanism.

Accordingly, a Vigil Mechanism and Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for Directors and employees of the Company to approach the Chairman of the Audit Committee of the Company and report genuine concerns.

In addition to above the Company has also issued a “Whistle Blower Policy for Vendors” The Policy provides for protection to the Whistle Blower vendor from any victimisation or other unfair practice by the Company.

Individuals may raise their concerns directly to the Chairman of the Audit Committee of the Company.

**Chairman of the Audit Committee**  
**“Butterfly Gandhimathi Appliances Limited”**  
E-34, II Floor, Rajiv Gandhi Salai,  
Egattur Village, Navalur – 600 130  
Chengalpatu District, Tamil Nadu

## 1. DEFINITIONS

In this policy, unless the context otherwise requires, the terms defined herein shall bear the meanings assigned to them below, and their cognate expressions shall be construed accordingly.

**“Act”** means Companies Act, 2013.

**“Audit Committee”** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 18 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (As amended from time to time).

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

**“Code”** means the Code of Conduct of the Company.

**“Company/BGMAL”** means Butterfly Gandhimathi Appliances Limited;

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

**“Employee”** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.

**“Key Managerial Personnel” (KMP)** means:

- a. Chief Executive Officer and / or Managing Director
- b. Whole-time Director
- c. Chief Financial Officer
- d. Company Secretary
- e. Such other officer as may be prescribed

**“Listing Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

**“Reportable Matter”** means a genuine concern concerning actual or suspected:

- a. fraudulent practices, such as improperly tampering with books and records, or theft of company property;
- b. corruption, including bribery and money laundering;
- c. breaches of the Code of Conduct.

“**Subject**” means the person against whom the complaint or protected disclosure, under this Policy has been made.

“**Stock Exchanges**” means BSE Limited and National Stock Exchange of India Limited.

“**Whistle blower**” means an Employee or director making a Protected Disclosure under this Policy.

## **2. APPLICABILITY & COVERAGE**

Any employee can report a concern, but with the relevant evidence and in good faith, under this Policy. However, since reporting may result in an investigation affecting the privacy rights of an employee, it is expected that reporters act in a responsible manner in reporting what they feel are genuine cases (and not to settle personal agendas).

This Policy covers malpractices, any act of impropriety and abuse or wrong doing by an employee or a group of employees, if any person in good faith believes and has evidence on any of the following:

(this is not a comprehensive list but is intended to illustrate the sort of issues that may be raised under this Policy):

1. Fraud and misconduct regarding financial and accounting matters;
2. Embezzlement/theft;
3. Falsification of contracts, complaints and records, including employment and education records;
4. Corruption;
5. Conflict of interest;
6. Misuse of Company’s assets and resources;
7. Unfair treatment of Customers/Suppliers;
8. Securities related violations including insider trading;
9. Violation of anti-competition and anti-trust laws;
10. Misconduct regarding the protection of the environment or compromise of health & safety;
11. Sexual Harassment of any kind; and
12. Unfair Employment practices
13. Instances of leakage of unpublished price sensitive information.

### 3. CUSTODIAN

The Company's Compliance Officer shall be the custodian of all the processes under this Policy. The Compliance officer will review merit for investigation and appoint authorities for investigation in terms of this Policy.

All concerns and complaints relating to Sexual Harassments will be dealt in accordance with the 'Policy for Prevention of Sexual Harassment.'

### 4. MECHANISM FOR WHISTLE BLOWING

The concern/complaint can be reported through any of the following channels and in the manner as specified below:

1) E-Mail: For items mentioned at 2(1) to (13) above, it can be reported by sending an e-mail to [cs@butterflyindia.com](mailto:cs@butterflyindia.com) or in physical form in a sealed envelope marked as "Private and Confidential" to be sent to the below mentioned address:

#### **Compliance Officer**

"Butterfly Gandhimathi Appliances Limited"  
E-34, II Floor, Rajiv Gandhi Salai,  
Egattur Village, Navalur – 600 130  
Chengalpatu District, Tamil Nadu

#### **Chairman of the Audit Committee**

"Butterfly Gandhimathi Appliances Limited"  
E-34, II Floor, Rajiv Gandhi Salai,  
Egattur Village, Navalur – 600 130  
Chengalpatu District, Tamil Nadu.

### 5. ROLE OF COMPLAINANT

The complainant's role is of a reporter with reliable information. The complainants are not required or expected to act as investigators or finders of facts, nor will they determine the appropriate corrective or remedial action that is required in a given case.

Complainants must not act on their own in any investigative activities, nor will they have a right to participate in any investigation other than as requested by Compliance Officer or Audit Committee of the Company or the investigators. However, complainants could be invited to take part in the investigation.

It is expected that a complainant acts responsibly and must be conscious that a complaint about employees of the Company or any aspect in relation to Company may result in decisions that affect employees of the Company and other third parties involved in the relevant incident. Hence, it is essential, that complainants must provide only information that, to the best of their knowledge, is accurate and supported by evidence.

Whilst it will be ensured that genuine complainants receive complete protection from any kind of reprisal, complainants making malicious or frivolous complaints could face disciplinary and other actions taken against them. No reprisal or disciplinary action will be taken if the complaint made by the complainant is made in good faith or information provided by any employee during the investigation is in good faith, even if the reported facts turn out to be false.

## **6. PROCEDURE FOR HANDLING COMPLAINTS**

If protected disclosure is received by any employee of the Company other than the Compliance Officer or Chairman of Audit Committee, the same should be forwarded immediately to the Audit Committee Chairman or Compliance Officer for further appropriate action. Such employee should not disclose the identity of the Whistle Blower and appropriate care must be taken to keep the identity of the Whistle Blower confidential.

The Company encourages and strongly recommends that the Whistle Blower discloses his/her name in the Protected Disclosure.

Upon receipt of a complaint of possible misconduct, investigations by Compliance Officer or Chairman of the Audit Committee, as the case may be, will be launched only after a preliminary review which establishes that :

- (a) the alleged act could constitute an improper or unethical activity or misconduct, and
- (b) the complaint is supported by information which is relevant, and specific enough to be investigated; or in cases where the allegation is not adequately supported by relevant and specific information, it is assessed by the Compliance Officer or Chairperson of Audit Committee that the concerned matter is worthy of Management review.

Only after the preliminary review establishes that the complaint made, merits further investigation, then an Investigating Authority will be appointed.

The Investigating Authority will lead the investigation, with legal support provided by the Company and/or external legal counsels/agencies.

## **7. PROCEDURE FOR INVESTIGATION**

7.1 The Investigating Authority appointed shall be required to pursue the following steps, for the Investigation:

- (i) To obtain full details and clarifications of the complaint.
- (ii) If necessary, to involve the Company's legal Counsels, Auditors and/or local law enforcement agencies and/or any other external investigation agency or person.

(iii) To fully investigate into the allegation with the assistance from his team and other individuals/bodies indicated above, where appropriate, and come to a final decision in the matter within a maximum period of 45 days or such time as the local law may prescribe, from the date of receipt of the complaint, except where it is justified that the length of the investigation needs to be extended for a period of not more than 3 months.

(iv) The conclusions must be presented to the Managing Director for formation of Management Committee for invoking disciplinary/other appropriate action against the employee, if so, required based on the conclusion of the investigation.

## 7.2 Principles of Investigation:

(a) The Investigating Authority must ensure that any investigation proceeds on the assumption that the employee complained against is innocent until proved guilty.

(b) It must be ensured that employees complained against are treated fairly and with due dignity in connection with investigations; and given a full hearing following the rules of natural justice.

(c) The investigation must be a neutral fact-finding process.

(d) All Investigators involved must act in an independent and unbiased manner, both in fact as well as perceived. Hence, investigators have both, a professional obligation and a duty to act with fairness, objectivity, thoroughness, ethical behaviour, and must display the highest professional standards.

(e) Information to the complainant on the status of the investigation will be updated to the Managing Director.

(f) The Company will not inform the complainant of the actual action that the Company takes in a particular case, since this would compromise the Company's confidentiality obligation towards the employee complained against.

## 8. MANAGEMENT COMMITTEE

Upon completion of the investigation process, a Management Committee be formed based on the recommendations of the Managing Director of the Company. Such Committee shall be responsible for deciding the action to be taken against defaulting employees in consonance with the provisions of the Code.

For matters related to Item 2(11) and 2(12), this Committee will be formed in consonance with the local law requirements on sexual harassment and unfair employment practices.

Decisions taken by the Management Committee and actions taken by the Company or exoneration cases will be informed by the Controller of the Company to the Audit

Committee of the Company on a quarterly basis. Actions taken by the Management Committee will be implemented subject to applicable law(s).

## **9. CONFIDENTIALITY & DATA PROTECTION**

The identity of the complainants will be kept confidential throughout the investigation process.

For the purpose of processing complaints, conducting of investigations and to initiate sanctions, Internal Audit may further share the personal data and information of the complainant with other internal departments of the Company, including external investigative agencies, legal counsels and law enforcement agencies for investigations, remedial actions and sanctions, as necessary.

The relevant bodies that receive and process personal data comprised in the complaint/concern and other investigation material can be located in various geographies that may have different levels of data protection. The Company shall endeavour that data transfers are adequately protected as per the local laws applicable to such geography.

The employee against whom a complaint has been made and which merits investigation will be notified immediately that a complaint has been filed and the details of the Investigating Authority undertaking the investigation of allegation(s) against him/her; except in cases where the ability of Company to investigate the allegation(s) or gather the necessary evidence is jeopardized by such notification. However the complainant's identity will not be disclosed. In case of unsubstantiated or malicious reporting, if the employee reported against wishes to pursue a case for defamation, the complainant's identity, if available with Company, may have to be disclosed to the employee, if permitted by law.

The complainant and the employee against whom the complaint has been made shall have the right to access personal data processed about them in connection with complaints and subsequent investigations. If a complainant or the employee against whom the complaint is made has any concerns or objections to the way information about them is being used in relation to this Policy, they are directed to contact the Compliance Officer. The Compliance officer, can also be contacted with requests for the correction or deletion of such information. Both, complainant and the employee against whom the complaint has been made may oppose the processing of information where there are justifiable grounds under applicable local law to do so.

The personal data provided along with the complaint will be retained in a controlled form, physically or electronically, by the appointed Investigating Authority to ensure confidentiality. Complaints which are unsubstantiated or provide insufficient information to undertake adequate investigation will be deleted after the expiry of 2 months from the closure of the preliminary review/investigation. Personal data relating to complaints which

are adequately investigated or cases, in which legal proceedings or disciplinary actions are initiated, shall be deleted 2 months after the conclusion of proceedings or after the time for making an appeal under the law has elapsed, whichever is later.

## **10. ANONYMOUS COMPLAINTS**

The Company encourages that complainants disclose their name when submitting a complaint. Many investigations can be more quickly and effectively completed when the complainant is identified because it allows Company's investigators to follow up directly with the complainant. However it is possible that a complainant may choose to remain anonymous. In case of anonymous reporting or under a fictitious identity/email id, the Compliance Officer, in consultation with the Investigation Authority will take a decision whether there is sufficient evidence to merit further inquiry. Complaints that are ambiguous, unclear, provide inadequate information or which unfairly accuse the employee complained against will not be investigated further. Anonymous complaints will be considered only if they offer clinching evidence against the wrongdoing. Also, there will be no deliberate efforts taken to identify the complainant through forensic investigations, except in cases where the accusations are very serious and the Management Committee feels it is necessary to track and identify the anonymous complainant. In such cases, the identity and information of the anonymous complainant shall not be disclosed by the Investigating Authority, to other than the Management Committee or other external Agencies, as required by law; or to such persons authorized by the complainant. A detailed report by the Compliance Officer on the number of complaints which are frivolous in nature and are dropped within his/her authority be placed before the Audit Committee on quarterly basis.

## **11. RIGHTS AND OBLIGATIONS OF THE EMPLOYEE COMPLAINED AGAINST**

The employee complained against:

(i) Will, except in cases where the ability of the Company to investigate the allegation(s) or gather the necessary evidence is jeopardized by such notification, will be informed of the allegations, the Investigating Authority undertaking the investigation, the services and departments which will be informed of the report, after a preliminary review in terms of Item 6 determines that a formal investigation is required. The employee will have full opportunity to provide inputs during the investigation, to support his/her case.

(ii) Shall have the duty to fully co-operate with the Compliance Officer and/or any of the investigators during investigation, to the extent that such co-operation will not compromise self-incrimination protections available under applicable laws.

(iii) Shall have the right to discuss/consult/seek advice from any persons (including professional advisors) of their choice, in addition to Compliance Officer and/or the complainant. Such employees shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

(iv) Shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coerced, threatened or intimidated by such employee.

(v) Shall always be given the opportunity to respond to material findings contained in an investigation report (unless there are compelling reasons not to do so). No allegation of wrongdoing/misconduct against an employee shall be considered as maintainable, unless there is adequate objective evidence in support of the allegation.

(vi) Shall have the right to be informed of the results of the investigation.

(vii) Shall have the right of access, rectification and erasure of his/her personal data in accordance with applicable local law.

(viii) May under applicable local law have a right to object in writing to the processing of his/her personal data.

## **12. PROTECTION**

Company assures that:

- The complainant will not suffer any detriment by any Company actions by virtue of his/her having reported a violation using a mechanism under this Policy (unless it is reasonably evident that the reporting was frivolous or malicious).
- The Company, as a policy, takes a serious view of any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against the complainant. Complete protection is, therefore, assured to complainants against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or similar actions including any direct or indirect use of authority to adversely impact the complainant's right to continue to perform his/her duties/functions including the complainant making further disclosures of concerns/misconduct. However, the Policy does not exonerate, override, reinstate or add to any other contractual rights/obligations that the complainant may have with the Company.
- The Company will take steps to minimize difficulties, which the complainant may experience as a result of reporting the violation. Hence, if the complainant is required to give evidence in any proceedings, the Company will arrange for the complainant to receive adequate professional advice in such situations; and also bear the costs.

- A complainant may intimate any non-fulfilment by the Company of its obligations mentioned above, to the Chairman of the Audit Committee, who shall investigate into the same; and, recommend suitable action to the Management.
- Any other employee assisting in the said investigation shall also be protected to the same extent as the complainant.

### **13. REPORTING**

The Compliance officer shall submit a report to the Chairman of the Audit Committee on a periodic basis, on all complaints referred to the Management Committee with the status of investigations and actions taken by the Management Committee.

### **14. EFFECTIVE DATE**

This policy shall be effective from 14<sup>th</sup> November 2014 and as amended on 14<sup>th</sup> July, 2022

### **15. 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 7 (seven) years or such other period as specified by any other law in force, whichever is more.

### **16. ACTIONS FOR IMPLEMENTATION**

- (a) This Policy is also explained on the Company's website [www.butterflyindia.com](http://www.butterflyindia.com)
- (b) It will be the sole responsibility of every Employee to adhere to this Policy.
- (c) All Human Resource Managers are requested to please:
  - (i) Keep a track of Employees joining and leaving; and, include a copy of this Policy and Code in the Induction Kit of Employees joining at every BGMAL location.
  - (ii) To achieve maximum dissemination of the Policy to all Employees, ensure that the Policy be sent to all Employees at their official email IDs; and also display a copy of the Policy on your Notice Boards and Bulletin Boards.

### **17. CONTACT PERSONNEL**

For queries related to this policy, please write to us at: [compliance@butterflyindia.com](mailto:compliance@butterflyindia.com).

## 18. LIMITATION AND AMENDMENT

The Board of Directors may in their discretion and on recommendation of any committee constituted thereof, make any changes/modifications and/or amendments to this Policy from time to time. In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over and automatically be applicable to this Policy and the relevant provisions of the Policy would be amended/modified in due course to make it consistent with the law.

## B.WHISTLE BLOWER POLICY FOR VENDORS

### 1. DEFINITIONS:

**“Code”** means the Code of Conduct of the Company.

**“Company/BGMAL”** means Butterfly Gandhimathi Appliances Limited.

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

**“Employee”** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.

**“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity by any employee, Director or vendor.

**“Reportable Matter”** means a genuine concern concerning actual or suspected:

- a. fraudulent practices, such as improperly tampering with books and records, or theft of company property;
- b. corruption, including bribery and money laundering;
- c. breaches of the Code of Conduct.

**“Subject”** means the person against whom the complaint or protected disclosure, under this Policy has been made.

**“Vendor Whistle blower”** means any vendor with whom the Company has any association in the usual course of business making a protected disclosure and thereafter extending whatever assistance as may be required in establishing facts mentioned in the Protected Disclosure.

### 2. PROCEDURE

Protected Disclosures should preferably be reported in writing i.e. in ink or electronically- and should be factual (not speculative) so as to ensure a clear understanding of the issues raised by the Whistle Blower and should be addressed to Compliance Officer or Chairman of the Audit Committee.

### **3. ANONYMOUS COMPLAINTS**

The Company encourages that complainants disclose their name when submitting a complaint. Many investigations can be more quickly and effectively completed when the complainant is identified because it allows Company's investigators to follow up directly with the complainant. However, it is possible that a complainant may choose to remain anonymous. In case of anonymous reporting or under a fictitious identity/email id, the Compliance officer, in consultation with the Investigation Authority will take a decision whether there is sufficient evidence to merit further inquiry. Complaints that are ambiguous, unclear, provide inadequate information or which unfairly accuse the employee complained against will not be investigated further. Anonymous complaints will be considered only if they offer clinching evidence against the wrongdoing. Also, there will be no deliberate efforts taken to identify the complainant through forensic investigations, except in cases where the accusations are very serious and the Management Committee feels it is necessary to track and identify the anonymous complainant. In such cases, the identity and information of the anonymous complainant shall not be disclosed by the Investigating Authority, to other than the Management Committee or other external Agencies, as required by law; or to such persons authorized by the complainant.

The contact details of the Chairman of the Audit Committee, Compliance Officer of the Company are as under:

#### **Compliance Officer**

"Butterfly Gandhimathi Appliances Limited"  
E-34, II Floor, Rajiv Gandhi Salai,  
Egattur Village, Navalur – 600 130  
Chengalpatu District, Tamil Nadu

#### **Chairman of the Audit Committee**

"Butterfly Gandhimathi Appliances Limited"  
E-34, II Floor, Rajiv Gandhi Salai,  
Egattur Village, Navalur – 600 130  
Chengalpatu District, Tamil Nadu.

### **4. PROTECTION TO THE WHISTLE BLOWER:**

The Company as a policy, condemns any kind of discrimination, harassment, victimisation or any other unfair practice being adopted against the Vendor Whistle Blowers while conducting business with the Company.



The Vendor Whistle blower shall be protected from any retaliation, threat or intimidation of untimely termination/suspension of their contracts/orders, refusal from issuance of 'RFQ (Request For Quotation)' to them, or any direct or indirect use of authority to obstruct the Vendor Whistle blower from continuing to execute their jobs, including making further Protected Disclosures.

Should, in spite of best efforts by the Company, the identity of the Vendor Whistle blower become known during the investigation, the Chief Procurement and the Chief/ Head of the concerned user departments, shall ensure that the Vendor Whistle blower, is provided with all the assistance required to execute existing orders.

Under no circumstances, subjects against whom the disclosures have been made should compel investigator to disclose the identity of the Vendor Whistle blower.

In case a Vendor Whistle blower feels that they have been victimized because of reporting about an unethical act, they can submit a "Grievance" to the Compliance officer, giving specific details of the nature of victimization allegedly suffered by them. All such grievances will be forwarded to the Committee for their examination. The Committee may conduct necessary investigation of the concern and recommend appropriate action as the case may be.

#### **5. DISQUALIFICATIONS:**

Any abuse of this protection by vendors will warrant disciplinary action.

#### **6. 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.

#### **7. NOTIFICATION OF THIS POLICY:**

The HR team or the recruiting officer or the operation heads of the company shall ensure that an approved copy of this Policy and its subsequent amendments if any, are notified in writing/ via email, to all the vendors engaged by the Company.

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