

**VIGIL MECHANISM (WHISTLE BLOWER POLICY)**

**BMR HVAC LIMITED**

**Vigil Mechanism and Whistle-blower Policy  
(Pursuant to section 177(9) of the Companies Act, 2013)**

**Foreword**

BMR HVAC Limited and its subsidiary (collectively, "BMR" or "Company") are committed to conducting business with integrity and in accordance with all applicable laws and regulations. BMR's expectations with respect to business ethics are contained in the code of business conduct and ethics, adopted by BMR and each of its subsidiary, (the "Code of Conduct") and related policies.

Employees are required to report actual or suspected violations of applicable laws and regulations, the Code of Conduct, or other policies. BMR has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.

**1. Scope and Exclusions: -**

This Vigil Mechanism and Whistle-blower Policy (the "Policy") sets out the procedure to be followed when making a disclosure of a Reportable matter (as defined below).

**2. Applicability: -**

This policy is applicable to all the Directors, Employees regardless of their location and stakeholders related to the Company. BMR Employees are required to familiarize themselves with this Policy and seek advice from the Head of HR of BMR if any questions arise.

**3. Scope: -**

This policy will be applicable for violations of laws, rules, regulations as applicable to the Company or integrity norms such as unethical behaviour, suspected or actual fraud, violation of the Code of Conduct, taking bribes, confidential information being leaked out, misuse of company's resources, favours shown or demanded from business associates/partners, violation of statutory requirements, etc. or where any employee / director has information that organisational interests are being compromised and it is not a normal business decision.

**4. Process for reporting: -**

As a rule, anonymous complaints will not be entertained.

The director and employee who comes across any matters referred above will address the complaint along with the available details and evidence to the extent possible, to any member of the Enforcement Committee consisting of the following officials of the Company as members:

- i. Dr. Darshan Lal Chopra - Director
- ii. Shri O G Somani – Executive Director
- iii. Shri Vivek Chopra – Chief Executive Officer
- iv. Shri S. Deepak Batra - General Manager (Corporate HR)

Dr. Darshan Lal Chopra will be the Chairman of the Enforcement Committee.

The complaints should be addressed to any of the Enforcement Committee Members at the following address:

BMR HVAC Limited  
Corporate Office: Vatika Mindscape,  
Tower-B, 7th Floor, Sector-27 D,  
Faridabad, Haryana-121003  
Email ID: [drchopra.ca@gmail.com](mailto:drchopra.ca@gmail.com),

The Enforcement Committee will report to the Chairman & Managing Director of the Company or Chairman of the Audit Committee.

Any grievance against any member of the Enforcement Committee should be addressed to the Chairman & Managing Director or Chairman of Audit Committee.

The complaints received by a person other than an Enforcement Committee member, shall be required to be forwarded to the Enforcement Committee. The identity of the complainant will be protected and will be known only to the Enforcement Committee.

The Directors in all cases and employees in appropriate or exceptional cases will have access to the Chairman of the Audit Committee.

**5. Actions to be taken by Enforcement Committee: -**

The Enforcement Committee may meet the complainant, if necessary. They may also appoint any suitable person or group of persons to investigate the case but will ensure that the identity of the complainant is protected.

The Enforcement Committee will evaluate the complaint and recommend action, if any, within four weeks to the Chairman & Managing Director or Chairman of the Audit Committee. The final action to be taken will be decided by the Chairman & Managing Director or Chairman of the Audit Committee.

The analysis of the case and the action to be taken may not be communicated to the original complainant.

In case of repeated frivolous complaints being filed by a Director or an Employee, the Enforcement Committee or the Chairman & Managing Director or Chairman of the Audit Committee may take suitable action against the concerned Director or Employee including reprimand.

**6. Protections against Victimization: -**

Whistle Blower will be protected from any kind of discrimination, harassment, victimization or any other unfair employment practice. Director and Employee who has complained under this policy would be protected from any adverse action against him. The Chairman & Managing Director or Chairman of the Audit Committee may take disciplinary actions against the person who takes retaliation action against the whistle blower.

**7. Conflicts of Interest: -**

Where a Protected Disclosure concerns any member of the EC or the Audit Committee, that member of the EC or the Audit Committee **shall** be prevented from acting in relation to that Protected Disclosure. In case of doubt, the Chairman of the Board shall be responsible for determining whether a member of the EC or the Audit Committee should recuse himself or herself from acting in relation to a Protected Disclosure.

For BMR HVAC Limited

Sd/-  
Praveen Tulshan  
Chairman Audit Committee

Sd/-  
Dr. Darshan Lal Chopra  
Member of Audit Committee

Sd/-  
Mr. Manav Chawla  
Member of Audit Committee

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