

## VENKY'S (INDIA) LIMITED

### VIGIL MECHANISM

Section 177 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Venky's (India) (the Company) is covered by section 177.

The Company, being a Listed Company proposes to establish a Vigil Mechanism. Therefore, in pursuance of the said section, this Vigil Mechanism would be as follows:

- a) Director or employee may report their genuine concerns or grievances in such manner as may be prescribed. While doing so they shall be safeguarded and provided with immunity.
- b) In terms of Section 177 of the Companies Act, 2013, the Audit Committee will oversee the mechanism and if a member of a committee is having conflict of interest in given case he will recuse himself and other members on the committee would deal with the matter on hand.
- c) 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.
- d) 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 or without sufficient evidence to make the allegation.
- e) A quarterly report with number of complaints received under this Policy and their outcome shall be placed before the Audit Committee.

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