

IF SOMETHING IS WRONG, SAY SO — SAFELY.

A secure channel for Directors and employees to report genuine concerns about unethical behaviour, fraud or breaches of our Code.

COMPANY POLICY

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Framed under Section 177 of the Companies Act, 2013. Open to all Directors and employees of the Company.

AT A GLANCE

- 01 Protected disclosure** — Report in writing, in a sealed envelope or by email marked “Protected disclosure under the Whistle Blower policy”, within 30 days of becoming aware.
- 02 Safeguarded, not exposed** — Your identity is kept confidential to the extent the law allows, and no unfair treatment follows a genuine disclosure.
- 03 Investigated and closed** — Every disclosure is recorded and investigated — normally within 90 days — and reported quarterly to the Audit Committee and Board.

ISSUED BY

**Board of Directors,
Best Roadways Limited**

REPORT TO →

ANAND@BRL.IN

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Eligible All Directors and employees

Report to Vigilance Officer, or Chairman of the Audit Committee in exceptional cases

Timeline Report within 30 days · investigation normally within 90 days

PREAMBLE

Section 177 of the Companies Act, 2013 requires every listed company, and such other classes of companies as may be prescribed, to establish a vigil mechanism for directors and employees to report genuine concerns. The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code") which lays down the principles and standards that govern their actions. Any actual or potential violation of the Code, however insignificant or perceived as such, is a matter of serious concern for the Company.

The applicable rules under the Act require eligible companies to establish a "Whistle Blower Policy" for employees to report to management instances of unethical behaviour, actual or suspected fraud, or violation of the Company's code of conduct — with adequate safeguards against victimisation of those who use it, and direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

POLICY AND OBJECTIVES

In compliance with these requirements, Best Roadways Limited (BRL), an unlisted public company, has established a Vigil (Whistle Blower) Mechanism and formulated this Policy to provide a framework for responsible and secure whistle blowing.

- To provide a channel for Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud, or violation of the Codes of Conduct or policy.
- The Company is committed to the highest standards of ethical, moral and legal conduct. It encourages employees with genuine concerns about suspected misconduct to come forward without fear of punishment or unfair treatment.
- The mechanism provides adequate safeguards against victimisation of Directors and employees who use it, and direct access to the Chairman of the Audit Committee in exceptional cases.
- It 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 about a personal situation.

DEFINITIONS

Protected Disclosure A written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity within the scope of this Policy. It should be factual, not speculative, and contain as much specific information as possible to allow proper assessment of the nature and extent of the concern.

Subject A person or group of persons against or in relation to whom a Protected Disclosure is made, or evidence gathered during an investigation.

Vigilance Officer / Committee	The person or committee nominated to receive Protected Disclosures, maintain records, place them before the Audit Committee for disposal and inform the Whistle Blower of the result.
Whistle Blower	A Director or employee who makes a Protected Disclosure under this Policy (also referred to as the complainant).

SCOPE

This Policy extends the Code of Conduct for Directors and Senior Management Personnel and covers disclosure of any unethical or improper practice, or event that has taken place or is suspected to take place, involving:

- Breach of the Company's Code of Conduct.
- Breach of business integrity and ethics.
- Breach of terms and conditions of employment and rules thereof.
- Intentional financial irregularities, including fraud or suspected fraud.
- Deliberate violation of laws or regulations.
- Gross or wilful negligence causing substantial and specific danger to health, safety and environment.
- Manipulation of company data or records.
- Pilferage of confidential or proprietary information.
- Gross wastage or misappropriation of Company funds or assets.

ELIGIBILITY

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

PROCEDURE

- 01** Report the Protected Disclosure in writing as soon as possible, and not later than 30 days after becoming aware of the matter. It should be typed or written in legible handwriting, in English.
- 02** Submit it under a covering letter signed by you, in a closed and secured envelope superscribed "Protected disclosure under the Whistle Blower policy" — or by email with that subject line. A disclosure not marked and sealed in this way will be dealt with as a normal disclosure.
- 03** Address it to the Vigilance Officer of the Company, or to the Chairman of the Audit Committee in exceptional cases.
- 04** To protect your identity, the Vigilance Officer will not issue an acknowledgement. Do not write your name or address on the envelope, and do not enter into further correspondence with the Vigilance Officer.
- 05** On receipt, the Vigilance Officer detaches the covering letter bearing your identity and processes only the Protected Disclosure itself.

VIGILANCE OFFICER

Anand Prakash Soni, Legal & Company Secretary, Best Roadways Ltd.
XX-118/1, Near Main Gate SBM, Main Najafgarh Road, New Delhi
Email: anand@bri.in

Anonymous or pseudonymous disclosures will not be entertained by the Vigilance Officer.

INVESTIGATION

- All Protected Disclosures are recorded and thoroughly investigated. The Vigilance Officer may investigate personally or involve another Officer of the Company, a Committee constituted for the purpose, or an outside agency, before referring the matter to the Audit Committee.
- The Audit Committee may call for further information from the complainant and, at its discretion, involve additional Officers, a Committee or an outside agency.
- The investigation is a neutral fact-finding process and does not by itself amount to an accusation.
- The investigation is normally completed within 90 days of receipt of the Protected Disclosure, extendable by such period as the Audit Committee deems fit.
- Any member of the Audit Committee or other officer with a conflict of interest in the matter must disclose it immediately and shall not deal with the matter.

DECISION AND REPORTING

- If an investigation concludes that an improper or unethical act has been committed, the Chairman of the Audit Committee recommends to the Board such disciplinary or corrective action as it deems fit.
- Any action against the Subject follows the applicable personnel or staff conduct and disciplinary procedures.
- A quarterly report of the number of complaints received under this Policy, and their outcome, is placed before the Audit Committee and the Board.
- A complainant who makes false allegations to the Vigilance Officer or the Audit Committee is subject to appropriate disciplinary action under the rules, procedures and policies of the Company.

CONFIDENTIALITY

The complainant, the Vigilance Officer, members of the Audit Committee, the Subject and everyone involved in the process shall maintain confidentiality of all matters under this Policy, discuss them only to the extent and with the persons required to complete the investigation, and keep the papers in safe custody.

PROTECTION

No unfair treatment will be meted out to a Whistle Blower for having reported a Protected Disclosure. Adequate safeguards against victimisation will be provided, and the Company will take steps to minimise any difficulties the Whistle Blower may experience as a result of the disclosure. The Whistle Blower's identity is kept confidential to the extent possible and permitted under law. Any other employee assisting in the investigation is protected to the same extent.

DISQUALIFICATIONS

Genuine Whistle Blowers are accorded complete protection from unfair treatment, but any abuse of this protection warrants disciplinary action. Protection does not extend to disciplinary action arising from false or bogus allegations made knowingly or with mala fide intent. Whistle Blowers whose disclosures are subsequently found to be mala fide, frivolous or malicious are liable to be prosecuted.

ACCESS TO THE CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower has the right to access the Chairman of the Audit Committee directly in exceptional cases, and the Chairman is authorised to prescribe suitable directions in this regard.

COMMUNICATION, RETENTION AND AMENDMENT

- **Communication** — Directors and employees are informed of this Policy through the notice board and the Company's website.
- **Retention of documents** — All written Protected Disclosures and investigation results are retained for five years, or such longer period as required by any other law in force.
- **Amendment** — The Company reserves the right to amend or modify this Policy in whole or in part at any time, without assigning any reason. No amendment is binding on Directors and employees unless communicated in the manner described above.

GENUINE CONCERNS ARE PROTECTED

Write to the Vigilance Officer, sealed and superscribed "Protected disclosure under the Whistle Blower policy", or email with that subject line.

ANAND@BRL.IN