

BEAM GLOBAL SPIRITS & WINE (INDIA) PRIVATE LIMITED

VIGIL MECHANISM POLICY

(To be read as an addendum to the Global Speak Up Policy – Code of Conduct)

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1. INTRODUCTION

Section 177(9) read with rule 7 of the Companies (Meetings of Board and its powers) Rules, 2014 of the Companies Act, 2013 (“the **Act**”), inter-alia provides that every company which has accepted deposits from the public or has borrowed money from banks and public financial institutions in excess of INR 50 crore, shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances.

Beam Global Spirits & Wine (India) Private Limited (“the **Company**”) has a ‘Global Speak Up’ Policy (annexure enclosed), as formulated by the Beam Suntory Group, for this purpose. The Company has now formulated this Vigil Mechanism/Whistle Blower Policy (“the **Policy**”), as an addendum to the ‘Global Speak Up’ Policy, to ensure compliance with the provisions of the Act.

2. DEFINITIONS

2.1. “**Directors**” means all Directors of the Company including the Non-Executive Directors and Independent Director on the Board of the Company

2.2. “**Employees**” means all the employees of the Company including the direct, deputed, temporary, contractual, outsourced

2.3. “**Whistle Blower**” – Directors, employees and other third parties such as customers, dealers, distributors, suppliers, vendors, consultants, etc. of the Company making the disclosure/ complaint under this policy.

3. APPLICABILITY AND RESPONSIBILITY

This Policy applies to all the Directors, employees and other third parties such as customers, dealers, distributors, suppliers, vendors, consultants, etc. of the Company.

4. REPORTING MECHANISM AND INVESTIGATION

The reporting mechanism, investigation and protection/ safeguards with respect to the concern/ complaint raised by the whistle blower will be as per the Global Speak Up Policy of the Company (part of the code of conduct). Where the whistle blower is a third party, compliance related concerns can be duly reported on the Global Compliance Hotline as per the information provided on appendix B attached.

The Head of Legal & Compliance of the Company would be required to submit a report on the details of complaints received by the Company under this policy, on a quarterly basis to Neeraj Kumar, Managing Director as nominated by the Board to oversee the vigil mechanism process. Any genuine and serious complaint could be informed on immediate basis.

In case of conflict of interest with the nominated Director, the remaining Directors on the Board of the Company to oversee the matter. In case the employee, Director or any other third party do not want to use hotline for reporting purpose (as per the Global Speak Up Policy), they can directly access the nominated director.

6. RIGHT TO AMENDMENT

The Company holds the right to amend or modify the policy. Any amendment or modification of the policy would be done by an appropriate authority as mandated in law. The updated Vigil mechanism would be shared with the employees, Directors and the concerned third parties thereafter.

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Annexure of Global Speak Up Policy

Speak Up! Worldwide System for Raising Concerns About Business Practices

COMPLIANCE AND REPORTING:

Beam Suntory employees have the right and the responsibility to take an active role in detecting and preventing misconduct.

What: If any Beam Suntory employee believes that another Beam Suntory employee, including any manager, any member of senior management or an employee of any Beam Suntory subsidiary or joint venture– or a third-party agent– has or may violate the letter or spirit of the law or the standards outlined in this Code, they are **required** to report such activity.

Misconduct and concerns can be reported to:

1. The Global reporting hotline listed in Appendix B
2. Any member of the Global Risk and Compliance Committee
3. Any member of a Regional Risk and Compliance Committee
4. Any member of management

So long as all actions are taken in good faith, employees who raise concerns will not suffer adverse consequences. However, persons who participated in any confirmed violation, or who fail to fully cooperate in an investigation, or who file an intentionally false report, may be subject to disciplinary action, up to and including, termination depending on the circumstances. Employees will not be terminated for refusing a request or directive they reasonably believe would violate the law or this Code, and retaliation against any employee is prohibited. Implementation of this Code, and reporting pursuant to this Code, must at all times be conducted in compliance with applicable laws. No retaliation will be taken for such compliance.

Nothing in the text or implementation of this Code creates a contract of employment for a specified period or modifies any existing contract of employment.

CONFIDENTIALITY:

Information from employees will be kept confidential to the extent possible and in compliance with applicable personal privacy laws, while still allowing appropriate investigation by the Company. However, subject to applicable personal privacy laws, confidentiality will not protect those who participated in or contributed to a violation, and in certain instances, the identity of the reporting person may be provided to those involved in the investigation.

Concerns and questions from employees may be directed to any member of the Global or Regional Risk and Compliance Committees. **Matters may also be reported anonymously through the reporting Hotline 24 hours a day as follows:**

Reporting Ethics and Compliance Concerns:

For employees in the U.S. and Canada – toll-free 1-800-374-6129

For employees outside the U.S. see Appendix B International instructions for using the reporting Hotline

Appendix B – Reporting Hotline Instructions

From U.S. and Canada: dial 1-800-374-6129

From Other Locations:

1. Dial the appropriate AT&T Direct Line for caller's country from list.
2. Caller will hear "AT&T Direct Services"
3. Dial 800-374-6129

You will hear a message before speaking with an operator. Upon connection, please tell them if you don't speak English and that you would like to use your preferred language. You will be placed on hold momentarily and the agent will connect you with a translator who speaks your language.

Calls to the hotline will be kept confidential to the extent possible without inhibiting a satisfactory investigation. Only those who need to know will be advised of the report, subject to duties arising under applicable laws, regulations and legal proceedings, and further subject to data privacy requirements.

Employees may also contact Global Compliance at global.compliance@beamsuntory.com

The Company has a policy of preventing retaliation against any employee for making a report in good faith.

Australia	1-800-339276
Brazil	08008911667
China	4009913434
France	0800-902500
Germany	0-800-225-5288
India	000-800-100-1071
Japan	0034-800-900110
Mexico	001-800-840-7907 or 001-866-737-6850
New Zealand	0800-447737
Russia	8-10-8002-6053011
Singapore	800-1204201
South Africa	0-800-99-0123
South Korea	00798-1-1-003-7421
Spain	900-991498
Taiwan	00-801-102-880
United Kingdom	0800-032-8483

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