

**OSWAL EXTRUSION LIMITED**

**[CIN:U25200GJ2004PLC045239]**

**Vigil Mechanism Policy**

**1. PREAMBLE**

The Companies Act 2013 under the provisions of Section 177 read with Rule 7 of The Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism:

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

Pursuant to the provisions of Section 177 (9) & (10) read with rule 7 of Chapter XII of the Companies Act, 2013, the Company has set up and adopted the following Vigil Mechanism which lays down the principles and standards governing the management of grievances and concerns of Employees and Directors of the Company. The mechanism shall be overseen by the Audit Committee (hereinafter referred to as '**Committee**') of the Company. The mechanism as set up herein-below shall enable the Employees and the Directors of the Company to report their genuine concerns or grievances about the actual and potential violation of the principles and standards laid down herein.

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Any actual or potential violation of these standards, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Directors, Employees in pointing out such violations of these standards cannot be undermined.

**2. DEFINITION**

**Audit Committee means** a committee of Board of Directors of the Company constituted as such.

**Company means** "Oswal Extrusion Limited"

**Director means** a director on the Board of Directors of the Company.

**Disciplinary Action means** any action that can be taken on the completion of / during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties, termination of employment or any such action as is deemed to be fit considering the gravity of the matter.

**Employee means** an employee on the rolls of the Company and appointed as such.

**Fraud** in relation to affairs of a company or anybody corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.

**Investigator** means those persons Limited

authorised, appointed, consulted or approached by the Nominated Director and include the auditors of the Company.

**Nominated Director** means a Director nominated by the Board of Directors for the purpose of addressing the complaints / Protected Disclosures made under this Policy.

**Policy** means the Vigil Mechanism Policy.

**Protected Disclosure** means a concern raised by an Employee/s or a Director of the Company, through a written communication and made in good faith which discloses or demonstrates verifiable information about an unethical or improper activity with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

**Subject** means a person(s) against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

**Whistleblower** means an Employee or a Director making a Protected Disclosure under this Policy.

### **3. APPLICABILITY**

This Policy is applicable to Employees and Directors of the Company.

### **4. POLICY OBJECTIVES**

The Vigil Mechanism aims to provide a channel to the Directors and Employees to report genuine concerns about unethical behaviour, actual or suspected fraud or Policy adopted by the Company from time to time.

The mechanism provides for adequate safeguards against victimization of Directors and Employees and also provide for direct access in certain cases to the Committee at the specific request.

Subject to the provisions, this Policy, 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.

### **5. SCOPE**

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- Abuse of authority
- Breach of contract
- Manipulation of company data/records
- Financial irregularities, including Fraud or suspected fraud or deficiencies in Internal Control and checks or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- Pilferage of confidential proprietary information
- Deliberate violation of law/regulation
- Breach of Company Policies or failure to implement or comply with any approved Company Policy.

## **6. PROCEDURE**

6.1 All Protected Disclosures concerning financial/accounting matters should be addressed to the Nominated Director who will act as vigilance incharge.

The contact details of the Nominated Director are as under:

Name Chetan Parekh, CFO and Director

Address: H.B. Jirawla House, Opp Panchsheel Busstop, Usmanpura , Ahmedabad

Mobile: 9712111888

Email id: chetan@champalagroup.com

6.2 Protected Disclosure should be reported in writing so as to ensure a clear understanding of the issues raised. The Employee or Director who is making the complaint must put his name, contact details and full identification with the allegations.

6.3 Protected Disclosure should be submitted under a covering letter signed by the complainant giving his full details like name, contact details and full identification information in a closed and secured envelope and should be super scribed as "**Protected Disclosure**" or sent through email with the subject "**Protected Disclosure**".

6.4 Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

6.5 Anonymous / Pseudonymous disclosure shall not be entertained.

6.6 The Nominated Director on the receipt of any of the above protected disclosures shall make a record of the disclosure and also ascertain from the whistleblower whether he was the person who made the disclosure or not.

6.7 The Nominated Director and Investigator shall maintain confidentiality on the identity of the whistleblower.

## **7. INVESTIGATION**

7.1 All Protected Disclosures reported under the policy will be thoroughly investigated by the Nominated Director or the Investigators so appointed under the authorisation of the Nominated Director.

7.2 Investigators are required to conduct a process towards fact findings and analysis. Investigators shall derive their authority from the Nominated Director when acting within the course and scope for their investigation.

7.3 If the Nominated Director or Investigator involved in the investigation has a conflict of interest in a given case, they should recuse themselves and the other member of the Committee would deal with the matter on hand.

7.4 The Nominated Director / Investigator as it deems fit, may call for further information from the whistleblower.

7.5 The Nominated Director shall inform the Committee about the receipt of Protected Disclosure and the action being taken.

7.6 The Nominated Director himself or with the help of Investigator shall carry out detailed investigation if the reported disclosure is found to be correct.

7.7 The identity of the Subject will be kept confidential to the extent possible.

7.8 Subjects will normally be informed of the allegations and have opportunities for providing their inputs during the investigations.

7.9 The Nominated Director / Investigator shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Committee as soon as practically possible and in any case, not later than 60 days from the date of receipt of the Protected Disclosure. Committee may allow additional time for submission of the report based on the circumstances of the case.

7.10 If an investigation leads to a conclusion that an improper or unethical act has been committed, the Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

7.11 The Nominated Director will ensure action on the recommendations of the members of the Committee and keep the Whistleblower informed of the same.

## **8. CONFIDENTIALITY**

The Whistleblower, Vigilance Officer, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

## **9. PROTECTION**

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimisation of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

## **10. DISQUALIFICATIONS**

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 policy will warrant Disciplinary Action.

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.

Whistleblowers who make three or more Protected Disclosures, which have been subsequently found to be either malafide or baseless or frivolous or malicious or otherwise in good faith, will be

disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the Company would reserve its right to take/recommend appropriate disciplinary action.

**11. 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. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to the Employees and Directors in writing.

**12. DISCLOSURE IN ANNUAL REPORT:**

The details of establishment of Vigil Mechanism/Whistle Blower Policy shall be disclosed by the Company in its Annual Report in the Board's Report.

**13. ANNUAL AFFIRMATION:**

The Company shall annually affirm that it has not denied access by any Directors Or employee to the Audit Committee and that it has provided protection to whistle blower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

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