

## Vigil Mechanism / Whistleblower Policy

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## PREFACE

1. Onward Technologies limited (“**Company**”) believes and is committed to adhere to high ethical standards and compliance with laws and regulations applicable to its business. The Company has laid down various policies and processes including a Code (*as defined below*) which promotes the ethical and legal behaviour within the Company and its employees.
2. The Company encourages and supports its directors, employees and other stakeholders to report and disclose instances of unethical practices, actual or suspected fraud, leak or suspected leak of unpublished price sensitive information (“**UPSI**”) or violation of the Company’s Code and intends to provide for a mechanism to channelise reporting of such instances/complaints to ensure proper governance.
3. Section 177(9) of the Companies Act, 2013 and Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), inter-alia, requires the Company to establish a vigil mechanism and whistleblower policy to report instances of unethical practices, actual or suspected fraud or violation of the company’s code of conduct (“**Policy**”).
4. Accordingly, this policy has been formulated with a view to provide a mechanism for directors, employees and other stakeholders of the Company to approach the Vigilance and Ethics Officer (*as defined below*)/chairperson of the audit committee of the Company.

## POLICY OBJECTIVES:

1. To provide a channel to the directors, employees and other stakeholders to report their genuine concerns or grievances about unethical behaviour, actual or suspected fraud, or instances of leak or suspected leak of UPSI or violation of the code or policy of the Company.
2. To provide adequate safeguards to the directors, employees and other stakeholders against victimisation who avails this mechanism.
3. This however, neither releases Whistle Blowers (as defined below) 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 against people in authority and / or colleagues in general.

## **SCOPE OF THE POLICY:**

This policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, any instances of leak or suspected leak of UPSI and other matters or activity on account of which the interest of the Company is affected and formally reported by Whistle Blowers.

## **DEFINITIONS:**

1. **“Alleged Wrongful Conduct”** shall mean violation of law, infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial, specific danger to public health and safety or abuse of authority and any instances of leak or suspected leak of UPSI”.
2. **“Audit Committee”** means a Committee constituted by the Board in accordance with Section 177 of the Companies Act, 2013 and as per Regulation 18 of the Listing Regulations.
3. **“Board”** means the board of directors of the Company.
4. **“Company”** means Onward Technologies Limited and all its offices.
5. **“Code”** means Code of Conduct for directors and senior management personnel (“SMPs”) adopted by the Company.
6. **“Employee”** means all the present employees and whole time directors of the Company.
7. **“Leak of UPSI”** shall have same meaning as defined in policy and procedure for inquiry in case of leak or suspected leak of UPSI of the Company.
8. **“Protected Disclosure”** means any communication made in good faith either orally or written or by way of email or any electronic mode which discloses or demonstrates 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.
9. **“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
10. **“UPSI”** shall have same meaning as defined in the ‘Policy and Procedure for Inquiry in Case of Leak or Suspected Leak of UPSI’.

11. **“Vigilance and Ethics Officer”** means an officer appointed to receive Protected Disclosures from Whistle Blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
12. **“Vigil Mechanism”** means the internal machinery of the Company, developed in accordance with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations, that is required to investigate any Protected Disclosure made by a Whistle Blower.
13. **“Whistle Blower”** or **“Complainant”** means any director, employee or group of employees and other stakeholders who make a Protected Disclosure under this policy.

#### **ELIGIBILITY:**

1. All directors, employees and other stakeholders of the Company are eligible to make Protected Disclosures under the policy in relation to matters concerning the Company.
2. A Complainant must act in good faith and have reasonable grounds for forming a belief that his or her complaint constitutes a prima facie case of violation of the Code.
3. This policy must not be used as a tool for victimization, making false allegations or acting malafide.
4. Any person who is found to be making baseless, reckless, malicious or deliberately false allegation, shall be subject to disciplinary proceedings, which may extend to termination of employment.

#### **RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:**

1. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairperson of the Audit Committee of the Company for investigation.
2. In respect of all other Protected Disclosures,
  - a) those concerning the Vigilance and Ethics Officer and employees at the levels of Vice Presidents and above should be addressed to the Chairperson of the Audit Committee of the Company; and
  - b) those concerning other employees should be addressed to the Vigilance and Ethics officer of the Company.

3. Protected Disclosures can be sent to the Chairperson of the Audit Committee at:

Chairperson,  
Audit Committee,  
Onward Technologies Limited,  
Sterling Centre, 2nd floor, Worli,  
Mumbai:- 400018

**Email ID:** [whistleblower@onwardgroup.com](mailto:whistleblower@onwardgroup.com) and to the Vigilance and Ethics officer at [compliance@onwardgroup.com](mailto:compliance@onwardgroup.com).

4. If a Protected Disclosure is received by any executive of the Company other than Chairperson of Audit Committee or the Vigilance and Ethics Officer, the same should be forwarded to the Company's Vigilance and Ethics Officer or the Chairperson of the Audit Committee for further appropriate action.
5. Protected Disclosures should preferably be made in writing and must include as much information about the suspected violation as the complainant can provide. It should describe:
- the nature, period of commission and details of the alleged violation;
  - the identities of the persons suspected to have committed the alleged violation; and
  - a description of the documents that would prove or relate to the suspected violation.
6. The Protected Disclosure if in writing should be submitted in a closed and secured envelope and may be superscribed as "Protected Disclosure under the Whistle Blower Policy". Alternatively, the same can also be sent through email with the subject "Protected Disclosure under the Whistle Blower Policy". If the complaint is not superscribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the Complainant and the Protected Disclosure will be dealt with as if a normal disclosure. In order to protect identity of the Complainant, the Vigilance and Ethics Officer/ Chairperson of the Audit Committee will not issue any acknowledgement to the Complainants and further they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics officer / Chairperson of the Audit Committee. The Vigilance and Ethics officer / Chairperson of the Audit Committee shall assure that in case any further clarification is required they will get in touch with the Complainant.
7. Anonymous / Pseudonymous disclosure shall be considered and dealt with by the Vigilance and Ethics Officer in the same manner as a Protected Disclosure. Such concerns will be evaluated by the Company for investigation.

8. The Protected Disclosure should be forwarded under a covering letter signed by the Complainant. The Vigilance and Ethics Officer / Chairperson of the Audit Committee as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

### **INVESTIGATION:**

1. On receipt of the Protected Disclosure the Vigilance and Ethics Officer or the Chairperson of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the Complainant whether he was the person who made the Protected Disclosure or not. He shall also carry out an initial investigation either himself or by involving any other officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:
  - Brief facts;
  - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
  - Whether the same Protected Disclosure was raised previously on the same subject;
  - Details of actions taken by Vigilance and Ethics Officer / Chairperson of the Audit Committee for processing the complaint
  - Findings of the Audit Committee
  - The recommendations of the Audit Committee/ other action(s)
  - Vigilance and Ethics Officer/ Chairperson of the Audit Committee on receiving a complaint related to sexual harassment or if there is prima facie reason to believe that there is any incident of sexual harassment, then it will promptly inform such complaints to Prevention of Sexual Harassment Committee.
  - The Audit Committee, if deems fit, may call for further information or particulars from the Complainant.
2. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.
3. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
4. Everyone working for or with the Company shall have a duty to co-operate with the Vigilance and Ethics Officer/ Chairperson of the Audit Committee. In case they fail to cooperate in an investigation or deliberately provide incorrect information during an investigation then they shall be subject to disciplinary action, including termination of

employment.

5. Subject(s) have a right to consult with a person or persons of their choice, other than the Whistle Blower.
6. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness(es) shall not be influenced, coached, threatened or intimidated by the subject(s).
7. Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
8. Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
9. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.
10. In case, due to the nature of the Protected Disclosure, there is a conflict of interest the members of the Vigil Mechanism who are subject of such conflict are required to recuse themselves from the investigation. This shall also apply to the Vigilance and Ethics Officer or the Chairman of the Audit Committee.

### **DECISION AND REPORTING:**

1. If an investigation leads the Vigilance and Ethics Officer / Chairperson of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Chairperson of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
2. The Vigilance and Ethics Officer shall submit a report to the Chairperson of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
3. In case the Subject is the Chairperson /CEO of the Company, the Chairperson of the Audit



Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

4. If the report of investigation is not to the satisfaction of the Complainant, the Complainant has the right to report the event to the appropriate legal or investigating agency.
5. A Complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officer or the Chairperson of the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

#### **SECRECY / CONFIDENTIALITY:**

1. The Complainant, Vigilance and Ethics Officer, members of Audit Committee, 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.
- Not to keep the papers unattended anywhere at any time
- Keep the electronic mails / files under password.

#### **PROTECTION:**

1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimisation or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure (“**Retaliatory Action**”). The Company will take steps to minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

2. A Whistle Blower may report any violation of the above clause to the Chairperson of the Audit Committee, who shall investigate into the same and recommend suitable action to the management. This may extend up to taking disciplinary action, which may include possible termination, against persons who take Retaliatory Action against a Whistle Blower for making the Protected Disclosure.
3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the Complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the Complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies.
4. Any other employee of the Company assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
5. Provided however that the Complainant before making a Complaint has reasonable belief that an issue exists, and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Vigilance and Ethics Officer or the Chairperson of the Audit Committee shall be viewed seriously and in such a case the Complainant shall be subject to disciplinary action as per the rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

**ACCESS TO THE CHAIRPERSON OF THE AUDIT COMMITTEE:**

The Whistle Blower shall have the right to access the Chairperson of the Audit Committee directly in exceptional cases and the Chairperson of the Audit Committee is authorized to prescribe suitable directions in this regard.

**COMMUNICATION:**

The policy will be displayed on the website of the Company.

**RETENTION OF DOCUMENTS:**

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

**AMENDMENT:**

The Company reserves the right to amend or modify this policy in whole or in part.

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