



# Oriental Veneer Products Ltd.

CIN of the Company: L02005MH1991PLC060686

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## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

### 1. Preface

The Company believes that every employee is a trustee of its stakeholders and must adhere to the Company's Code of Conduct (hereinafter referred to as '**the Code**') and conduct himself or herself at all times in a professional and ethical manner.

- a. Section 177(9) of the Companies Act, 2013 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 :
  - Every listed company;
  - Every other company which accepts deposits from the public;
  - Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.
- b. Further, Regulation 22 of the SEBI (LODR) Regulation, 2015 provides for a mandatory requirement for all listed companies to establish a mechanism called the Vigil Mechanism / 'Whistleblower Policy' for directors and employees to report concerns.

### 2. Purpose

The "Vigil Mechanism / Whistleblower Policy" provides a mechanism for directors and employees of the Company to bring to the Company's attention, instances of unethical behaviour, actual or suspected incidents of fraud or violation of the Code, that could adversely impact the Company's operations, business performance and/ or reputation. The Company will investigate such incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld.

### 3. Definitions:

**"Audit Committee"** means the Audit Committee of the Company constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015.

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

## ORIENTAL VENEER PRODUCTS LIMITED

**"Whistle Blower / Complainant"** is a Director or employee who makes a Protected Disclosure under this Policy.

**"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.

**"Investigators"** mean that person authorised, appointed, consulted or approached by Vigilance Officer or the Chairperson of Audit Committee and includes the Auditors of the Company.

#### 4. Scope of the Policy:

- a. This Policy is an extension of the Company's Code of Conduct. This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place/suspected to have taken place involving misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulation of company data/records, pilferation of confidential information, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.
- b. The Whistleblower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- c. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation. Whistleblowers should not act on their own in conducting any investigative activities.
- d. 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.
- e. 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.
- f. Whistleblowers, who make three or more complaints, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Disclosures under this Policy. In respect of such Whistleblowers, the Company would reserve its right to take/recommend appropriate disciplinary action.