

OMFURN INDIA LIMITED

VIGIL MECHANISM POLICY
(WHISTLE BLOWER)

1. PURPOSE:

- a. Regulation 22 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), 2015 (“LODR”), provides that all listed Companies should establish a mechanism called “Whistle Blower Policy” for employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy.
- b. Section 177 read with Companies (Meeting of Board and its Powers) Rules, 2014 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a Vigil Mechanism for the Directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.
- c. 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 and shall be over seen by the Audit Committee (hereinafter referred to as ‘Committee’) of the Company.

2. APPLICABILITY:

In compliance to the above requirements, Omfurn India Limited (“the Company”), being a Listed entity has established a Vigil mechanism and formulated a policy in order provide a framework for responsible and secure whistle blower mechanism at its meeting of Board Of Directors held on 27th January, 2018.

3. ELIGIBILITY:

This policy is applicable to all the Directors and Employees of the Company.

4. **AIM:**

- a. This policy aims to provide its Directors and employees at all levels 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 adhere to high standards of ethical, moral and legal conduct of business operations and in order to maintain these standards the Company encourages its employees and Directors to come forward and express their genuine concerns without any fear.
- b. It will provide an opportunity to employees to report any fraud or misconduct or wilful negligence or suspicious activity or important information or evidence or violations of legal or regulatory requirements, misrepresentation of financial statements, reports etc.
- c. This mechanism provides for adequate safeguards against victimisation of Employees and Directors to avail of the vigil mechanism and also provides for direct access to the Chairperson of the Audit Committee.

5. **DEFINITIONS:**

Below are the definitions of few terms used in the policy:

- a. "Board" means the Board of Directors of the Company.
- b. "Employee" means all the present employees of the Company at the Registered Office as well as at the factory including contract labours and Managing Director, Whole Time Director and the other Directors.
- c. "Protected Disclosure" means all the concerns raised by the employees in writing made in good faith regarding unethical behaviour or misconduct under the scope of the policy and should be based on facts. It should not be in the nature of hear says or gossip. It should be on point to point basis relevant for review.
- d. "Audit Committee" means the Committee as constituted as per the provisions of the Companies Act, 2013 and LODR .
- e. "Whistle Blower" means an employee who makes protected disclosure under this Policy.
- f. "Code" means the Code of Conduct for Board Members and Senior Management of the Company.

6. **PROCEDURE:**

All the protected disclosures should be made in writing by the whistle blower as soon as he/she becomes aware of the same and should be in typed or in a legible handwriting. It should be signed by the whistle blower and he/she should submit it in a sealed envelope.

The Whistleblower shall not disclose their identity on the sealed envelope and shall be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit

Committee or Managing Director in exceptional cases. He/she shall not enter into any communication with the officer and if required the officer may contact the whistleblower for further clarifications.

The contact details of the Vigilance Officers are as under:-

- a. Mr. Jayesh M Vishwakarma;
- b. Mr. Vikrant R Vishwakarma.

7. INVESTIGATIONS:

- a. All the protected disclosures received shall be thoroughly investigated by the Vigilance Officer of the Company under the authorisations of the Audit Committee.
- b. The Audit Committee may if it deems fit call for further information from the Whistleblower and at its discretion consider involving any other officer of the Company or an outside agency for the purpose of investigations.
- c. Vigilance Officer shall complete the investigation within a period of forty five (45) days or such extended time as may be necessary with proper reasons from the date of receipt of the protected disclosure.
- d. Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

8. SECRECY:

The whistle blower, vigilance officer, members of the audit committee and all others involved in the process shall maintain a complete secrecy of all the matters under this policy.

9. DECISION:

If the result of the investigation indicates that an improper or unethical behaviour or act has been committed, it will recommend the management of the Company to take appropriate action. Any such disciplinary or corrective action shall be subject to the applicable personnel or staff conduct and disciplinary procedures.

If the report of the investigation is not to the satisfaction of the whistle blower than he/she has a right to report to the vigilance officer and/or the chairman of the audit committee.

10. PROTECTION:

- a. The audit committee/ vigilance officer are responsible for the protection of the whistle blower. However, in situations where the information provided may lead to uncovering some major issues, which are legal or criminal in nature than the identity may have to be produced before the police authority or in Court of Law. Hence, in

such cases the above are responsible to disclose the identity only to relevant authority and to the extent as may be required.

- b. No unfair treatment will be meted out to a Whistleblower by virtue of his/ her having reported a Protected Disclosure under this Policy.
- c. Any other employee assisting in the investigation shall also be protected to the same extent as the Whistleblower.

11. **PRESERVATION OF DOCUMENTS:**

All the protected disclosures made in writing along with the results of the investigation shall be preserved by the Company for a period of 8 (Eight) years or such other period as specified by any other law in force, whichever is more.

12. **AMENDMENT:**

The Board reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.