



**OSWAL AGRO MILLS LIMITED**

**VIGIL MECHANISM/ WHISTLE BLOWER POLICY**  
**(updated till January 28, 2025)**

**Oswal Agro Mills Limited**  
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#### **PREFACE**

Good governance is an integral part of the existence of a company. It inspires and strengthens investors' confidence by ensuring the company's commitment to higher goals and profits. This objective is achieved by adopting transparent procedures and practices, having in place effective machinery to address the concerns of all stakeholders, keeping shareholders informed about developments in the company and ensuring effective control over the affairs of the company.

The Company is committed to the highest possible standards of openness, probity, and accountability. In line with that commitment we expect directors and employees that we deal with, to come forward and voice genuine concerns.

Keeping this in mind and to facilitate this process, the Company has formulated a Vigil Mechanism Framework to enable directors and employees to report genuine concerns.

The Vigil Mechanism Framework is a structured process, which encourages and facilitates directors and employees to report without fear, any wrong doings or any unethical or improper practice which may adversely impact the image, credibility and/or the financials of the company, through an appropriate forum. The objective is to maintain a redressal system which can process all complaints concerning questionable accounting practices, internal accounting controls, or fraudulent reporting of financial information and anti-social conduct.

In other words, if directors and employees observe any wrong doing that may adversely affect the company's image or financials they should assist in rectifying it by reporting it to the management for appropriate action.

#### **APPLICABILITY & SCOPE OF THE POLICY**

The Vigil Mechanism Framework is applicable to every director & employee of the Company, including directors and employees of its subsidiaries. The employees will include permanent or on contract, working in India or abroad on deputation or otherwise. Violations will result in appropriate disciplinary action. The employees are required to familiarize themselves with this Policy and seek advice from the HR department of the Company if any questions arise.

## **DEFINITIONS**

**“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance with the provisions of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

**“Alleged wrongful conduct”** shall mean violation of applicable laws to the Company, Infringement of Company’s rules, misappropriation of monies, substantial and specific danger to public health and safety non-adherence to Code or abuse of authority.

**“Board”** means the Board of Directors of the Company.

**“Company”** means the OSWAL GREENTECH LIMITED and all its offices.

**“Code”** means Code of Conduct for Directors and Senior Management Executives adopted by Oswal Greentech Limited.

**“Employee(s)”** means all the present employees and directors of the Company (whether working in India or abroad).

**“Protected Disclosures”** means a concern raised by an employee/director or group of employees/directors of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity falling under the title “SCOPE OF THE POLICY” or “COVERAGE OF POLICY” or alleged wrongful conduct with respect to the Company. It should be factual and not speculative or in the name of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of nature and extent of the concern.

**“Reportable Matter”** means a genuine concern concerning actual or suspected:

- (i) fraudulent practices, such as improperly tampering with Reliance Group books and records, or theft of company property;
- (ii) corruption, including bribery and money laundering;
- (iii) breaches of the Code of Conduct.

Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of 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.

**“Vigilance and Ethics Officer”** means an officer appointed to receive protected disclosures from whistle blowers, maintain records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the results thereof.

**“Whistle Blower”** is an employee or group of employees who make a Protected Disclosure under this policy and also referred in this policy as complainant.

## **RESPONSIBILITY TO REPORT**

Protected Disclosures are to be made whenever an employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism described below.

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistleblower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

## **REPORTING MECHANISM**

Oswal Agro Mills Limited has established an Audit Committee to process and investigate Protected Disclosures. Protected Disclosures are to be made in writing to the chairman of the Audit Committee at his email id or phone number. The written communication addressed to the Audit Committee should be marked “Private & Confidential” and delivered to the Chairman of the Audit Committee at Oswal Agro Mills Limited, 7th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi-110001.

To enable the proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided:

- a) the nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Code of Conduct, please refer to the provision of the Code of Conduct that is alleged to have been violated);
- b) the names of the Employees to which the Reportable Matter relates (for example, please provide the name of the business unit that is alleged to have violated the Code of Conduct)
- c) the relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns a violation of the Code of Conduct, please include information about the circumstances and timing of the violation)

To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy.

All Protected Disclosures are taken seriously and will be promptly scrutinized and investigated by Reliance Group in accordance with the Guidance on Responding to Protected Disclosures.

## **DECISION AND REPORTING**

- If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of meeting of Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary action as it may deem fit.
- Any disciplinary or corrective action initiated against the subject as results of the findings of an investigation pursuant to the policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.
- A complainant who makes false allegations of unethical practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

### **Protection under the Vigil Mechanism & Confidentiality of Whistleblower:**

#### **➤ Freedom to Report**

Directors or Employees should feel free to report matters of wrongdoing to the Audit Committee without fear of any repercussion on themselves. The management also affirms that the whistleblower/person exercising vigilance shall be protected from unfair termination and any other unfair prejudicial employment practices, which the whistleblower may face from any quarters within the Company due to the act of whistle blowing/exercising vigilance.

#### **➤ Assurance of Confidentiality**

The identity of the Whistle Blower shall be kept confidential to the extent possible however this shall not be applicable if any employee is called upon to disclose this issue by any judicial process and in accordance with the laws of land.

While it will be ensured that Whistle Blowers are accorded protection from any unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action. Protection under this policy does not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a bad faith or intention.

If at any time, whistleblower perceives or apprehends that he is being unfairly victimized or harassed due to his act of whistle blowing/exercising vigilance, he shall have the right to approach the Committee who will review the whistleblower complaint and take appropriate action, as applicable, to ensure that the whistleblower is not so subjected to any unfair or prejudicial employment practices on account of his alleged victimization.

## **COMPLIANCE**

A quarterly report of complaints received under the Policy and their outcome shall be placed before the Audit Committee.

## **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 3 (three) years or such other period as specified by any other law in force, whichever is more.

## **AMENDMENT**

The Audit Committee shall periodically review the Policy to consider whether amendments are necessary, and, if so, it shall communicate any such amendments to all Employees as soon as possible. However, no such amendment or modification will be binding on the Directors and employees unless the same is communicated to them