

# OROSIL SMITHS INDIA LIMITED

## WHISTLE BLOWER POLICY

### **Preface**

- a) The Company is committed to conduct its business by adopting the highest standards of professional integrity and ethical behavior and comply with all the regulatory requirements under the laws and regulations prevailing from time to time. The Whistle Blower Policy is a mechanism to reinforce implementation of the Company's Code of Conduct as well as reporting of potential violations of Company's policies and applicable laws.
- b) Section 177(9) and (10) of the Companies Act, 2013 read with Clause 49F of the Listing Agreement makes it mandatory for all listed companies and other prescribed companies to establish a vigil mechanism called the "Whistle Blower Policy" for all its Employees and Directors to report Improper Acts. Accordingly, this Policy is formulated with a view to provide such a mechanism.

### **Objective**

- To provide all Employees and Directors a mechanism to report Improper Acts.
- To provide adequate safeguards against victimization for making Protected Disclosures.

### **Definitions**

The definitions of some of the key terms used in this Policy are given below:

- a) "Audit Committee" means the Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement.
- b) "Code" means the Code of Conduct of the Company.
- c) "Director" means a member of the Board of Directors of the Company.
- d) "Employee" means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- e) "Improper Act" means any concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.
- f) "Investigator" means those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee including Auditors of the Company and the police.
- g) "Policy" means this Whistle Blower Policy.
- h) "Protected Disclosures" means any communications made by a Whistle Blower in good faith that expresses concerns of Improper Acts.
- i) "Whistle Blower" means an Employee or a Director making a Protected Disclosure under this Policy.

## **Disqualification**

- a) Any abuse of the protection given under this Policy to the Whistle Blower will warrant disciplinary action.
- b) In case any person is found misusing this Whistle Blower Policy, or making disclosures which are found to be mala fide, malicious, baseless, frivolous or reported otherwise than in good faith, such person will be disqualified from reporting any further Protected Disclosures under this Policy.

## **Procedure**

- a) All Protected Disclosures should be addressed to the Compliance Officer by sending an e-mail to: [bknarula@orosil.com](mailto:bknarula@orosil.com) or by sending a letter at:

B. K. Narula  
Managing Director & Compliance Officer  
Orosil Smiths India Limited  
620, Hemkunt Chambers, 89, Nehru Place, Delhi-19

- b) Protected Disclosures shall be reported in writing so as to ensure clear understanding of the issue/s raised and should be typed or handwritten in legible handwriting in English, Hindi or regional language of place of employment of the Whistle Blower.
- c) Anonymous disclosures shall not be entertained under this Policy.

## **Investigation**

- a) All Protected Disclosures received will be recorded and looked into by the Chairman of the Audit Committee. If initial enquiries made by the Chairman of the Audit Committee indicate that the Protected Disclosure has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at this stage, and shall be sent to the Managing Director of the Company and the decision shall be documented with the justification for arriving at such decision. In such cases, the Chairman of the Audit Committee will also give a proper feedback to the Whistle Blower, explaining the reasons of such dismissal. The Chairman of Audit Committee, to the extent feasible, shall endeavor to take all these steps within a period of 15 working days from the date of receipt of the Protected Disclosure.
- b) The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. To the extent feasible, the Chairman of the Audit Committee or the Investigation Committee, as the case may be, shall conclude the Investigation within a period of 30 working days from the commencement of the Investigation, and shall make a written report of the findings on the conclusion of such Investigation.

**Protection**

No unfair treatment shall be meted out to Whistle Blower on account of his / her having reported a Protected Disclosure under this Policy. The Company, as a Policy, condemns any kind of discrimination, harassment or victimization or unfair employment practices being adopted against any Whistle Blower.

**Decision**

If an investigation concludes that an Improper Act has been committed, the Chairman of the Audit Committee shall recommend to the Managing Director of the Company to take corrective or disciplinary action as may be deemed fit.

**Reporting**

The Chairman of the Audit Committee shall submit a report about all Protected Disclosures referred to him with the results of the Investigation to the Managing Director of the Company.

**Retention of documents**

All Protected Disclosures, documentation in relation to the Investigation, and the results of the Investigation shall be retained by the Company for a minimum period of 3 years.

**Communication of this Policy**

The Policy shall be posted on the web-site of the Company for the reference of all existing Employees & Directors and a copy of this Policy shall be handed over as a part of joining documentation to the new employees & directors.

**Amendment**

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.