

ORIENTAL NAGPUR BETUL HIGHWAY LIMITED

VIGIL MECHANISM POLICY

1. PREFACE:

The Government of India had passed the much awaited Companies Act, 2013 (“**Act**”) and as per Section 177 read with Rules framed there under, inter-alia provides requirements for certain class of companies to establish a vigil mechanism for directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Law. In the Context of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), listed companies to put in place a whistle blower policy and the Audit Committee was to review the working of the same.

2. OBJECTIVE OF THE MECHANISM:

The Company and its subsidiaries comply with all applicable laws in a true and letter spirit and particularly assure that business is conducted with integrity and that the Company’s financial information is accurate. To promote a highly ethical standard, the Company will maintain a workplace that facilitates the reporting of potential violations of Company policies and applicable laws. Employees must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. To maintain these standards, the company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The mechanism provides adequate safeguard against victimization of employees and Directors to avail the mechanism and also provide direct access to the Chairman of the Audit Committee in exceptional cases. This is the purpose of this mechanism (the “**Mechanism**” or the “**Vigil Mechanism**”). You are required to read this Policy and submit the attached certification that you will comply by it.

3. SCOPE OF MECHANISM:

This Mechanism shall be applicable to all Directors and Employees of the Company who report any non-compliance, wrong Practices and all suspected violations, E.g., unethical behavior, fraud, violation of law, insider trading, bribery, inappropriate behavior /conduct, negligence causing danger to public health and safety etc. and other matters or activity on account of which the interest of the Company is affected.

4. DEFINITIONS:

- “**Protected Disclosure**” means a concern raised by an employee or group of employee of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or

improper activity with respect to the Company. Protected disclosure should be specific in nature and not in general nature.

- **“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance with the Listing Regulations and the Companies Act, 2013.
- **“Board”** means the Board of Directors of the Company.
- **“Vigilance Committee”** means a committee constituted by Board of Directors of the Company to receive Protected disclosures, initiate inquiries, maintain records thereof and report the results / status of every complaints to the Audit Committee on quarterly basis. The term “Director” as defined under the Companies Act, 2013, refers to every Director appointed to the Board of a Company and the term “employee” as defined under the Companies Act, 2013, refers to any person employed by a Company on a temporary, ad-hoc or daily wage basis, any person appointed through an agent or co-worker, trainees and contractual employees including employees engaged on project basis, irrespective of the terms of employment whether expressly made or implied.

5. **VIGILANCE COMMITTEE:**

A Vigilance Committee has been appointed by the Company to consider any complaints of non-compliance, wrong Practices and all suspected violations etc. and otherwise to implement this mechanism. All the members appointed hereunder shall receive protected disclosures, initiate inquiries, maintain records thereof, and report the results/status of every complaint to the Audit Committee.

For all cases, Vigilance Committee consisting of 03(three) members shall deal with the complaints:

- (i) Mr. Rajesh Yadav (WTD and CEO)
- (ii) Mr. Deepak Kukreja (Independent Director)
- (iii) Ms. Monika Kohli (Independent Director)

6. **REDRESSAL MECHANISM:**

6.1 **Procedure for Registering a Complaint**

- (i) A Protected disclosure should be reported in writing preferably to ensure a clear understanding of the issue raised and should be either typed or written in legible handwriting in English, Hindi or in regional language of the Place of employment.
- (ii) The Protected disclosure should be submitted in a closed and secured envelope and should be super scribed as **“Protected disclosure under the**

Vigil Mechanism”. Alternatively, the same can also be sent through email with the subject **“Protected disclosure under the Vigil Mechanism”**.

- (iii) All Protected disclosure should be addressed to the Chairman of the Vigilance Committee; it may also be submitted directly to the Chairman of the Audit Committee as and when necessary under exceptional circumstances.

The contact details are as under:

1. **Name: Mr. Rajesh Yadav**
Designation: Chairman Vigilance Committee
Address: Registered Office of the Company
Email Id.: rajesh.yadav@orientalindia.com
2. **Name: Mr. Deepak Kukreja**
Designation: Chairman of Audit Committee
Address: Registered Office of the Company
Email Id.: deepak.kukreja@dmkassociates.in

- (iv) The Vigilance Committee should hold a meeting with the complainant within 5 days of the receipt of the complaint, but no later than a week in any case.

6.2 Procedure of Inquiry

- (i) The Internal Complaint Committee shall immediately proceed with the inquiry and communicate the same to the person against whom a complaint is made. The Vigilance Committee shall complete the inquiry within a period of 60 days.
- (ii) The parties shall be given an opportunity of being heard during the course of inquiry.
- (iii) If the Person, against whom a complaint is made, desires any witness (es) to be called, they shall communicate in writing to the Vigilance Committee the names of witness (es) that they propose to call.
- (iv) The Vigilance Committee shall record all the proceedings of the inquiry and on completion of the inquiry; provide a report to the Chairman of the Audit Committee within 10 working Days.

7. CONFIDENTIALITY:

Once the complaint is received, the identity of the complainant and the documents or protected disclosure made by him, if any for the purpose of enquiry under this mechanism, shall be kept strictly confidential. Any person (including witnesses) who breach confidentiality shall be subjected to disciplinary action.

8. PROTECTION AGAINST VICTIMIZATION:

The Vigilance Committee shall make sure that no director or employee who has made a protected disclosure under this mechanism is victimized by any inquiry or otherwise merely on the ground that such person had made a disclosure or rendered assistance in inquiry under this mechanism.

9. DISCIPLINARY ACTION:

Where any non-compliance, wrong practices and violations etc. are found by the Vigilance Committee, appropriate disciplinary action shall be taken against the accused. Disciplinary action may include transfer, withholding promotion, suspension or even dismissal.

10. ANNUAL REPORT:

The Vigilance Committee shall prepare an annual report at the end of the financial year of the Company, giving a full account of its activities i.e. number of cases which have been registered during the year and disposal of the same to the Chairman of the Audit Committee.

11. DISSEMINATION OF THE MECHANISM:

A copy of this mechanism shall be given to all employees and to all new recruits and they shall sign a statement acknowledging that they have received, read, understood and will abide by the policy.

12. COMPLAINTS MADE WITH A MALICIOUS INTENT:

This Policy is a tool in the interest of justice and fair play that our directors and employees can use in order to approach in the event of non-compliance, wrong practices and violations etc. However, if on investigation it is revealed that the complaint was made with a malicious intent and with the motive of maligning the concerned individual/tarnishing his/her image in the company and to settle personal/professional scores, strict action will be taken against the complainant.

13. AMENDMENT:

The Board reserves its right to major modification this Policy in whole, at any time without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provisions of the Act or Listing Regulations or any applicable law for the time being in force. However, the Compliance Officer is authorised to make minor changes may be required to bring the Policy in line with the Listing Regulations which may enhance clarity on the provisions of the policy.