



orbit exports ltd.

VIGIL MECHANISM / WHISTLE BLOWER POLICY
(Effective w.e.f. February 04, 2020)

PREAMBLE

Section 177 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 Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is 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.

The organization's internal controls and operating procedures are intended to detect and prevent improper activities. In this regard, the Company believes in developing a culture where it is safe for all the Directors/Employees to raise concerns about any poor or unacceptable practice and any event of misconduct. These help to strengthen and promote ethical practices and ethical treatment of all those who work in and with the organization.

The main objective of this Policy is to provide a platform to Directors and Employees to raise concerns regarding any irregularity, misconduct or unethical matters/ dealings within the group which have a negative bearing on the organization either financially or otherwise.

Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as SEBI (LODR) Regulations, 2015) also, inter alia, contains similar requirement for establishment of a Vigil Mechanism or Whistle Blower Policy. It provides for a mandatory requirement for all listed companies to establish a mechanism called "Whistle Blower Policy" for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct.

POLICY

In compliance of the above requirements, Orbit Exports Ltd, being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

POLICY OBJECTIVES

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

DEFINITIONS

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

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

“Code” means Code of Conduct for Directors and Senior Management as adopted by the Company.

“Director” means a Director appointed to the Board of Directors of the Company.

“Employee” means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.

“Ethics Officer” means an Employee of the Company appointed by the Company to handle the complaint under this policy and ensure appropriate actions. The Ethics Officer will assist the Audit Committee in implementation of this Policy. The Ethics Officer will further responsible for maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower of the result thereof.

“Investigators” mean those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee and includes the Auditors of the Company and the Auditor of the Group as the case may be and can include the external law enforcement agencies.

“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 under the title **“SCOPE OF THE POLICY”** with respect to the Company. 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.

“Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation, includes the person who

- Provide full cooperation to the investigation team
- Be informed of the outcome of the investigation
- Accept the decision of the Audit Committee
- Maintain strict confidentiality

“Whistle Blower” is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

SCOPE

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

1. Breach of the Company’s Code of Conduct or Rules
2. Abuse of authority with malafide intentions.
3. Negligence causing substantial and specific danger to public health and safety
4. Criminal offence
5. Breach of Business Integrity and Ethics
6. Breach of terms and conditions of employment and rules thereof
7. Intentional Financial irregularities, including fraud, or suspected fraud
8. Deliberate violation of laws/regulations

9. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
10. Manipulation of company data/records
11. Pilferation of confidential/propriety information
12. Gross Wastage/misappropriation of Company funds/assets
13. Insider Trading
14. Sexual Assault
15. Corruption & Bribery
16. Violation of Human Rights
17. Any instance/act detrimental to the image/reputation of the group.
18. Any other form of improper action or conduct.
19. Deliberate concealment/attempts to conceal information relating to any of the above.

ELIGIBILITY

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

PROCEDURE

- a. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b. In respect of all other Protected Disclosures, those concerning the Ethics Officer and employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Ethics Officer of the Company.
- c. The Chief Financial Officer of the Company shall act as Ethics Officer of the Company unless otherwise decided by the Board.
- d. All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.
- e. The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as "Protected Disclosure under the Whistle Blower Policy" or sent through email with the subject "Protected Disclosure under the Whistle Blower Policy". If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.
- f. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee / Ethics Officer, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

- g. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Ethics Officer, the same should be forwarded to the Ethics Officer or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- h. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblowers.
- i. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- j. The contact details of the Ethics Officer are as under:-

Name and Address - **Mr. Mukesh Deopura**
Chief Financial Officer
Orbit Exports Limited
122, Mistry Bhawan, 2nd Floor,
Dinshaw Wachha Road,
Churchgate, Mumbai - 400021
Email - investors@orbitexports.com

- k. The contact details of the Chairman of Audit Committee are as under:-

Name and Address - **Mr. Pradeep Khosla**
Chairman of Audit Committee
Orbit Exports Limited
122, Mistry Bhawan, 2nd Floor,
Dinshaw Wachha Road,
Churchgate, Mumbai - 400021
Email - pkkhosla@gmail.com

INVESTIGATION

- a. All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Ethics Officer/ Chairman of the Audit Committee will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same. If any Member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.
- b. The Ethics Officer/ Chairman of the Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion,

consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.

- c. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process. The outcome of the investigation may not support the conclusion of the Whistle blower that an improper or unethical act was committed.
- d. The identity of a Subject(s) will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subject(s) will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subject(s) shall have a duty to co-operate with the Ethics Officer/ Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subject(s) have a right to consult with a person or persons of their choice, other than the Ethics Officer/ Investigators and/or members of the Audit Committee and/or the Whistle blower. Subject(s) shall be free at any time to engage counsel at his/her own cost to represent them in the investigation proceedings.
- h. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject(s).
- i. Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subject(s) have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject(s) should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject(s) and the Company.
- k. The investigation shall be completed normally within 30 days of the receipt of the protected disclosure and is extendable by such period as the Chairman of the Audit Committee deems fit.

DECISION AND REPORTING

- a. If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.
- b. Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- c. A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.
- d. A complainant who makes false allegations of unethical & improper 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.

CONFIDENTIALITY

The complainant, Ethics Officer, Members of Audit Committee, the Subject(s) and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

PROTECTION

- a. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- b. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- c. Whistle blowers are encouraged to immediately report any acts of retribution that have happened to them, due to the fact that they made a disclosure.

DISQUALIFICATIONS

- a. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would 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 mala fide intention.
- c. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

COMMUNICATION

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

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 7 (seven) years or such other period as specified by any other law in force, whichever is more.

AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.

The above policy has been amended in Board Meeting held on February 04, 2020.
