

PADMINI VNA

Vigil Mechanism/Whistle Blower Policy

1.0 Introduction

Padmini VNA, henceforth referred to as "PVNA" or "the Company," is committed to fostering a fair, transparent, ethical, and professional work environment. While PVNA's code of conduct outlines the expected standards of integrity and professional behaviour for its employees, the vigil mechanism serves as a means to report any deviations from these defined standards.

The vigil mechanism at PVNA is not only a safeguard against unethical practices but is primarily established to facilitate the reporting of genuine concerns or grievances. Its purpose is to ensure that any violation from the Company's Code of conduct and Values are addressed in an impartial and just manner as provided in Section 177 (9) and (10) of the Companies Act, 2013 and the Companies Rules, 2014.

2.0 Definitions

Definitions of some of the key terms used in this mechanism are given below:

- **Protected disclosure:** Any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.
- **Whistleblower:** An individual who makes a protected disclosure under this mechanism. This could be an Employee (direct or indirect), Director, Vendor, Supplier, Dealer and Consultant, including Auditors of PVNA.
- **Board of Directors:** A body of elected or appointed members who jointly oversee the activities of the company.
- **Code of Conduct:** A set of rules outlining the responsibilities of or proper practices for an individual, party or organization. In this case, it refers to PVNA's Code of Conduct for employees.
- **Audit Committee:** An audit committee is an operating committee formed by the Board of Directors in accordance with Section 177 of the Companies Act 2013 and charged with oversight of financial reporting and disclosure.
- **Ethics Committee:** Selected employees of the company who are authorized to receive whistleblower complaints internally.
- **Investigators:** Selected employees charged with conducting investigations to ascertain the creditability of such whistleblower complaints.
- **Subject:** means a person against whom, or in relation to whom, a Protected Disclosure is made.

3.0 Guiding principles of the vigil mechanism

To guarantee the effective enforcement of a vigilance system, the company will:

- Assure full confidentiality regarding the identity of the whistleblower and the shared information.
- Guarantee safeguarding the whistleblower from any retaliation due to disclosures made.
- Assure that reported disclosures are addressed within specified timeframes, and no evidence is hidden or destroyed.
- Ensure that investigations are carried out honestly, impartially, and without bias.

- Ensure that whistleblowers refrain from engaging in investigative activities except when instructed by the Ethics Committee or the Audit Committee Chairman.
- Provide an opportunity for the subject or other involved parties connected to the reported disclosure to present their perspective.
- Enforce disciplinary actions against individuals who hide or destroy evidence related to protected disclosures under this system.

4.0 Protection for whistleblower

- A whistleblower will have the choice to maintain anonymity when reporting an incident through the Ethics Helpline. The company will refrain from attempting to uncover the identity of an anonymous whistleblower. Should the whistleblower's identity become known during the investigation, PVNA will strive to keep the whistleblower's identity confidential and anonymous to the furthest extent possible, unless required by law or in legal proceedings.
- Whistleblowers reporting issues concerning sexual harassment, child labor, discrimination, or violations of human rights will be required to reveal their identity to ensure a thorough investigation.
- Any other employee who acts as a witness or aids in the investigation will receive protection to the same extent as the whistleblower.
- The Audit Committee and the Ethics Committee will ensure the protection of the whistleblower against any negative repercussions. This includes safeguarding against discrimination, victimization, retaliation, demotion, or any adoption of unfair employment practices.
- Protection within this mechanism does not entail immunity from disciplinary action resulting from false allegations made by a whistleblower.
- A whistleblower may not receive protection under this mechanism if they are the subject of a separate complaint or allegations related to misconduct.
- If a complainant believes that she or he have been treated adversely as a consequence of their use of the vigil mechanism can approach the Chairman of the Audit Committee of PVNA in confidence. The contact information for the Chairman of the Audit Committee is provided on Appendix A to this document.

5.0 Scope of Vigil Mechanism

The vigil mechanism covers all individuals affiliated with PVNA, including employees, directors, vendors, suppliers, dealers, consultants, auditors, and advocates. These stakeholders have the opportunity to raise concerns about malpractices and occurrences that might adversely affect the company.

The areas covered by this mechanism include:

- Inaccuracies in maintaining the Company's financial records and books of account.
- Instances of financial misappropriation and fraud.
- Fraud related to procurement activities.
- Conflicts of interest.
- False reimbursement of expenses.
- Misuse of company assets and resources.
- Inappropriate sharing of sensitive company information.
- Cases of corruption and bribery.
- Unfair trade practices and anti-competitive behavior.

- Non-compliance with safety guidelines.
- Incidents of sexual harassment.
- Cases involving child labor.
- Any form of discrimination.
- Violations of human rights.

Matters not explicitly covered under this mechanism can be reported directly to your immediate manager or your Human Resources contact.

6.0 Reporting Mechanism

Whistleblowers are encouraged to raise concerns or complaints related to the issues specified in Section "Coverage of the vigil mechanism". The Ethics Helpline serves this purpose, and details about the available reporting channels for whistleblowers can be found in **Appendix A**.

The management of these reporting channels is overseen by the ethics committee. Each complainant will receive a reference number for their complaint, which they can use for additional information, feedback, or updates on actions taken by the company.

The Ethics Helpline compiles a report based on the information provided by the whistleblower and shares the incident report with the Ethics Committee within the next two business days. If any Ethics Committee member is the subject of the complaint or has a perceived conflict of interest, the incident report is directed to the remaining members of the Ethics Committee.

Any Ethics Committee or Board Committee member involved in investigating a complaint and who might have a perceived conflict will abstain from further discussions or meetings on the subject.

Complainants are also permitted to report concerns directly to any of the Ethics Committee members, as specified in this policy.

7.0 Ethics committee

- PVNA has established an Ethics Committee to oversee the vigil mechanism. The composition of the Ethics Committee can be found in **Appendix B** of this document.
- The Ethics Committee holds the responsibility to impartially address incident reports received from the Ethics Helpline.
- The Ethics Committee is tasked with taking necessary measures to uphold confidentiality within the organization regarding the reported issues.
- The Ethics Committee will identify the resources required to conduct the investigation based on the nature of the reported issue.
- The Ethics Committee is responsible for recommending disciplinary or corrective actions to the relevant board committee if the investigation supports the allegations made by the whistleblower.

8.0 Investigation

- The investigation will be conducted to validate the authenticity of the allegations and to ascertain the facts.
- The investigation team will not include any member potentially involved in the alleged incident throughout the investigation:
- The Ethics Committee will be granted authority to make decisions concerning the investigation.
- Investigators will have access to any necessary information regarding the scope of the allegation.
- The investigator will submit the investigation findings, along with all supporting documents, to the Ethics Committee.

9.0 Role of Investigator

- A methodical approach must be followed to verify the credibility of the accusations.
- Ensure the confidentiality and secrecy of the reported issue and the involved subjects are maintained.
- Provide regular updates to the Ethics Committee on the investigation's progress.
- Ensure an independent and unbiased investigation is carried out.
- Document the entire investigative approach.
- Submit an Investigation Report, including the investigative methodology, to the Ethics Committee along with all supporting documents.

10.0 Maintaining Secrecy and Confidentiality

PVNA expects individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be taken against those found not complying with the following:

- Maintain complete confidentiality and secrecy regarding the matter.
- Refrain from discussing the matter in social gatherings or with individuals not involved in the review or investigation.
- Discuss the matter only with necessary individuals for the purpose of completing the investigation.
- Ensure the confidentiality of reviewed documents during the investigation.
- Maintain secrecy concerning the whistleblower, subject, protected disclosure, investigation team, and assisting witnesses.

11.0 Disqualifications

- Issues beyond those listed under "Coverage of the vigil mechanism."
- Inability of the complainant to provide specific information covering certain essential points:
 - Location and timing of the incident
 - Personnel involved.
 - Specific evidence
 - Frequency of issues
- If the complainant is unable to provide adequate information, the Ethics Committee reserves the right not to investigate the reported matter.

12.0 Management Decision

- The relevant board committee will take disciplinary or corrective action against the subject in accordance with the Company's disciplinary procedures and may take legal action if necessary.

- The decision of the relevant board committee should be considered final, and no challenge against the decision will be entertained unless additional information becomes available.
- For frivolous or false complaints, action may be taken against the complainant.

13.0 Right to Amendment

The Company reserves the right to amend or modify the policy. Any amendments or modifications to the policy will be made by an authorized entity as mandated by law. The updated Vigil mechanism will be shared with the employees, suppliers, and vendors thereafter.

Appendix A: Reporting channels

Reporting Channel	Contact Information	Availability
Email	ethics@padminivna.com	24 hours a day
Post	Plot No. 100-101, Sector 35, HSIIDC Udyog Vihar - VII, Gurugram, Haryana 122001	24 hours a day
Web	Available on website	24 hours a day

The Chairman of the Audit Committee can be reached at info@padminivna.com

Appendix B: The Ethics Committee

The current Ethics Committee of Padmini VNA described in the Ethics committee company's section of the Vigil mechanism would be as follows:

The incident reports will be shared with:

- Chief Financial Officer (CFO)
- Chief HR Officer (CHRO)
- Chief Operating Officer (COO)