



OMNIPOTENT INDUSTRIES LIMITED

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

Pursuant to applicable provisions of Section 177 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter may be referred as 'Listing Regulations'), every Listed Company is required to establish a Whistle Blower Policy / Vigil Mechanism for the Directors and Employees to report genuine concerns or grievances.

The Vigil Mechanism is required to provide for adequate safeguards against victimization of Directors and Employees or any other person who follow / avail such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in appropriate or exceptional cases.

The Company believes in the conduct of its affairs in fair and transparent manner by inculcating honesty, integrity & ethical behaviour. The Company is committed to develop a culture which is safe for all the Employees to raise concerns on unacceptable practices adopted and misconduct. The purpose of this policy is to bring to the knowledge of management irregularities within the organisation & to protect Employees blowing the whistle.

The Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

The Policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

DEFINITIONS

- I. "Disciplinary Action" means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- II. "Employee" means every employee of the Company (whether working in India or abroad)
- III. "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.
- IV. "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 under this Policy.
- V. "Whistleblower" is someone who makes a Protected Disclosure under this Policy.
- VI. "Whistle Officer" or "Whistle Committee" or "Committee" means an officer or Committee of persons who is / are nominated / appointed to conduct detailed investigation of the disclosure received from the whistleblower and recommend disciplinary action.



- VII. The Managing Director is nominated as Whistle Officer. The Committee, if appointed, should include Senior Level Officers of Human Resources, Internal Auditor and senior officers of the Division/ Department where the alleged malpractice has occurred.
- VIII. "Company" means, "Omnipotent Industries Limited."
- IX. "Good Faith": An employee shall be deemed to be communicating in "good faith" if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- X. "Policy or This Policy" means, "Whistleblower Policy."

PRINCIPLES OF POLICY

- To ensure and assure that the concern raised will be acted upon seriously.
- To ensure that the Whistle Blower is not victimized for raising the concern.
- To ensure that the investigation remains confidential.
- To ensure that the Subject does not try to conceal the evidence of concern raised.
- To take disciplinary action on whosoever tries to conceal or destroy the evidence.
- To provide opportunity to Whistle Blower and/or Subject of being heard.

AREAS OF COVERAGE

The policy shall cover all the areas of misconduct, irregularities including:

- Abuse of Authority Criminal Offence.
- Disclosure of confidential information.
- Breach of Trust.
- Breach of Code of Conduct (if any).
- Deliberate violation of Law / Regulation Negligence in handling sensitive information. Manipulation of Company's data / records Misappropriation of Company's Funds & Assets.
- Financial Frauds.

MANNER IN WHICH CONCERN CAN BE RAISED

All Vigilance Disclosure should be reported in writing by the Whistle Blower, so as to ensure a clear understanding of the issues raised, which may be typed or written in a legible handwriting preferably in English, Hindi or regional language.



The Vigilance Disclosure should be submitted in a closed and secured envelope and should be superscripted as "Vigilance Disclosure". Alternatively, the same can also be sent through email with the subject Line "Vigilance Disclosure". If the compliant is not superscripted and closed as mentioned above, it will not be possible to protect the Whistle Blower and the Vigilance Disclosure will be dealt with as if it is a normal disclosure. In order to protect the identity of the Whistle Blower, no acknowledgement will be issued to the Whistle Blower.

There is no specified format for submitting a Vigilance Disclosure. The Vigilance Disclosure, shall however, include, the following:

- Name, Address, Employee ID (if applicable) and contact details of the Whistle Blower.
- Brief description of the malpractice, giving the names of those alleged to have committed or about to commit a Malpractice. Specific details such as time and place of occurrence is also important.

All Vigilance Disclosure should be addressed to:

Name : Chairman – Audit Committee

Email : compliance.omnipotent@gmail.com

Upon receipt of the Vigilance Disclosure, the Recipient shall make its record and ascertain from the complainant about the same. He shall also carry out initial investigation either himself or engage any other Officer of the Company or an outside agency.

The record will amongst other details include the following:

Brief facts

Whether the same Vigilance Disclosure was raised previously

Details of actions taken for processing the compliant

Findings of the Audit Committee or of authority so delegated by the Audit Committee

The recommendations of the Audit Committee

INVESTIGATION

All Vigilance disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/or an outside agency for the purpose of investigation.

Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

Subject(s) have a right to consult with a person or persons of their choice.

Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed.

Subject(s) have a right to be informed of the outcome of the investigations.

The investigation shall be completed normally within 60 days of the receipt of the Vigilance disclosure and is extendable by such period as the Audit Committee deems fit.



DECISION AND REPORTING

If outcome of the Investigation indicates that an improper or unethical or wrongful act has been committed, it will be recommended to the management of the Company to take appropriate corrective action. Any such disciplinary or corrective action shall be subject to the applicable personnel or staff conduct and disciplinary procedures.

If Complainant is not satisfied with Report, he has the right to report the event to the appropriate legal or investigating agency.

A Complainant who makes false allegations or about alleged wrongful conduct shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

PROTECTION

No Whistle Blower who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences. Accordingly, the Company strictly prohibits discrimination, retaliation or harassment of any kind against a Subject who based on his/her reasonable belief that one or more Reportable Matters has occurred or are occurring, reports that information. Any Whistle Blower who retaliates against a Subject who has raised a Reportable Matter in good faith, will be subject to strict disciplinary action up to and including immediate termination of employment or termination of his/her relationship with the Company. If any Whistle Blower who makes a disclosure or complaint in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or Chairman of Audit Committee. It is imperative that such Whistle Blower brings the matter to the Company's attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately. The identity of the Subject shall be kept confidential.

SECRECY/CONFIDENTIALITY

The complainant, Members of Audit Committee, the Subject and everybody involved in the process shall:

- maintain complete confidentiality/ secrecy of the matter
- not discuss the matter in any informal/social gatherings/ meetings
- discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- not keep the papers unattended anywhere at any time
- keep the electronic mails/files under password

If any one is found not complying with the above, he / she shall be held liable for such disciplinary action as is considered fit.

RETENTION OF DOCUMENTS/PROCEEDINGS

All Vigilance disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 8 (Eight) years or such other period as specified by any other law in force, whichever is more.
