

Wonder WallCare Private Limited

Vigil Mechanism Policy

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“WWCPL-VIGIL MECHANISM”

Preamble:

Section 177 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (as may be amended from time to time) has mandated that following Companies shall establish a vigil mechanism for directors and employees to report genuine concerns or grievances:

- Listed Companies
- Companies which accept deposits from the public.
- Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees.

Taking into consideration the above provisions, the Company has set-up and adopted the following Vigil Mechanism / Whistle blower policy which shall provide adequate safeguards against victimization of employees and directors and shall be overseen by the Audit Committee of the Company.

This Policy protect the directors and employees who report their genuine concerns or grievances and wishing to raise a concern about serious irregularities within the Company related to any unethical or improper activity, malpractice and any event of misconduct.

Wonder WallCare Private Limited has established “WWCPL-Vigil Mechanism Policy” to provide a framework for responsible and secure Vigil Mechanism.

This WWCPL-Vigil Mechanism Policy applies to all its stakeholders including Directors, Employees (part/full time, temporary and contract)

Objective and Purpose:

1. To establish procedures for the submission of complaints or concerns and provide an opportunity to report to the Management of the Company.
2. To provide a means for employees, to approach the audit committee of the company to highlight/bring to light any discrepancies and or Misconduct and or unprofessional/unethical behaviour and/or actual or suspected, fraud or violation of the organization’s code of conduct.
3. To provide necessary safeguard for protection of employees from reprisal or victimization.

Definitions:

1. **Audit Committee:** shall mean a Committee of Board of Directors of the Company, constituted in accordance with provisions of Section 177 of the Companies Act, 2013.

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2. **Director:** means every Director of the Company, past or present.
3. **Vigilance Officer:** means Chief Financial Officer of the Company.
4. **Employee:** means every Employee of the Company, past or present (part/full time, temporary and contract).
5. **Protected Disclosure:** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
6. **Unethical and improper practices:** shall mean—
 - a. An act which does not conform to approved standard of social and professional behavior;
 - b. An act which leads to unethical business practices;
 - c. Improper or unethical conduct;
 - d. Breach of etiquette or morally offensive behavior,
 - e. May lead to incorrect financial reporting;
 - f. Are not in line with applicable company policy;
 - g. Are unlawful etc.
7. **Good Faith:** means that an employee or Director 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 or Director does not have personal knowledge of a factual basis for the communication or where the employee or Director knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
8. **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.
9. **Complainant:** is a director or employee who makes a Protected Disclosure under this Policy.

Safeguard & Disqualification:

No unfair treatment will be meted out to a Complainant 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 Complainant may experience as a result of making the Protected

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Disclosure.

While it will be ensured that genuine Complainant are accorded, complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Complainant knowing it to be false or bogus or with a mala fide intention. Complainant, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

Every Complainant is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate facts/data to substantiate the complaint and not complain merely on hearsay or rumor.

List of exclusions

The following types of complaints will ordinarily not be considered and taken up:

1. Complaints that are Illegible, if handwritten.
2. Complaints that are Trivial or frivolous in nature.
3. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body.
4. Any matter that is very old from the date on which the act constituting violation, is alleged to have been committed.
5. Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc.) also any customer/product related grievance.
6. Dealing with anonymity- complainant may choose to keep his/her identity anonymous. In such cases, the complaint should be accompanied with strong evidence and data.

Reporting Procedures:

A Complainant can send a written complaint to the Vigilance Officer of the Company on the following address or email ID.

Contact Details of Vigilance Officer:

Wonder WallCare Private Limited,
Village-Morwad, District-Rajsamand,
Rajasthan (313324)
Email: internal@wonderwallcare.com

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Complaint against the Vigilance Officer, should be addressed to Chairman of Audit committee on the following address or email ID:

Chairman of the Audit Committee,
Wonder WallCare Private Limited
Village-Morwad, District-Rajsamand,
Rajasthan (313324)
Email: kushal.sogani@wonderwallcare.com

Protected disclosure to be reported in writing so as to ensure a clear understanding of the issues raised and should be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the whistle blower.

The protected disclosure should be forwarded under a covering letter (if sent through post) which shall bear the identity of the complainant.

Protected disclosure should be factual and not speculative or in 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 and the urgency of a preliminary investigative procedure. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred.

The Vigilance Officer shall submit a report to the audit committee on a regular basis about all protected disclosures referred to him/her since the last report together with the results of investigations, if any.

Investigation and Action:

1. All protected disclosure reported under this policy will be thoroughly investigated by the Vigilance Officer of the organization who will investigate/oversee the investigation under the authorization of the audit committee.
2. Protected disclosure involving or relating to the Vigilance Officer which in the opinion of the audit committee may hamper the independence of the Vigilance Officer in conducting the investigation will be investigated by the audit committee itself.
3. The Vigilance Officer/audit committee may at its discretion consider involving any investigators for the purpose of investigation.
4. The decision to conduct an investigation taken by the audit committee is by itself not an accusation and is to be treated as a neutral fact finding process. The outcome of the Investigation may not be supported on the conclusion of the Complainant that an improper or unethical act was committed.

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5. The Identity of a subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
6. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
7. Subjects shall have a duty to co-operate with Vigilance Officer/audit committee or any of the investigators during investigation to the extent that such co-operation sought does not merely require them to admit guilt.
8. Subjects have a right to consult with a person or persons of their choice, other than the Vigilance Officer/ investigators and/or members of the audit committee and/or the Complainant. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
9. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witness shall not be influenced, coached, threatened or intimidated by the subjects.
10. Unless there are compelling reasons not to do so, subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a subjects shall be considered as maintainable unless there is good evidence in support of the allegation.
11. Subjects have a right to be informed of outcome of the investigation. If allegations are not sustained, the subjects should be consulted as to whether public disclosure of the investigation result would be in the best interest of the subject and the organisation.
12. The investigation shall be completed normally within 2 months of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

The action taken will depend on the nature of the concern. The Audit Committee receives a report on each complaint and a follow-up report on actions taken. In exceptional cases, the Audit Committee may entrust employee(s) of the Company and/ or outside legal, accounting, or other advisors, as appropriate, to conduct any investigation of complaints.

Once the investigation is completed the subject will receive information about the outcome of any investigations.

Retention of Documents and Records:

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

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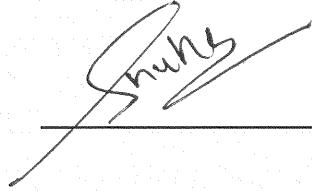
MODIFICATIONS/ REVISIONS

S. No.	Effective Date of Modifications/ Revisions
1.	01 st day of January, 2023

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Name
Designation
Signature

Reviewed By
Shubham Murotiya
Chief Financial Officer



Approved By
Kushal Sogani
Managing Director

