

Whistle Blower Policy of Ironwood Education Limited

Ironwood Education Limited
CIN : L65910MH1983PLC030838
Regd office : 301, Symphony,
Nehru Road, Vile Parle (East),
Mumbai - 400057
Contact No. : +91 98330 70186
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1. PREFACE

Ironwood Education Limited (the Company) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

Section 177 of the Companies Act, 2013 read with Rule 7 of The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, inter-alia, provides, a mandatory requirement, for all listed companies to establish a mechanism called “Vigil Mechanism (Whistle Blower Policy)” for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.

The purpose of this policy is to allow you to raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing your superior. You will be protected against any adverse action and/or discrimination as a result of such a reporting, provided it is justified and made in good faith.

Aims and scope of the Policy

- ❖ To encourage the employees and other parties to report unethical behaviors, malpractices, wrongful conduct, fraud, violation of the company’s policies & Values, violation of law by any employee of the Company without any fear of retaliation.
- ❖ To build and strengthen a culture of transparency and trust within the organization.
- ❖ This policy applies to all Directors and employees of the Company.

2. DEFINITIONS

“Director” means a Director on the board of the Company whether whole-time or otherwise.

“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.

"Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

"Employee" means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

"Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

"Whistle Blower" means an Employee making a Protected Disclosure under this Policy.

3. SAFEGUARDS

(a) Harassment or Victimization

The Company recognizes that the decision to report a concern can be a difficult one to make, not least because of the fear of reprisal from those responsible for the malpractice or from superiors. The Company will not tolerate harassment or victimisation and will take action to protect an individual when they raise a concern in good faith. In case, a Whistle Blower is already the subject of any disciplinary action those procedures will not be halted as a result of their Whistle Blowing.

(b) Confidentiality

The Company will do its best to protect an individual's identity when he/she raises a concern and does not want their name to be disclosed. It must be appreciated that a statement from the Whistle Blower may be required as part of the evidence in the investigation process.

(c) Anonymous Allegations

This Policy encourages individuals to put their names to allegations. However, individuals may raise concerns anonymously. Concerns expressed anonymously will be evaluated by the Company for investigation. In exercising this discretion, the factors to be taken into account would include:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.

(d) Untrue Allegations

If the Whistle Blower makes an allegation in good faith, which is not confirmed by the investigation, no action will be taken against the Whistle Blower. If a complaint is malicious or vexatious, disciplinary action will be taken.

4. COVERAGE OF POLICY

The Policy covers malpractices and events which have taken place / suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of employee Code of Conduct/Ethics Policy or Rules
11. Any other unethical, biased, favoured, imprudent event

5. FALSE ALLEGATION & LEGITIMATE EMPLOYMENT ACTION

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct to the Audit Committee shall be subject to disciplinary action, up to and including termination of employment, in accordance and with Company rules, policies procedures. Further, this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under Company rules and policies.

6. MANNER IN WHICH CONCERN CAN BE RAISED

If you have a genuine complaint or concern about any fraud or violation of a law, rule or regulation or unacceptable, improper or unethical practice, you may raise this with your superior, the Whistleblowing Officer or the Audit Committee.

7. WHISTLEBLOWING OFFICER

Mr. Dharmesh Parekh has been appointed the 'Whistleblowing Officer' with effect from 16th May, 2014. He can be contacted at:

Postal Address: 301, 3rd Floor, Symphony, Nehru Road, Vile Parle (East), Mumbai - 400057

Contact Number: +91 98330 70186

Email Address: companysecretary@greycellsltd.com

He is responsible for the following:

1. To receive and record any complaints under this policy
2. To ensure confidentiality of any whistleblowing complainant who requests that the complaint be treated in confidence
3. To prepare a report of any whistle blowing complaint and send the report promptly to the Audit Committee Members. A copy of the report will be simultaneously sent to the Managing Director and Executive Director for investigation. The Managing Director/ Executive Director, after investigation, will submit a report to the Audit Committee for discussion and decision. The Audit Committee members will then discuss the complaint and take necessary action.
4. To communicate the decision of the Audit Committee to the complainant.

8. AUDIT COMMITTEE

You are also free to communicate your complaints directly to the members of the Audit Committee, without involving the Whistleblowing Officer.

Audit Committee Members:

The names of the Audit Committee Members are as under:

- A. Mr. Abbas Patel
- B. Ms. Bela Desai
- C. Mr. Sujal Shah

Postal Address of Audit Committee:

301, 3rd Floor, Symphony, Nehru Road, Vile Parle (East), Mumbai - 400057

Contact Number: +91 98330 70186

9. ANNUAL AFFIRMATION

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to whistle blower from adverse personnel action. The affirmation shall form part of Corporate Governance Report as attached to the Annual Report of the Company.

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