



VDEAL SYSTEM LIMITED

***POLICY FOR PROHIBITION, PREVENTION AND REDRESSAL OF SEXUAL
HARASSMENT AT WORKPLACE***

(Adopted by the Board of Directors on May 20, 2024)

CIN: U31100OR2009PLC011396

Registered Address: Plot No. 4/A, 4/B & 6, Janla Industrial Area, Jatni, Khordha, Orissa 752054

VDEAL SYSTEM LIMITED

1. Introduction

Vdeal System Limited, the Company is committed to create and maintain a work environment where dignity of employees and privacy is of utmost importance and is respected. It aims at providing a workplace that enables employees to work without fear of prejudice, gender bias and sexual harassment. To achieve this, all employees should conduct themselves in a professional manner and refrain from committing any act of sexual harassment.

The Policy has been formulated in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“the Act”) and rules made thereunder. This Policy is gender neutral and intends to promote a safe working environment for all where there is zero tolerance for any form of sexual harassment.

2. Applicability

This Policy is applicable to all Company’s offices, premises and plants, and other offices, by whatever name called, where there are 10 or more employees.

3. Definitions

- 3.1 “Complainant” means a person who files a complaint of sexual harassment at workplace to Internal Committee against another person.
- 3.2 “Employee” means a person employed at a workplace for any work on regular, temporary, *ad hoc* or daily wage basis, either directly or through an agent, including a contractor, with or, without the knowledge of the principal employer, whether for remuneration or not, or working on a voluntary basis or otherwise, whether the terms of employment are express or implied and includes a co-worker, a contract worker, probationer, trainee, apprentice or called by any other such name.
- 3.3 “Employer” means any person responsible for the management, supervision and control of the workplace. Management includes the person or board or committee responsible for formulation, implementation and administration of policies.
- 3.4 “Internal Complaints Committee” means a committee constituted by the Company as per this Policy.
- 3.5 “Presiding Officer” means the Presiding Officer of the Internal Committee who shall be a woman employed at a senior level at Workplace from amongst the employees.
- 3.6 “Respondent” means a person against whom the complaint has been filed.
- 3.7 "Sexual Harassment" includes any one or more of the following unwelcome acts or behaviour (whether directly or by implication) namely: -
- (i) physical contact and advances; or
 - (ii) a demand or request for sexual favours; or
 - (iii) making sexually coloured remarks; or
 - (iv) showing pornography; or
 - (v) any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The following

circumstances, among other circumstances, if it occurs or is present in relation to or connected with any act or behavior of sexual harassment may amount to sexual harassment:

- (i) implied or explicit promise of preferential treatment in employment; or
- (ii) implied or explicit threat of detrimental treatment in employment; or
- (iii) implied or explicit threat about present or future employment status; or
- (iv) interference with work or creating an intimidating or offensive or hostile work environment; or
- (v) humiliating treatment likely to affect health or safety.

3.8 “Workplace” means all offices, plants or other premises including safety parks where the business of the Company is conducted and includes the places hired for any special events / functions organized by the Company and any place visited by the employee arising out of or during the course of employment including transportation provided by the Employer for undertaking such journey.

Any other term not defined herein shall have the same meaning as defined in the Act or any other applicable law.

4. Prohibition and Prevention of Sexual Harassment

No employee and / or any person visiting the “Vdeal System Limited’s” workplace shall be subjected to sexual harassment.

The Company “ Vdeal System Limited” shall take all appropriate steps to prevent sexual harassment which shall include:

1. display of penal consequences of sexual harassment at a conspicuous place;
2. organize workshops and awareness programs at regular intervals for sensitizing the employees;
3. Dissemination of this Policy.

5. Internal Complaints Committee

The Company “Vdeal System Limited” has constituted an Internal Complaints Committee (“ICC”) at every location. Every ICC will comprise of the following members:

1. Presiding Officer – who shall be a woman employed at a senior level from amongst the employees.
2. Minimum two members – from employees preferably committed to the cause of women or who have had experience in social work or have legal knowledge.
3. One external member – from non-governmental organisations or associations committed to cause of women or a person familiar with the issues relating to sexual harassment.

Further, at least one half of the total members so nominated shall be women.

The Presiding Officer shall have the authority to change the ICC members, whenever required.

All members shall hold office for a period of three years from the date of their nomination and any member may be removed prior to the term in accordance with the provisions of the Act.

6. Complaint

6.1 A Complainant may file a complaint, in writing, at compliance@vdealsystem.com or deliver by hand six copies of the complaint to any member of the ICC, if the person believes to be subjected to sexual harassment. Such

complaint shall be filed within a period of 3 months from the date of incident and in case of a series of incidents, within a period of 3 months from the date of last incident.

If a complaint is not in writing, all reasonable assistance shall be provided by the ICC members to the Complainant for making the complaint in writing.

The time limit of 3 months may be extended by another 3 months, with reasons to be recorded in writing, if the ICC is satisfied that the circumstances were such which prevented the Complainant to file a complaint.

6.2 If the Complainant is unable to make a complaint on account of physical incapacity, a complaint may be filed by –

- (i) the legal heir; or
- (ii) any relative or friend; or
- (iii) a co-worker; or
- (iv) an officer of the National Commission for Women or State Women's Commission; or
- (v) any person who has knowledge of the incident, with the written consent of the aggrieved person.

If the Complainant is unable to make a complaint on account of mental incapacity, a complaint may be filed by –

- (i) the legal heir; or
- (ii) any relative or friend; or
- (iii) a special educator; or
- (iv) a qualified psychiatrist or psychologist; or
- (v) the guardian or authority under whose care the complainant is receiving treatment or care;
- (vi) any person who has knowledge of the incident jointly by a relative or friend or a special educator or qualified psychiatrist or psychologist or guardian or authority under whose care the complainant is receiving treatment or care.

If the Complainant, for any other reason, is unable to make a complaint, a complaint may be filed by any person who has knowledge of the incident, with the complainant's written consent.

If the aggrieved person is dead, a complaint may be filed by any person who has knowledge of the incident, with the written consent of the aggrieved person's legal heir.

6.3 The complaint shall be filed with all the supporting documents along with the names and addresses of the witnesses.

6.4 If the complaint does not fall under the purview of 'sexual harassment', it may be taken up as per the Company's Code of Conduct.

6.5 On receipt of the complaint, the ICC shall share a copy of the Complaint with the Respondent within 7 working days.

6.6 The Respondent shall file a reply, along with the list of documents and names and addresses of witnesses, within 10 working days from the date of receipt of documents.

7. Conciliation

Before initiating an inquiry and at the request of the Complainant, the ICC may take steps to settle the matter

through conciliation. However, no monetary settlement shall be made as a basis of conciliation.

Where a settlement is arrived at, the ICC shall record it and take the action as per the settlement and no further inquiry shall be conducted. Further, the copies of such settlement shall be provided to the Complainant and Respondent.

If the Complainant informs the ICC that any term or condition of the settlement has not been complied with by the Respondent, the ICC shall proceed to conduct an inquiry or forward the same to the police.

8. Inquiry

8.1 The ICC shall conduct an inquiry into the complaint, if the Respondent is an employee, as per the Company service rules.

8.2 Both the Complainant and Respondent shall be given an opportunity of being heard and a copy of the findings shall be made available to both the parties enabling them to make representation against the findings before the ICC. The ICC shall conduct the inquiry in accordance with the principles of natural justice.

8.3 In conducting the inquiry, minimum 3 members of the ICC including the Presiding Officer shall be present.

8.4 The parties shall not be allowed to bring any legal practitioner to represent them in their case at any stage of the proceedings before the ICC.

8.5 The ICC shall have the right to terminate the inquiry proceedings or give an *ex-parte* decision, if the Complainant or Respondent fails, without sufficient cause, to present themselves for 3 consecutive hearings convened by the Presiding Officer.

However, such termination or *ex-parte* order may not be passed without giving a notice, in writing, 15 days in advance to the party concerned.

8.6 During the pendency of an inquiry and on a written request by the Complainant, the ICC may provide such relief as it may deem appropriate and in line with other applicable statutory laws.

8.7 The inquiry shall be completed within a period of 90 days. On completion of an inquiry, the ICC shall provide a report of its findings to the Employer/Company within a period of 10 days from the date of the completion of the inquiry and such report be made available to the concerned parties.

8.8 Where the ICC arrives at a conclusion that the allegation against the Respondent has not been proved, it shall recommend to the Employer/Company that no action is required to be taken in the matter.

Where the ICC arrives at a conclusion that the allegation against the Respondent has been proved, it shall recommend to the Employer/Company to take action for sexual harassment as a misconduct as per the company's service rules and / or deduct appropriate amount from salary or wages of the Respondent in accordance with the provisions of the Act. Where such deduction is not possible, the Respondent may be directed to pay such sum to the Complainant. In case the Respondent fails to pay such sum, the ICC may forward the order for recovery of the sum as an arrear of land revenue. The other actions that may be taken include a written apology, warning, reprimand or censure, withholding of promotion, withholding of pay rise or increments, withholding of grant of stock options, terminating the respondent from service or undergoing a counseling session or carrying out community service.

The Employer/Company shall act upon the recommendation within 60 days of the receipt of the recommendation.

8.9 The ICC shall have the same powers as are vested in the Civil Court under the Code of Civil Procedure, 1908, while conducting an inquiry.

9. False or malicious complaints

If the Location ICC arrives at a conclusion that:

- (i) the allegation against the respondent is malicious; or
- (ii) the Complainant has made the complaint knowing it to be false; or
- (iii) the Complainant has produced any forged or misleading document;

it may take appropriate action against the Complainant.

However, a mere inability to substantiate a complaint or provide adequate proof need not attract action against the Complainant. A malicious intent on part of the Complainant shall be established after an inquiry and before any action is recommended.

Where the ICC arrives at a conclusion that during the inquiry, any witness has given false evidence or produced any forged or misleading document, it may also take appropriate action against the witness as may be prescribed under the Act.

10. Confidentiality

The contents of the complaint, the identity and addresses of the Complainant, Respondent and witnesses, any information relating to conciliation and inquiry proceedings, recommendations of the ICC and the action taken by the Employer / Company shall not be published, communicated or made known to the public, press and media in any manner.

However, disclosures as per applicable laws may be made by the Company and / or as required by any authority of law or under any legal or judicial proceedings. Any person, who contravenes this provision, shall be liable for a penalty as may be prescribed under the rules.

11. Protection

The Company "Vdeal System Limited" shall ensure that the parties to the complaint and their respective witnesses are not victimized and are protected against any form of retaliation. In case of any victimization, suitable disciplinary action shall be taken against the perpetrator.

Appeal

Any person aggrieved from the recommendations made, may prefer an appeal to the Court or Tribunal. This appeal shall be preferred within a period of 90 days from the date of the recommendations.

12. Annual Report

The ICC shall prepare an annual report with details of number of complaints received, number of complaints disposed off during a given year, number of cases pending for more than 90 days, number of workshops or awareness programs organized and nature of action taken by the company Vdeal System Limited. The annual report shall be submitted to the company and the District Officer appointed by the State Government in this regard.

13. Review and Amendments

This Policy may be reviewed by the Board of Directors as and when required. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy in order to comply with any laws/rules/regulations that come into effect from time to time, related to sexual harassment

In the event of any conflict between the provisions of this Policy and the Act or any other statutory enactments, or rules, the provisions of such Act or statutory enactments or rules shall prevail over this Policy.

Any subsequent amendment / modification in the Act and/or other applicable laws in this regard shall automatically apply to this Policy.
