# VIGIL MECHANISM POLICY

## 1. PREFACE:

- 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 behaviour. The Company is committed to developing a culture where it is safe for any Whistle Blower to raise concerns about any poor or unacceptable practice and any event of misconduct.

- Pursuant to the provisions of Section 177, sub-section (9) and (10) read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, every listed Company, the Companies which accept deposits from the public and the Companies which have borrowed money from banks and public financial institution in excess of fifty crore rupees, shall establish a vigil mechanism for the directors and employees to report their genuine concerns in such manner as may be prescribed.

  Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the director nominated to play the role of Audit Committee in appropriate or exceptional cases.

- The mechanism/policy neither releases employees and directors from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation or with a mala fide intent.

- In line with the above, it is necessary to formulate a specific vigil mechanism for Balajee Infratech & Constructions Private Limited its Directors, Officers and Employees.

## 2. POLICY OBJECTIVES:

- A Vigil Mechanism provides a channel to the employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy and provides for adequate safeguards against victimization of employees by giving them direct access to the Board nominated Director who will play the role of Audit Committee.

- This neither releases employees from their duty or confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and/or colleagues in general.

## 3. SCOPE OF THE POLICY:

- This policy covers malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activity on account of which the interest of the company is affected and formally reported by whistle blowers covering its employees.

- This Policy is an extension of the Code of Conduct. The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would

they determine the appropriate corrective or remedial action that may be warranted in each case.

- Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Audit Committee or the Investigators. Protected Disclosure will be appropriately dealt by the Audit Committee, as the case may be.

## 4. DEFINITION:

- "Alleged wrongful Conduct" shall mean violation of applicable laws to the Company, Infringement of Company's rules, misappropriation of Funds, substantial and specific danger to public health and safety, non-adherence to the Code or abuse of Authority.

- "Audit Committee" means Board nominated Director who will play the role of Audit Committee or Audit Committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013.

- "Board" means Board of Directors of the Company.

- "Code" means Code of Conduct as part of HR Policy of the Company.

- "Company" means Balajee Infratech & Constructions Private Limited, its subsidiary(s), its group Company(s) and its associate company(s).

- "Employee" means all the present employees and whole-time Directors of the Company (whether working in India or abroad).

- "Vigilance Officer" means an officer appointed to receive protected disclosure from Whistle Blower, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the whistle Blower the result thereof.

- "Whistle Blower" is an employee/director or group of employees/director(s) who make a Protected Disclosure under this Policy.

- "Protected Disclosure" means a concern raised by an employee/director or group of employees/directors of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity falling under the title "COVERAGE OF THE POLICY" or Alleged wrongful conduct with respect to the Company.

- "Subject" means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during an investigation.

## 5. COVERAGE OF POLICY:

- Abuse of Authority;
- Breach of Trust;
- Breach of confidentiality;
- Manipulation of Company data/records;
- Financial or compliance irregularities, including fraud, or suspected fraud;
- Criminal offence having repercussions on the Company or its reputation;
- Perforation of confidential/proprietary information;
- Deliberate violation of law/regulation;

- Misappropriation or misuse of Company funds/assets;
- Breach of employee Code of Conduct or Rules;
- Sexual Harassment;
- Corruption and Bribery;
- Child Labor;
- Any other unethical or improper conduct.

## 6. PROCEDURE:

- Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in Hindi.

- Protected Disclosure may be forwarded by email or putting in a drop box provided by the Company, or by way of a covering letter which shall bear the identity of the Whistle Blower. Anonymous /Pseudonymous disclosures may not be entertained.

- Protected Disclosure should be factual and not speculative or in a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

- All Protected Disclosures should be addressed to the Vigilance Officer, Senior Human Resource Personnel/Commercial Department Officials. The contact details of the Vigilance officer are given below:

Mrs. Sangeeta Dokania

Sr. Management Executive - HR & Admin

Address: Balajee Infratech & Constructions Pvt. Ltd.
601-602 Advent Atria, Chincholi Bunder Road,
Malad West, Mumbai 400 064
Phone: +919320204655
Email: sangeetadokania@balajeegroup.com

*(New appointment has been made vide BR dated 17th Sept,2022)*

## 7. INVESTIGATION:

- The Audit Committee may at its discretion, consider involving any Investigator(s) for the purpose of investigation.

- All Protected Disclosures reported under this Policy will be thoroughly investigated by the Investigator(s) appointed by the Audit Committee who will investigate the matter under the authorisation of the Vigilance Officer. The decision of the Audit Committee to investigate, by itself is not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

- The identity of a Subject will be kept confidential to the extent possible keeping in mind the legitimate needs of law and the investigation.

- Subjects will normally be informed of the allegations at the outset of a formal investigation and given opportunities for providing their inputs during the investigation. This will be after conclusion of the initial review and findings which prima facie establish a need for a formal investigation.

- Subjects shall have a duty to co-operate with the Audit Committee or any of the Investigator(s) during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

- Subjects have a right to consult with a person or persons of their choice, other than the investigator(s) and the Audit Committee and the Whistle Blower.

- Subjects have a responsibility not to interfere with investigation. Evidence shall not be withheld, destroyed, or tampered with and witnesses shall not be influenced, coached, threatened, or intimidated by the Subjects.

- The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

## 8. DECISION AND REPORTING:

- If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject because of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conducts and disciplinary procedures.

- An annual report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

## 9. SECRECY/ CONFIDENTIALITY:

- The Vigilance Officer, Audit committee, the Subject and everybody involved in the process shall:
  - Maintain confidentiality of all matters under this Policy;
  - Discuss only to the extent or with those persons as required under this policy for completing the process of investigations;
  - Not keep the papers unattended anywhere at any time;
  - Keep the electronic mails/files under password.

## 10. RETENTION OF DOCUMENTS:

- 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 8 (Eight) years or such other period as specified by any other law in force, whichever is more.

## 11. PROTECTION:

- No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Committee would be authorised to take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

- The identity of the Whistle Blower shall be kept confidential and shall be disclosed only on need-to-know basis.

- Any other Director/Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

- Protection to Whistle Blower under this Policy shall be available provided that Protected Disclosure is:
  a. Made in good faith;
  b. The Whistle Blower has reasonable information or documents in support thereof;
  c. Not for personal gain or animosity against the Subject.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala-fide, frivolous or malicious, shall be liable to Disciplinary Action as may be as decided by the Committee constituted under this Policy.

## 12. RIGHT TO ACCESS CHAIRPERSON OF THE AUDIT COMMITTEE:

- The Whistle Blower shall have right to access Chairperson of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorised to prescribe suitable directions in this regard.

## 13. TENURE OF NOMINATED DIRECTOR:

- The tenure of Nominated Director will be for such period till a resolution for fresh nomination of Director is passed.

## 14. AMENDMENT

- The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever & the same shall be notified to the Employees and Directors.

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## 15. WEBSITE DISPLAY:

- The Company shall display on its website (www.balajeegroup.com), the contents of its Vigil Mechanism Policy and other information as may be required to be displayed.

- The Company has approved and adopted this policy in its Board Meeting held on March 01, 2021.

**For Balajee Infratech and Construction Private Limited**

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|---|---|
| **Manish Dokania** | **Manoj Dokania** |
| **(Director)** | **(Director)** |
| **DIN: 00486330** | **DIN: 00486434** |

**Place : Mumbai**
**Date : 17/09/2022**