



VIGIL MECHANISM/ WHISTLE BLOWER POLICY

FOR DIRECTORS AND EMPLOYEES



PREFACE

Gawar Khajuwala Bap Highway Private Limited ("the Company") has formulated a Code of Conduct ("the Code"), that lays down the principles and standards that should govern the actions of the Company and their employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Section 177(9) of the Companies act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides for mandatory establishment of vigil mechanism for the Directors and employees of the Company to report their genuine concerns in the prescribed manner.

In line with the above and in order to comply with the mandatory requirement of the above provisions, it is necessary to formulate a specific vigil mechanism/whistle blower policy for Gawar Khajuwala Bap Highway Private Limited for use by its Directors, Officers and Employees.

Being a private Limited Company, the Company is not required to constitute Audit Committee; however, the Board of directors shall nominate a director to play the role of the audit committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.

POLICY OBJECTIVES

The Company is committed to adhering to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the director designated for this purpose in exceptional cases.

This neither releases employees 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 against people in authority and/or colleagues in general.

SCOPE

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 investigator(s) or finder(s) of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given 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 Board or the Investigator(s).



DEFINITIONS

The definition of some of the key terms used in this Policy are given below.

“Alleged wrongful conduct” shall mean the violation of the law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.

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

“Board” means the Board of Directors of the Company.

“Code” means the Code of Conduct.

“Designated Director” means designated director nominated by the Board to play the role of the audit committee for the purpose of Vigil Mechanism.

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

“Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

“Vigilance Officer” means an officer appointed to receive protected disclosures from whistleblowers, maintaining records thereof, placing the same before the Designated Director for its disposal and informing the Whistle Blower the result thereof.

“Whistle Blower” means an Employee or group of employees making a Protected Disclosure under this Policy and can also referred as Complainant in this policy.

ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures will be in relation to matters concerning the Company.

DISQUALIFICATIONS

1. While it will be ensured that genuine Whistle Blowers are given complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will attract disciplinary action.
2. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
3. Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Vigilance Officer would reserve its right to take/recommend appropriate disciplinary action.

PROCEDURE OF RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

1. All Protected Disclosures should be addressed to the Vigilance Officer of the Company and should preferably be reported in writing so as to ensure a clear understanding of the issues raised.
2. The written communication should either 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. It is suggested that the Protected Disclosure should be forwarded under a covering letter in a closed and secured envelope and should be

superscribed as “Protected disclosure under the Whistle Blower policy”. Alternatively, the same can also be sent through email with the subject “Protected disclosure under the Whistle Blower policy”.

3. In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised either to write their name/address on the envelope or enter into any further correspondence with the Vigilance Officer. Vigilance Officer shall assure that in case any further clarification is required he will get in touch with the complainant. However the disclosure has to be complete and supported by facts and figures to enable proper scrutiny and investigation.
4. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to enable proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
5. All Protected Disclosures should be addressed to Vigilance Officer of the company or to the Designated Director in exceptional cases. The contact details of Vigilance Officer is as under:-
Name : Mr. Rakesh Kumar
Address : DSS-378, Sector 16-17, Hisar, Haryana-125001
Email : group.cfo@gawar.in
6. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. Vigilance Officer / Designated Director as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
7. Protected Disclosure against Vigilance Officer should be addressed to the Designated Director of the Company.
The contact details of the Designated Director are as under:
Name : Mr. Ravinder Kumar
Address : DSS-378, Sector 16-17, Hisar, Haryana-125001
Email : Finance@gawar.in
8. On receipt of the protected disclosure the Vigilance Officer, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out an initial investigation either himself or by involving any other officer of the Company or an outside agency before referring the matter to the Designated Director for further appropriate investigation and needful action. The record will include:
 - a) Brief facts;
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c) Whether the same Protected Disclosure was raised previously on the same subject;
 - d) Details of actions taken by Vigilance Officer for processing the complaint;
 - e) The recommendations of the Vigilance Officer.

INVESTIGATION

- All Protected Disclosures reported under this Policy will be recorded and thoroughly investigated by the Vigilance Officer or Designated Director. Designated Director may investigate and may at its own discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.
- The decision of the Audit Committee to conduct an investigation, by itself is not an accusation and is to be treated as a neutral fact-finding process.
- 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 Vigilance Officer/Investigator and/or the Whistle Blower and shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- 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 Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure and is extendable by such period as the Designated Director deems fit.

DECISION

If an investigation leads the Vigilance Officer/Designated Director to conclude that an improper or unethical act has been committed, the Audit Committee shall recommend such disciplinary or corrective action as it deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

REPORTING

The Vigilance Officer shall submit a report to the Designated Director on a regular basis about all Protected Disclosures referred to him / her / them since the last report together with the results of investigations, if any.

In case the Subject is the director/CEO of the Company, the Designated Director after examining the Protected Disclosure shall appropriately and expeditiously investigate the Protected Disclosure.

If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to Vigilance Officer shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

SECRECY /CONFIDENTIALITY

The complainant, Vigilance Officer, 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 anytime
- Keep the electronic mails/files under password.

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 Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure.
- The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Designated Director is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.
- Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

Provided however that the complainant before making a complaint has a reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Designated Director shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

ACCESS TO DESIGNATED DIRECTOR

The Whistle Blower shall have the right to access the Designated Director directly in exceptional cases.

COMMUNICATION

A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in the notice board and the website of the company.

RETENTION OF DOCUMENTS

All written Protected Disclosures along with the results of investigation relating thereto shall be retained by the Company for a minimum period of five years.



ADMINISTRATION AND REVIEW OF THE POLICY

The Chief Financial Officer shall be responsible for the administration, interpretation, application and review of this policy. The Chief Financial Officer also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Board.

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. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

The Policy on vigil mechanism/ whistle blower policy for directors and employees has been approved by the Board of Directors of the Company at their Meeting held on April 13, 2019.

This Policy shall be applicable from April 01, 2019 and shall remain valid until such time it is modified /amended /altered by the Board.