



H.G. INFRA ENGINEERING LIMITED (PART IX)

(Erstwhile Know as H.G. Infra Engineering Private Limited (Part IX))

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VIGIL MECHANISM/ WHISTLE BLOWER POLICY

This “Whistle Blower Policy” of H. G. Infra Engineering Limited has been established / adopted / approved by the Board of Directors of the Company in the Board Meeting held on 24.04.2014 and has been amended at the Board Meeting held on 13.02.2018. in terms of the provisions of Companies Act, 2013 and Rule 7 of the Companies (Meetings of the Board & its Powers) Rules, 2014 read with Regulation 22 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, which requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for its Directors and Employees, to report genuine concerns, and to freely communicate their concerns about illegal or unethical practices.

1. Preface

H.G. Infra Engineering Limited is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics and to full and accurate disclosures. 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. Any actual or potential violation of these Standards, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Directors, Employees in pointing out such violations of these Standards cannot be undermined.

2. Applicability

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of The Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism-

- i Every listed company;
- ii Every other company which accepts deposits from the public; and
- iii Every Company which has borrowed money from banks and public financial institutions in excess of Rs. 50 Crores.

Accordingly, this Vigil Mechanism (“the Policy”) has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the Vigilance Officer of the Company.

3. Policy Objectives

Vigil Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Standards, Code of Conduct or policy adopted by the Company from time to time.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company

encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Vigilance Officer.

This neither releases employee 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.

4. Definitions

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

- a. "Employee(s)" means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- b. "Company" means H.G. Infra Engineering Limited.
- c. "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.
- d. "Director" means every Director of the Company, past or present.
- e. "Fraud" in relation to affairs of a company or anybody corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or injure the interest of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.
- f. "Investigator(s)" mean those persons authorized, appointed, consulted or approached by the Vigilance officer and including the auditors of the Company and the police.
- g. "Policy" means the Vigil Mechanism.
- h. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- i. "Protected Disclosure Form" is form by which a submission is made to the Company regarding this Policy and is available at the Company's website.
- j. "Subject" means a person or group of persons against or in relation to whom a protected Disclosure has been made or evidence gathered during the course of an investigation.
- k. "Whistle blower" means an Employee or director making a Protected Disclosure under the Policy.
- l. "Wrongful Gain" means the loss by unlawful means of property to which the person gaining is not legally entitled.
- m. "Wrongful Loss" means the loss by unlawful means of property to which the person losing is legally entitled.

5. Scope

- a. The Whistle blower's role is that of reporting party with reliable information. They are not required or expected to act as investigators or finder of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- b. 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 Vigilance Officer or the Investigators and to create awareness amongst employees to report instances of leak of unpublished price sensitive information

- c. Protected Disclosure will be appropriately dealt with by the Vigilance Officer.
- d. This Policy covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:
 - e.
 - i Breach of the Company's Code of Conduct
 - ii Breach of Business Integrity and Ethics
 - iii Breach of terms and conditions of employment and rules thereof
 - iv Intentional Financial irregularities, including fraud, or suspected fraud
 - v Deliberate violation of laws/ regulations
 - vi Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment
 - vii any instances related to Insider trading as well, to enable employees to report instances of leak of UPSI or suspected leak of UPSI and appropriate actions to be taken for this.

6. Eligibility

All Employees and Directors of the Company are eligible to make protected Disclosures under the Policy in relation to matters concerning the Company.

7. Procedure

- a. All Protected Disclosures should be addressed to the Vigilance Officer of the Company for Investigation.
- b. The Contact details of the Vigilance Officer are as under:

Name-Mrs. Ankita Mehra
Designation- Company Secretary & Compliance officer
Contact No-0141-4106040-41
Email- ankita.mehra@hginfra.com
Address- IIIrd Floor sheel Mohar Plaza, Tilak Marg,C-Scheme, Jaipur-Rajasthan-302001
- c. If a protected disclosure is received by any executive of the Company other than Vigilance Officer, the same should be forwarded to the Company's Vigilance Officer for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle blower.
- d. Protected Disclosures Should preferably be reported in writing so as to ensure a clear understanding of issue raised and should either be printed, typed or written in a legible handwriting in English, Hindi or in the regional languages of the place of employment of the Whistle blower.
- e. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle blower. The Vigilance Officer shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- f. Protected Disclosures should be factual and not speculative or the 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.
- g. The Whistle blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistle blowers.

8. Investigation

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Vigilance Officer or the Investigators so appointed who will investigate/ oversee the investigations under the authorization of the Vigilance officer. If Vigilance Officer has a Conflict of interest in any given case, then he should rescues himself and the other Director of the Company should deal with the matter on hand.
- b. The Vigilance Officer may at his sole discretion, consider involving any Investigators for the purpose of investigation
- c. The decision to conduct an investigation taken by the Vigilance Officer is by itself 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.
- d. The Identity of a subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subject will normally be informed of the allegation at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subject shall have a duty to co-operate with the Vigilance Officer or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protection available under the applicable laws.
- g. Subjects have a right to consult with a person of their choice, other than the Vigilance Officer and /or Investigators and /or the Whistle blower. Subject shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. Subject has 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 Subject.
- i. Unless there are compelling reasons not to do so, Subject will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrong doing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subject has 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 result would be in the best interest of the Subject and the Company.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

9. Protection

- a. 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/her 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 proceeding, the Company will arrange for the Whistle blower to receive advice the procedure, etc.

- b. A Whistle blower may report any violation of the above clause to the Vigilance officer, who shall investigate into the same and recommend suitable action to the management.
- c. The Identity of the Whistle blower shall be kept confidential to the extent possible and permitted under law. Whistle blower are cautioned that their identity may become known for reasons outside the control of the Vigilance Officer (e.g. during investigations carried out by investigators).
- d. Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistle blower.

10. Confidentiality

The Whistle blower, 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 and keep the papers in safe custody.

11. Investigators

Investigators shall derive their authority and access right from the Vigilance Officer when acting within the course and scope of their investigation.

12. Decision

- a. If an investigation leads the Vigilance Officer to conclude that an improper or unethical act has been committed, the Vigilance Officer shall recommend to the management of the Company to take such disciplinary or corrective action as it deems fit.
- b. 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.

13. 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 minimum period of 7(seven) years.

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

Effective Date: **01.04.2019**

Date of the approval by the Board: **01.02.2019**

Version: 03

Sd/-
Chairman's Signature