



H.G. INFRA ENGINEERING LIMITED

VIGIL MECHANISM/ WHISTLE-BLOWER POLICY

1. Introduction

This “Vigil Mechanism/Whistle-Blower Policy” (the “Policy”) has been framed and adopted by of H.G. Infra Engineering Limited (the “Company” or “HGIEL”) in terms of the Section 177(9) of the Companies Act, 2013 (the “Act”) and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 (the “Rules”) read with Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Regulation 9A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “Insider Trading Regulations”), as amended from time to time.

H.G. Infra Engineering Limited is committed to conducting business with integrity, in accordance with all applicable laws, rules and regulations. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting 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 and stakeholders in pointing out such violations of these standards cannot be undermined.

Section 177 (9) of the Act read with Rule 7 of the Rules mandates every listed company and other prescribed classes of companies to establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances.

Regulation 9A of Insider Trading Regulations and Regulation 22 of Listing Regulations provides a mandatory requirement for all listed companies to formulate a vigil mechanism for directors and employees to report genuine concerns.

Further, Regulation 4(2)(d)(iv) of the Listing Regulations, inter alia, provides for the listed entity to devise an effective Whistleblower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

Accordingly, this Vigil Mechanism/ Whistle-blower Policy has been formulated with a view to provide a mechanism for directors, employees as well as other stakeholders of the Company to approach the Vigilance Committee/ Chairman of the Audit Committee of the Company.

2. Objectives

Vigil Mechanism aims to provide a channel to the directors, employees and stakeholders to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the standards, code of conduct or policies adopted by the Company from time to time or any illegal or unethical practices.

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 vigil mechanism provides for adequate safeguards against victimization of director(s) or employee(s) or stakeholder(s) who avail the mechanism and also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

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.

3. Definitions

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

- a. **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and Regulation 18 of the Listing Regulations.
- b. **“Company”** means H.G. Infra Engineering Limited.
- c. **“Director”** means director on the Board of the Company.
- d. **“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 may be deemed to be fit considering the gravity of the matter.
- e. **“Employee”** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- f. **“Fraud”** in relation to affairs of the company, 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.
- g. **“Investigator(s)”** mean those persons authorized, appointed, consulted or approached by the Vigilance Committee/ Chairperson of the Audit Committee and includes the auditors of the Company and the police.
- h. **“Policy”** means this Vigil Mechanism Policy/Whistle-blower Policy.
- i. **“Protected Disclosure”** means the disclosure of a Reportable Matter in accordance with this Policy.
- j. **“Reportable Matter”** means a genuine concern concerning unethical behaviour and events which have taken place/ suspected to take place, involving:
 - i. breaches of the Company’s code of conduct or policies;
 - ii. breaches of business integrity, standards and ethics;
 - iii. breaches of terms and conditions of employment;
 - iv. intentional financial irregularities including actual or suspected fraud;
 - v. fraudulent practices, such as improperly tampering with books and records, or theft of company property;
 - vi. corruption, including bribery and money laundering;
 - vii. antitrust or insider trading violations including instances of leak of unpublished price sensitive information in terms of Insider Trading Regulations or inappropriate sharing of company sensitive information;
 - viii. unfair trade practices & anti-competitive behaviour;
 - ix. deliberate violation of applicable laws and regulations;
 - x. willful negligence causing substantial and specific danger to health, safety and environment or non-adherence to safety guidelines.

All matters not covered under this mechanism can be reported directly to your one over manager or your Human Resources contact.

Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purpose of this Policy.

- k. **“Stakeholders”** means and includes vendors, suppliers, lenders, customers, business associates, trainee and others with whom the Company has any financial or commercial dealings.
- l. **“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.
- m. **“Vigilance Committee”** means the committee designated by the Audit Committee to process and investigate Protected Disclosures.
- n. **“Vigilance Officer”** means Compliance Officer of the Company as authorised/designated by the Audit Committee to handle complaints and resolution process of Protected Disclosures under the authorization of the Vigilance Committee.
- o. **“Whistle-blower”** means an employee or a director or any stakeholder making a Protected Disclosure under this Policy.
- p. **“Wrongful Gain”** means the gain by unlawful means of property to which the person gaining is not legally entitled.
- q. **“Wrongful Loss”** means the loss by unlawful means of property to which the person losing is legally entitled.

4. Scope

- a. The Whistle-blower’s role is that of reporting party with reliable information of a genuine concern. 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 any given case.
- b. Whistle-blowers should neither 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 so appointed, under the authorization of the Vigilance Committee.
- c. Protected Disclosure will be appropriately dealt with by the Vigilance Committee.

5. Eligibility

All Employees, Directors and Stakeholders of the Company are eligible to make Protected Disclosures under this Policy. The Protected Disclosures may be in relation to matters concerning the Company or its unlisted Subsidiaries or any other Group Company.

6. Procedure

- a. The Company has constituted a Vigilance Committee to process and investigate Protected Disclosures. The Vigilance Committee operates under the supervision of the Audit Committee.

The Vigilance Committee comprises of the following designated members:

Name	Designation
Company Secretary & Compliance Officer	Vigilance Officer
Group Compliance Officer	Member
Chief of HR Function	Member
Executive Assistant to the Managing Director	Member

If whistle-blower has become aware of any Concern, he/she must immediately report through e-mail, telephone, or a letter sent by mail or courier, the facts to Vigilance Committee clearly indicating that this reporting of the Concern is under this Policy.

The contact details of the Vigilance Committee are as under:

Addresses:

Registered Office: 14, Panchwati Colony, Ratanada, Jodhpur, Rajasthan – 342001

Corporate Office: III Floor, Sheel Mohar Plaza, A-1, Tilak Marg, C-Scheme, Jaipur, Rajasthan-302001

Email: whistleblower@hginfra.com

Tel.: +91-97722 04593

Fax: +91-141- 4106044

Directors may report their concerns or complaints to Audit Committee directly. In addition, under exceptional circumstances where a whistle-blower wants to make Protected Disclosure/ complaint directly to the Chairman of the Audit Committee, he or she may do so at the contact details provided below. For any complaints made to the Chairman of the Audit Committee directly, it is mandatory for the whistle-blower to disclose their identity and provide their contact information. The Chairman of the Audit Committee may choose to discuss the matter with the complainant prior to initiating any review or investigation.

The contact details of the Chairman of the Audit Committee are as under:

Mr. Ashok Kumar Thakur

Chairman - Audit Committee of Board

Addresses:

Registered Office: 14, Panchwati Colony, Ratanada, Jodhpur, Rajasthan - 342001

Corporate Office: III Floor, Sheel Mohar Plaza, A-1, Tilak Marg, C-Scheme, Jaipur, Rajasthan-302001

Email: chairperson.audit@hginfra.com

- b. If a Protected disclosure is received by any executive/employee of the Company other than the Vigilance Committee/ Chairperson of the Audit Committee, the same should be forwarded to the Vigilance Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle-blower(s) confidential.
- c. 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.
- d. 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.
- e. To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy.
- f. All Protected Disclosures are taken seriously and will be promptly scrutinized and investigated by the Company in accordance with this Policy.
- g. Taking the concern forward:
 - i. The Vigilance Officer should arrange a meeting with the Whistle-blower as soon as possible.

The aim of this meeting is to gather more information about the issue to decide whether the concern falls under this Policy. In some cases, Vigilance Officer may be able to tell from the initial correspondence that the concern does not fall under this Policy. If this is the case, there is no need to arrange a meeting.
 - ii. Ideally, this meeting should be held within two working days of the concern being raised, however, different operational circumstances such as prolonged public holidays, shift-working and part-time working, must be taken into account.
- h. If a Whistle-blower does provide his or her name when making a Protected Disclosure, the Company will treat as confidential the identity of the Whistle-blower and the fact that a Protected Disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.
- i. Whistle-blowers should keep a brief written record of any concern raised and the action taken by them regardless of whether the concern is accepted under the Whistle-blower Policy.
- j. If any of the members of the Vigilance Committee or the Audit Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Committee would deal with the matter on hand.

7. Investigation

- a. All Protected Disclosures reported under this Policy will be investigated by the Vigilance Committee or the Investigators so appointed who will investigate/ oversee the investigations under the authorization of the Vigilance Committee.
- b. The Vigilance Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Vigilance Committee 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. Subjects 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. Subjects shall have a duty to co-operate with the Vigilance Committee 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 shall have a right to consult with a person of their choice, other than the members of Vigilance Committee and /or Investigators and /or the Whistle-blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. 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.
- i. 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 wrong doing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. 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 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.

8. 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 Committee, 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 Committee (e.g. during investigations carried out by investigators).
- d. Any other Employee or Director or Stakeholder assisting in the said investigation shall also be protected to the same extent as the Whistle-blower.

9. Confidentiality

The Whistle-blower, Vigilance 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 and keep the papers/information in safe custody.

10. Investigators

Investigators shall derive their authority and access right from the Vigilance Committee/ Chairperson of the Audit Committee when acting within the course and scope of their investigation.

11. Decision

- a. If an investigation leads the Vigilance Committee to conclude that an improper or unethical act has been committed, the Vigilance Committee 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.

12. Reporting

The Vigilance Committee shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to it since the last report together with the results of investigations, if any.

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 seven years.

14. Disclosure

This Policy will be displayed on the Company's website www.hginfra.com

15. Review and amendments in the Policy

The Board reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

In case there are any inconsistency between any of the provisions of this Policy and applicable law, the applicable law shall prevail and any subsequent amendment/modification in applicable laws in this regard shall automatically apply to this Policy and this Policy shall be deemed to have been amended accordingly.

Effective Date: 09/11/2022

Date of the approval by the Board of Directors: 09/11/2022

Version: 05

Sd/-

Harendra Singh
Chairman and Managing Director
DIN-00402458