



Dhariwal Buildtech Limited

Whistle blower Policy Vigil Mechanism Policy

1. PREAMBLE

Section 177(9) of the Companies Act, 2013 read with Rules framed there under, inter-alia, provides the requirement for a certain class of companies to establish a vigil mechanism for employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the law. The following companies shall establish a vigil mechanism for directors and employees to report genuine concerns:

- i) Every listed Company;
- ii) Companies which accept deposits from the public; and
- iii) Companies which have borrowed money from banks and public financial institutions in excess of Rs. 50 Cr. (Rupees Fifty Crores)

In line with the commitment and legal requirement, the Company has established Vigil/ Whistle Blower Mechanism and formulated policy for the same.

2. POLICY OBJECTIVE

This Vigil Mechanism/Whistle Blower Policy (“the policy”) has been formulated with a view to provide a mechanism for employees of the Company to raise concerns of suspected frauds, any violations of legal/regulatory requirements or code of conduct/policy of the Company, incorrect or misrepresentation of any financial statements and reports, etc. The purpose of this Policy is to encourage company employees and directors who have concerns about suspected misconduct to come forward and express these concerns without fear or punishment or unfair treatment. The policy aims to provide an avenue for employees and directors to raise concerns and reassure them that they will be protected from reprisals or victimization for whistle-blowing in good faith.

3. SCOPE

The employees and directors of the Company are eligible to make protected disclosures under the Policy. An employee/director can avail of the channel provided by this Policy for raising an issue covered under this Policy.

The Policy covers malpractices and events which have taken place/suspected to take place including but not limited to the following–

- Abuse of authority
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of Company’s data/records/accounts/reports

- Financial irregularities, including fraud or suspected fraud or Deficiencies in internal Control and check or deliberate error in preparations of financial Statements or Misrepresentation of financial reports
- Any unlawful act whether Criminal/Civil
- Pilferage of confidential/propriety information
- Deliberate violation of law/regulation
- Misappropriation of funds/assets
- Deliberate violation of Rules /Policy
- Any matter or activity on account of which the interest of the Company is affected

However, this policy neither releases employees/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 against people in authority and/ or colleagues in general. Further, it should not use as a route for taking up a grievance about a personal situation.

4. DEFINITIONS

- 4.1 **“Alleged wrongful conduct”** shall mean violation of 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”.
- 4.2 **“Audit Committee”** means a committee constituted by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013.
- 4.3 **“Board”** means the Board of Directors of the Company.
- 4.4 **“Company”** means the Dhariwal Buildtech Limited
- 4.5 **“Employees”** means the present employees of the Company.
- 4.6 **“Protected Disclosure”** means a concern raised by director, employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity with respect to the Company.
- 4.7 **“Subject”** means a person or group of persons against or in relation to whom a protected Disclosure is made or evidence gathered during the course of an investigation.
- 4.8 **“Vigilance and Ethics Officer”** means an officer appointed to receive protected Disclosures from Whistle Blower, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle blower the result thereof. The

Chairman and/or Company Secretary of the Company shall act as Vigilance and Ethics Officer of the Company.

4.9 **“Whistle Blower”** is an employee/director or group of employees/directors who make a protected disclosure under this policy and also referred to in this policy as a complainant.

5. ELIGIBILITY

All Employees and directors of the company are eligible to make protected Disclosures under the policy in relation to matters concerning the company.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

6.1 All protected Disclosures should be reported in writing and in duplicate by the whistle blower as soon as possible after the Whistle blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English/Hindi.

6.2 The protected disclosure should be submitted in a closed and secure envelope and should be superscribed as **“Protected disclosure under the Whistle Blower policy”**.

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

6.4 Anonymous / Pseudonymous disclosure shall not be entertained by the Officer/ Chairman of Audit Committee.

6.5 The Protected Disclosure should be forwarded under a covering letter signed by the complainant i.e. the protected disclosure and its covering letter should be separate to ensure that the identity of the complainant remains secure and confidential. The Officer / Chairman of the Audit Committee as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

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

6.7 All Protected Disclosures should be addressed to the Chairman of the Audit Committee as stated below-

a) Any protected Disclosure against any employee of the Company shall be addressed to the Chairman of the Audit Committee of the Company.

- b) Any protected Disclosure against any director of the Company (except the Chairman of the Audit Committee) should be addressed to the Chairman of the Audit committee.
- c) Any Protected Disclosure against the Chairman of the Audit Committee should be addressed to the senior most person of the Company.
- d) On receipt of the protected Disclosure, the Chairman of the Audit Committee, as the case may be, shall make a record of the protected disclosure and also ascertain from the Whistle Blower whether he was the person who made the Protected Disclosure or not. The record will include:
 - Brief facts;
 - Whether the same protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - Details of actions taken by the Vigilance and Ethics Officer/Chairman of the Audit Committee for processing the said complaint.
 - Findings of the Audit Committee on the said complaint
 - There are commendations of the Audit Committee/other action(s) on said complaint.
- e) The Audit Committee, if deems fit, may call for further information or particulars from the Whistle Blower.

6.8 The A Whistleblower can directly report her/his concern(s) to the Chairman of the Audit Committee in exceptional or appropriate cases.

7. INVESTIGATION

- 7.1 All Protected Disclosures under this policy will be recorded and thoroughly investigated by the Chairman of the audit committee/ Authorised officer of the company who will investigate/oversee the investigations and may at its discretion consider involving any other Office(s)/Employee(s) of the Company and/or an outside agency for the purpose of investigation.
- 7.2 The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.
- 7.3 Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 7.4 Subject(s) shall have a duty to co-operate with the Audit Committee or any of the officer(s)/Employee(s) or an outside agency appointed by them in this regard.

- 7.5 Subject(s) have a right to consult with a person or persons of their choice, other than the members of the Audit Committee.
- 7.6 Subject(s) have right to be heard and the Chairman of the audit committee must give adequate time and opportunity for the subject to communicate his/her says in the matter.
- 7.7 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 7.8 Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrongdoing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.9 Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject(s) should be consulted as to whether public disclosure of the investigation results would be in the best interest of the subject(s) and the company.
- 7.10 The chairman or appointed officer shall complete the investigation normally within 90 days of the receipt of the protected Disclosure and is extendable by such period as the Audit Committee deems fit.

8. INVESTIGATORS

- 8.1 Investigators are required to conduct a process towards fact-finding and analysis, Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.
- 8.2 Technical and other resources may be drawn upon as necessary to augment the investigation. All investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity thoroughness, ethical behavior, and observance of legal and professional standards.

9. DECISION

If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Audit Committee may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject(s) as a result of the findings of an investigation pursuant to this Policy, shall adhere to the applicable disciplinary procedures.

10. REPORTING

The officer appointed/authorized by the audit committee in this regard shall submit a report to the Audit Committee about all protected disclosures referred to him together with the results of investigations, if any.

11. SECRECY/CONFIDENTIALITY

The Whistleblower, members of the Audit Committee, the subject(s) 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 on a need-to-know basis.
- Not keep the papers unattended anywhere at any time.
- Keep the electronic mails/files under password.

12. PROTECTION

12.1 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 blower. 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.

12.2 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.

12.3 The identity of the Whistle blower shall be kept confidential to the extent possible and permitted under law. The identity of the Whistle blower 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 Whistle Blower being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure.

- 12.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

Provided however that the Whistle blower 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 by the Audit Committee shall be viewed seriously and the Whistle Blower 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.

- 12.5 A Whistle Blower may report any violations of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

13. ACCESS TO THE CHAIRMAN OF THE AUDIT COMMITTEE

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

14. COMMUNICATION

The Whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through email and the website of the company.

15. 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 period as specified by law in force.

16. AMENDMENT

The board with the concurrence of the Audit Committee reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.