

Vigil Mechanism/Whistle Blower Policy
NKG Infrastructure Limited

PREFACE

Section 177 of the Companies Act, 2013 mandates the Company to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Company has formulated the present policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company

VIGIL COMMITTEE

The Audit Committee of the Company shall together constitute the Vigil Committee which shall be responsible for monitoring and overseeing the functioning of the Vigil mechanism so constituted hereunder.

The Company shall disclose the details of the Vigil Committee on its website and in the report of the Board of Directors

In the event any member of the Committee has a conflict of interest in a given case, such a member shall immediately rescue himself from participating and deciding on such matter. The other members of the Committee shall deal with such matter on hand.

POLICY OBJECTIVES

1. The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
2. The Company is committed to adhere 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.
3. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the 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 Chairman/ Managing Director/ Chairman of the Audit Committee in exceptional cases.
4. 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 about a personal situation.

DEFINITIONS

“Protected Disclosure” means a concern raised by an 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 under the title **“SCOPE OF THE POLICY”** with respect to the

Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

“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.

“Vigilance and Ethics Officer” means an officer appointed to receive protected disclosures from whistle blowers, 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 or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

SCOPE

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of employee Code of Conduct or Rules

ELIGIBILITY

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

PROCEDURE

All Protected Disclosures should be reported in writing by the complainant as soon as possible , not later than 30 days after the Whistle Blower becomes aware of the same either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted under a covering letter signed by complainant in a closed and secured envelope and should be super scribed as **“Protected disclosure under the Whistle Blower policy”** or sent through email with the subject **“Protected disclosure under the Whistle Blower**

policy”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as a normal disclosure.

All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases. The contact details of the Vigilance and Ethics Officer is as under:-

Name and Address- Mr. Rakesh Kumar, Executive Director

NKG Infrastructure Limited
A-43, Allahabad Bank Apartment,
Mayur Kunj, Delhi-110096,
Phone: 0120-204537456
Email- rk@nkginfra.com

Protected Disclosure against the Vigilance Officer should be addressed to the Chairman of the Company. The contact details of the Chairman of the Audit Committee are as under:

Name and Address- Mr. Naresh Kumar Garg,

NKG Infrastructure Limited,
KG-111, Kavi Nagar
Ghaziabad (UP) -201002
Phone: 0120-204537456

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 neither to write their name/ address on the envelope nor enter into any further correspondence with the Vigilance Officer.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

On receipt of the protected disclosure the Vigilance 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.

INVESTIGATION

The Whistle Officer shall on receipt of such report proceed to call a meeting of the Vigil committee as soon as may be practicable. The report so received shall be placed for the consideration and deliberation of the Vigil committee at the meeting so held in this regard. The Vigil Committee wherever necessary may refer the reported matter or any issue(s) arising there from to any competent forum, professional experts and / or legal counsels, whether internal or external, for requisite review, analysis investigation and consequent guidance / opinion/ advise, if any so as to take an effective, rational and unbiased redressal measure with regard to such reported matter and/ or issue(s) arising there from.

FRIVOLOUS COMPLAINTS

The Company supports the initiatives whereby, genuine and a bona fide concerns of the Whistle Blower can be addressed and proper/ corrective measures can be taken before the same escalates out of hand. However this mechanism should to be employed for making malicious and frivolous complaints which shall be dealt strictly by the Vigil Committee.

RIGHTS OF A WHISTLE BLOWER/ ACCUSED

a) the Whistle Blower/ accused shall have a right to be heard and adequate time and opportunity shall be given for the subject to communicate his/ her say on the matter

b) the Whistle Blower/ Accused shall have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the Completion of the Inquiry/ investigation process by the Vigil Committee

DECISION AND REPORTING

The Vigil Committee on completion of its investigation shall have the right to take such action as it may deem just and proper. Such decision shall be final and binding on all concerned parties including the Company. The Vigil Committee shall also submit a report of the investigation carried out and the results of the same to the Board of Directors as its next meeting.

It shall be the duty of the Vigil Committee to always act in good faith and be prudent and reasonable in their approach. There should not be any 'prejudice' in their reporting and decision making.

NON-RETALIATION

No Whistle Blower who, in good faith, makes a disclosure or lodges complaints in accordance with this policy shall suffer reprisal, discrimination or adverse employment consequences. The Company as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against the Whistle Blower

Any other official of the Company assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

SECRECY/CONFIDENTIALITY

The identity of the Whistle Blower shall be revealed only amongst the member of the Vigil Committee/ Chairman of the Company or any other person/ outside agency authorised to investigate the matter as the case may be. 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 officer or authority.

The Whistle Blower, the Accused, the Whistle Officer and everyone involved in the process shall:

1. maintain complete confidentiality/ secrecy of the matter
2. not discuss the matter in any informal/ social gathering/ meetings

3. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
4. not keep the papers unattended anywhere at any time
5. keep the electronic mails/ files under password

if anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as in considered fit

ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access 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.

ADMINISTRATION AND REVIEW OF THE POLICY

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

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.
