

Vigil Mechanism Policy of KW Homes Private Limited

Ms. Mayuri Sinha, Independent Director is nominated and entrusted upon the responsibilities to oversee the vigil mechanism and perform the role of the audit committee for the purpose of Vigil Mechanism in compliance of section 177(9) and (9) (b) to whom other directors and employees may report their concern as per the Vigil (Whistle Blower) Mechanism. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud, or violation of the Codes of Conduct or policies.

1. PREFACE:

Section 177 of the Companies Act, 2013 requires to establish a Vigil Mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern of the Company. Such a Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism.

Here, our Company proposes to establish a Vigil Mechanism and to formulate a policy for the same.

2. POLICY OBJECTIVES:

- I. 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. A Vigil 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 codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism.
- II. 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 allegation against people in authority and / or colleagues in general.

3. SCOPE OF THE POLICY:

The Policy covers malpractices and events which have taken place / suspected to have taken place misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulation, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected.

4. DEFINITIONS:

- I. **"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 safety or abuse of authority.
- II. **"Board"** means the Board of Directors of the Company.
- III. **"Company"** means KW Homes Private Limited and all its offices.
- IV. **"Code"** means Code of Conduct for Directors and Senior Management Executives.
- V. **"Employee"** means all the present employees and Directors of the Company.

- VI. **“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.
- VII. **“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.
- VIII. **“Vigilance and Ethics Officer”** means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Committee for its disposal and informing the Whistle Blower the result thereof. Ms. Mayuri Sinha is a Vigilance and Ethics Officer of the Company.
- IX. **“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.

5. ELIGIBILITY:

All Employees 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:

- I. All Protected Disclosures should be reported in writing by the complainant 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 be in the prescribed format.
- II. The Protected Disclosure should be submitted in a closed and secured envelop and should be super scribed as “Protected Disclosure under the Vigil Mechanism Policy”. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Committee to protect the complainant and the protected disclosure will be dealt with as a normal disclosure. In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainant and they are advised neither to write their name / address on the envelope. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.
- III. All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company.
- IV. On receipt of the protected disclosure the Vigilance and Ethics Officer of the Committee, as the case may be, 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 initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Committee of the Company 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
 - c) so, the outcome thereof;
 - d) Whether the same Protected Disclosure was raised previously on the same subject;
 - e) Details of actions taken by Vigilance and Ethics Officer for processing the complaint

7. INVESTIGATION:

- I. All Protected Disclosures under this Policy will be recorded and thoroughly investigated.

- II. The Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.
- III. 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.
- IV. Subject(s) shall have a duty to co-operate with the Committee or any of the Officers appointed by it in this regard.
- V. Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Committee.
- VI. 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).
- VII. 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 wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- VIII. Subject(s) have a right to be informed of the outcome of the investigations. 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.
- IX. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Committee deems fit.

8. DECISION AND REPORTING:

- I. If an investigation leads the Vigilance and Ethics Officer to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem 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.
- II. The Vigilance and Ethics Officer shall submit a report to the management of the Company on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

9. 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. A Whistle Blower may report any violation of the above clause to the Vigilance and Ethics Officer of the Committee, who shall investigate into the same and recommend suitable action to the management.

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 Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure.

10. 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 period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

11. ADMINISTRATION AND REVIEW OF THE POLICY:

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

12. 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.

FORM FOR VIGIL MECHANISM

Date:

Name of the Employee/Director:

E-mail id of the Employee/Director:

Communication Address;

Contact No.

Subject matter which is reported:

(Name of the Person/ event focused at):

Brief about the Concern:
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Evidence (enclosed, if any):
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Signature:

Note: *The Whistle Blowing shall be submitted at least within 30 days of the Occurrence of the Concern/event (or) before Occurrence.*