

## **VIGIL MECHANISM /WHISTLE BLOWER POLICY**

### **POLICY STATEMENT**

This Policy has been established to ensure that all cases of suspected wrongdoing are reported and managed in a timely and appropriate manner.

The purpose of Vigil Mechanism / Whistle Blower Policy is to allow the employees and/or directors to raise concerns about unacceptable improper practices and/or any unethical practices being followed in the organization without necessarily informing their superiors.

This Policy is intended to check that whenever any unacceptable/improper practice and/or any unethical practice is reported by an employee and/or director proper action is taken to check such practice/wrongdoing and the employee and/or director is protected against any adverse action and/or any discrimination for such reporting.

All the employees and/or directors shall be protected from any adverse action for reporting any unacceptable/ improper practice and/or any unethical practice or frauds or violation of any law, rule or regulation so long as the employee and/or director :-

The objective of this policy is to build and strengthen a culture of transparency and trust in the organization and to provide employees – officers and workmen with a framework / procedure for responsible and secure reporting of improper activities (whistle blowing) and to protect employees wishing to raise a concern about improper activity / serious irregularities within the Corporation.

The Vigil Mechanism / Whistle Blowing Policy supplements the Code of Business Principles and the policies under the Code. This Policy is issued pursuant to Section 177 of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 and clause 49 of the Listing Agreement.

### **AIM AND SCOPE OF THE POLICY**

This policy aims to:

- Provide avenues for Employees and Directors to raise concerns and receive feedback on any action taken;
- Provide avenue for Employees and Directors to report breach of Company's policies
- Reassure Employees and Directors that they will be protected from reprisals or victimization for Whistle Blowing in good faith.

### **APPROVAL AND ADOPTION**

This policy, which has been approved by the Audit Committee and is issued by the Board of Directors of Matra Realty Limited, is a statement that improper, unethical or inappropriate behavior within the organization is unacceptable and this statement is endorsed and supported at the highest level.

This policy does not form part of your contract of employment.

## **RISING A CONCERN**

This policy is designed to deal with concerns raised in relation to specific issues which are in the public interest and detailed below. Only genuine concerns should be reported.

Whistle blowing means a disclosure of information made by an employee or contractor, an external person or body where they reasonably believe that one or more of the following matters is happening now, took place in the past or is likely to happen in the future. This is a non – exhaustive list of examples:

- a criminal offence;
- fraud;
- a failure to comply with a legal obligation (e.g. breach of a contractual or other common law obligation, statutory duty or requirement or administrative requirement, including suspected fraud, malpractice or breach of the Informal Code of Ethics);
- a miscarriage of justice;
- a danger to the health and safety of any individual;
- damage to the environment;
- a deliberate concealment of information tending to show any of the above; and
- Bribery or corruption

## **CODE OF CONDUCT**

1. Where an Employee of the Company suspects there is a Wrongdoing or has been asked to participate in a Wrongdoing, the employee has a paramount duty to report the concern immediately
2. If an employee, who has a concern that the Code of Conduct is not being properly complied with, should report it, in the first instances, to his immediate superior. In case the concern involves the superior or the employee believes that his/her report has not been acted upon, he / she should report the matter to the Chairman of the Company or the Chairman of the Audit Committee
3. All reports under this Policy will be promptly and thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.
4. All employees of Sancia Global Infraprojects Limited have a duty to cooperate in the investigation of reports of Questionable Accounting / Audit Matters or the reporting of fraudulent financial information or of Grave Misconduct or of discrimination, retaliation or harassment resulting from the reporting or investigation of such matters
5. An employee shall be subject to disciplinary action, including the termination of their employment, if the employee fails to cooperate in an investigation, or deliberately provides false information during an investigation. If, at the conclusion of its investigation, the Company determines that a violation of policy has occurred, the Company will take effective remedial action commensurate with the severity of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of policy

6. All documents related to the reporting, investigation and enforcement of this policy, as a result of a report of questionable accounting, internal accounting controls, or auditing matters, or the reporting of fraudulent financial information or matter pertaining to Misconduct, or of the discrimination, retaliation or harassment of an employee who made such a report, shall be kept in accordance with the retention policy under applicable law
7. The results of an investigation shall be communicated to the Employee of the Company if considered appropriate by the Chairman of the Company or the Chairman of the Audit Committee, provided the employee concerned has agreed to maintain confidentiality

## **INVESTIGATION**

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit Committee / Management Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee.
- b. The Chairman of the Audit Committee / Management Committee may at his discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Chairman of the Audit Committee / Management 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 and the Whistle Blower 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 allegations 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 Chairman of the Audit Committee / Management Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws. .
- g. Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit Committee and/or the members of Management Committee 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. However, if the allegations against the subject are not sustainable, then the Company may see reason to reimburse such costs.
- 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

wrongdoing 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 results would be in the best interest of the Subject and the Company.

### **REPORTING IN GOOD FAITH**

If you make an allegation in good faith, but it is not confirmed by investigation, no action will be taken against you. However, if you make allegations that are malicious or simply to cause anger, irritation or distress, disciplinary action may be taken against you.

### **REPORTING**

The concerns raised under Whistle Blowing shall be reported periodically to Management Committee and Audit Committee of the Company.

### **AMENDMENTS**

The Board of Directors of the Company may modify this Policy. Modification may be necessary, among other reasons, to maintain compliance with local, state and central regulations and / or to accommodate organizational changes within the Company.

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