

VEER GLOBAL INFRACONSTRUCTION LIMITED

**VIGIL MECHANISM /
WHISTLE-BLOWER POLICY**

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1. Introduction

Section 177 of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement mandates every listed Company and such other class or classes of companies, as may be prescribed, to constitute a Vigil Mechanism for Directors and employees to report genuine concerns in such manner as may be prescribed. The “Nomination and Remuneration Committee” and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read in compliance of the above requirements, Veer Global Infraconstruction Limited has established a Vigil Mechanism and formulated a policy in order to provide a framework for responsible and secure vigil mechanism.

2. Objective / Scope

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviors, misconduct or unlawful act, factual or suspected fraud or violation of the code of conduct or the ethics policy. Such a “Whistle Blower Policy/Vigil Mechanism Policy” shall provide a mechanism for an individual to report violations without fear of victimization. It aims to provide an adequate safeguard against the above aforesaid acts or violations. Such a mechanism will also make provision for direct access to the Chairman of the Audit Committee/ Vigilance Officer of the Company. The Company is committed to adhering to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its Directors and employees who have genuine concerns about suspected misconduct to come forward and express these concerns without having fear of punishment or unfair treatment. This neither releases Directors and employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising grievousness about a personal situation.

3. Reporting Mechanism

It is applicable to all Employees and Directors of Veer Global Infraconstruction Limited.

4. Definitions

- Company means Veer Global Infraconstruction Limited.
- Policy means “Whistle Blower Policy/Vigil Mechanism Policy” as amended from time to time.

- Employee means every employee of the Company, whether it is permanent, contractual or any other category (working in India or abroad), including the Directors of the Company.
- Director means every Director of the Company, past or present.
- Audit Committee means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.
- Protected Disclosure means any communication made in good faith that discloses information that may evidence unethical or improper activity with respect to the Company. or
- Whistleblower means an Employee or Director making a Protected Disclosure under this Policy.

5. Interpretation

The terms that have not been defined in this policy shall have the same meaning as assigned to them under any code or policy of the Company or any other rules/laws/acts/regulations as amended from time to time.

6. Communication

Vigil Mechanism policy in order to be effective should be properly communicated to the Employees/Directors through email/circular/notice board, etc. The policy should also be published on the website of the Company.

7. Access to Chairman of the Audit Committee

The Whistle Blower shall have the right to access directly or indirectly the Chairman of the Audit Committee or the Vigilance Officer of the Company.

8. 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, and it should either be typed or written in legible handwriting in English, Hindi or any other regional language of the Whistle Blower.

All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee. The contact details of the Vigilance Officer and the Chairman of the Audit Committee are as under:

Vigilance Officer

Company Secretary
Veer Global Infraconstruction Limited
A-01 Shalibhadra Classic, 100 feet Link Road,
Near Union Bank of India, Nalasopara, East-401209
Maharashtra Thane MH 401209 IN
Tel: 9594333331

Chairman of the Audit Committee

Sh. Subodh Jain
Veer Global Infraconstruction Limited
A-01 Shalibhadra Classic, 100 feet Link Road,
Near Union Bank of India, Nalasopara, East-401209
Maharashtra Thane MH 401209 IN
Tel: 9594333331

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be marked as "Protected disclosure under the Vigil Mechanism policy" or it can be sent through email with the subject "Protected disclosure under the Vigil Mechanism policy".

If the complaint is not marked and closed as mentioned above, the protected disclosure will be dealt with as if it is a normal disclosure. Also, any anonymous complaints will not be entertained.

In order to protect the identity of the complainant, the Vigilance Officer/Chairman of the Audit Committee will not issue any acknowledgement to the complainant.

9. Investigation

All Protected Disclosures reported under this Policy will be thoroughly investigated by the Vigilance Officer / Chairman of the Audit Committee of the Company, who will investigate/oversee the investigations before referring the same to the Audit Committee. The Audit Committee, if it deems fit, may call for further information or particulars from the complainant and, at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.

The identity of the person shall be kept confidential to the extent possible, given the legitimate needs of law and the investigation. The investigation & analysis of the case and action that is to be taken may not be communicated to the complainant. The investigation shall be completed normally within 2 months of the receipt of the protected disclosure and may be extendable by such period as the Audit Committee deems fit.

10. Disciplinary Action Against Guilty

The penal/disciplinary actions which can be taken against the guilty are as follows: • Counselling; • Oral or Written warning; • Suspension from work; • Withholding of promotions/increments; • Termination from employment; • Legal Suit; • Any other action as per the policy of the Company or • Any other action as may be decided by the Vigilance Officer or the Chairman of the Audit Committee.

11. Disqualification for False Allegation

While it is ensured that directors/employees who raise genuine concerns are accorded complete protection against any kind of unfair treatment, any abuse of this protection will warrant disciplinary action. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by directors/employees knowing it to be false or bogus or with a mala fide intention. Whistleblowers who have made three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. Further, this policy may not be used as a defence by an employee against whom an adverse personal action has been taken for any legitimate reasons or cause under Company rules and policies.

12. Protection and Confidentiality

No unfair treatment, harassment or any adverse action shall be taken against a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. The company will also try to keep the identity of the Whistleblower confidential to the extent possible.

13. Decision

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Vigilance Officer of the Company/ Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Vigilance Officer / Chairman of the Audit Committee deems fit.

14. Reporting

The Vigilance Officer shall submit a report on a regular basis to the Audit Committee regarding the total number of disclosures received, nature of the complaint, outcome of the investigation, actions recommended by the Vigilance Officer / Audit Committee and implementation of the same.

15. Retention of Records

All protected Disclosures received in writing or any protected Disclosures documented along with the results of investigation relating thereto shall be retained and kept by the Vigilance Officer or any other person as may be decided by the Company.