

# **BDR BUILDCON LIMITED**

## **VIGIL MECHANISM POLICY**

## INTRODUCTION

As per the Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, every listed company, companies which accept deposits from the public and companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees are required to establish a vigil mechanism.

In compliance of the above requirements, the Company, BDR Buildcon Limited has established a vigil mechanism and formulated a Policy in order to provide a framework for responsible and secure vigil mechanism. The mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and provide the access to the chairperson of the Audit Committee in exceptional cases.

## PURPOSE

This Policy intends to curb the misuse or abuse of authority and wilful violation of law, the risk of fraud and misconduct and any other unethical, biased, imprudent act. The contributes to establish provide a healthy work culture to employees and to take disciplinary action against the culprit

## PROCEDURE

The information that may evidence an unethical or improper activity against the Company should be reported by the complainant in writing or typed format in English within a period of 30 days after he/she becomes aware of the same.

The information should be submitted under the signed letter by the complainant in a closed and secured envelope or sent through e-mail.

All the complaints should be addressed to the Compliance Officer of the Company or to the Chairperson of the Audit Committee. Anonymous disclosures shall not be entertained. On receipt of the complaint the Compliance Officer shall take all the measures to keep the identity of the complainant secret.

All the complaints will be recorded and resolved with maximum possible efforts and within a reasonable time frame. The Compliance Officer will investigate the matter either herself/himself or may delegate the task to any other employee of the Company. The Compliance Officer may call the complainant for further information. The Audit Committee at any time contribute to the mechanism of resolving the complaints and may seek assistance of any outside agency for the purpose of investigation.

If an investigation leads the Compliance Officer/Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Compliance Officer/Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as she/he may deem fit. It is clarified that any disciplinary or corrective action initiated against the defaulter as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel policy for staff conduct and disciplinary procedures.

## FALSE COMPLAINTS

While this policy is intended to protect genuine Complainants from any unfair treatment as a result of his/their grievance, misuse of this protection by making frivolous complaints with mala fide intention(s) is strictly prohibited. Personnel who make complaints with mala fide intention(s) and which are subsequently found to be false will be subject to strict disciplinary action.

## CONFIDENTIALITY

The Company will treat all such complaints in a sensitive manner and will keep the identity of an individual making an allegation confidential. However, the investigation process may inevitably reveal the source of the information and the complainant may need to provide a statement which cannot be kept confidential if legal proceedings arise. In order to protect the identity of the complainant, the Compliance 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 Compliance Officer.

## PROTECTION AGAINST VICTIMIZATION

No unfair treatment will be meted out to a complainant by virtue of his/her having reported a misconduct under this Policy in Good Faith. The Company will take reports of such retaliation/victimization seriously. Incidents of retaliation/victimization against any complainants reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment.

## MODIFICATION

The Board of Directors of the Company can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with regulations or accommodate organizational changes within the Company.