



A2Z INFRA ENGINEERING LTD.

VIGIL (WHISTLE
BLOWER) MECHANISM



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A2Z INFRA ENGINEERING LTD.

1. INTRODUCTION: -

Pursuant to Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and as per applicable provisions of Section 177 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 requires every Listed Company shall establish a Whistle Blower policy / Vigil Mechanism for the Directors and Officer (i.e. Senior Management Personnel) to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. The Company has adopted a Code of Conduct and Ethics for Directors and Officers ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees, policy on conduct of business relationships, equal opportunity & anti-harassment, dealing with people in the organization, health and safety, environment policies and free and fair competition / antitrust. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

This mechanism provides for adequate safeguards against victimization of directors/employee who avail of the mechanism and also provide for direct access to the Chairperson of the Audit committee in exceptional cases.

In compliance of the above requirements, **A2Z INFRA ENGINEERING LTD., ("the Company" or "A2Z INFRA")**, being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism in the Board meeting held on August 14, 2014 and further amended the policy in the Board Meeting held on February 13, 2019 and the amended policy is effective from April 01, 2019.

A Whistle Blower (Vigil) mechanism provides a channel to the directors/employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc.

2. POLICY OBJECTIVES

The Company is committed to adhere 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/employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.



The mechanism provides for adequate safeguards against victimization, provides a channel to report to the management concerns about unethical behavior, malpractices, wrongful conduct, fraud, violation of the Company's policies & Values, violation of law, to report instances of leakage of unpublished price sensitive information and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

3. DEFINITIONS

- a. **“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 Regulation 18 of SEBI (LODR) Regulations, 2015 and SEBI (LODR) (Amendment) Regulations, 2018.
- b. **“Board”** means the Board of Directors of the Company.
- c. **“Code of Conduct”** means Code of Conduct and Ethics applicable to the Directors and Officers as per Regulation 17(5) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, adopted by the Company.
- d. **“Company”** means “A2Z INFRA ENGINEERING LTD.”.
- e. **“Employee”** means every director/employee of the Company including Whole Time Directors of the Company (whether working in India or outside).
- f. **“Whistle Blower”** means a Director/Employee making a Protected Disclosure under this Policy.
- g. **“Policy”** the Whistle Blower Policy covering serious concerns that could affect the operations, performance and goodwill of the Company.
- h. **“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 under this policy.
- i. **“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative or in the nature and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- j. **“Disciplinary Action”** means any action that can be taken on the completion of / during the investigation proceedings, including but not limited to, a warning, recovery of financial losses incurred by the Company, suspension/ dismissal from the services of the Company or any such action as is deemed to be fit considering the gravity of the matter.



- k. **“Whistle and Ethics Officer”** means an officer of the Company nominated by Competent Authority to conduct detailed investigation under this policy and to receive protected disclosure from Whistle blowers, maintain record thereof, placing the same before the Audit Committee for its disposal and informing the Whistle blower the results thereof.

4. SCOPE OF THE POLICY

This Policy intends to cover serious concerns that could have impact on the Operations and Performance of the Business of the Company, malpractices and events which have taken place or suspected to take place, misuse or abuse of authority, fraud or suspected fraud, violation of Company’s rules, manipulations, 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 or breached and formally reported by whistle blowers concerning its directors/employees.

The policy neither releases directors/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.

5. ELIGIBILITY

All Directors/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

- a. All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible after he become aware of the same, so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.
- b. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”. Alternatively, the same can also be 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, it will not be possible for the Audit Committee to determine the complaint and the protected disclosure will be dealt as if it is a normal disclosure. In order to protect identity of the Whistle Blower, the Whistle & Ethics Officer will not issue any acknowledgement to the Whistle Blower and they are advised neither to write their name/address on the envelop nor enter into any further correspondence with the Whistle & Ethics Officer. The Whistle & Ethics Officer shall assure that in case any further clarification is required he will get in touch with the Whistle Blower.



- c. The Company shall not entertain anonymous/ pseudonymous disclosures.
- d. The Protected Disclosure should be forwarded under a covering letter signed by the Whistle Blower. Whistle and Ethics Officer/Managing Director/Chairperson 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.
- e. All Protected Disclosures should be addressed to the Whistle and Ethics Officer of the Company or to the Chairperson of the Audit Committee or Managing Director in exceptional cases. The contact details of the Whistle & Ethics Officer are as under:-

Name and Address Mr. Atul Kumar Agarwal, Company Secretary
A2Z INFRA ENGINEERING LTD.
Ground Floor, Plot No. 58,
Sector- 44, Gurgaon-122003, Haryana
Email: atulagarwal@a2zemail.com

- f. Protected Disclosure against the Whistle and Ethics Officer should be addressed to the Managing Director of the Company and the Protected Disclosure against the Managing Director/CEO of the Company should be addressed to the Chairperson of the Audit Committee

Name and Address of Chairperson (Audit Committee): Ms. Atima Khanna
A2Z INFRA ENGINEERING LTD.
Ground Floor, Plot No. 58, Sector-44,
Gurgaon-122003, Haryana
Email: atimakhanna@gmail.com

Name and Address of Managing Director: Mr. Amit Mittal, Managing Director cum CEO
A2Z INFRA ENGINEERING LTD.
Ground Floor, Plot No. 58, Sector-44,
Gurgaon-122003, Haryana
Email: amitmittal@a2zemail.com

- g. On receipt of the protected disclosure the Whistle and Ethics Officer / Managing Director/ Chairperson of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the Whistle Blower whether he was the person who made the protected disclosure or not. The record will include:



- i. Brief facts and disclosure about the concern;
 - ii. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - iii. Whether the same Protected Disclosure was raised previously on the same subject;
 - iv. Details of actions taken by Whistle Officer / Chairperson/ Managing Director for processing the complaint
 - v. Findings of the Audit Committee
 - vi. The recommendations of the Audit Committee/ other action(s).
- h. The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Whistle and Ethics Officers of the Company, who will investigate/oversee the investigations under the authorization of the Audit committee. Chairperson of Audit Committee/Whistle and Ethics Officer may at its discretion consider involving any investigators for the purpose of Investigation.
- b. The decision to conduct an investigation itself is not an acceptance of the accusation by the Authority and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not prove accusation.
- c. The identity of a subject will be kept confidential to the extent possible, provided the legitimate needs of the investigation.
- d. Unless there are compelling reasons not to do so, subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against a subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- e. Subjects shall have a duty to co-operate with the Whistle and Ethics Officer and the investigator / Audit Committee during investigation to the extent that such co-operation sought, it does not merely require them to admit guilt.
- f. Subjects shall have right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings.
- g. Subjects shall 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.
- h. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained or proved, the Subjects shall be consulted as to whether public disclosure of the investigation results would be made or is it in the best interest of the Subject and the Company.



- i. Whistle and Ethics Officer shall normally complete the investigation within 45 days of the receipt of protected disclosure.
- j. In case of allegations against subject are substantiated by the Whistle and Ethics Officer in his report, the Audit Committee shall give an opportunity to Subject to explain his side.

8. THE GUIDING PRINCIPLES

To ensure that this Policy is adhered and to assure that the concerns raised under this Policy will be acted upon seriously, the Company will:

- a. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- b. Victimization will be treated as a serious matter and Disciplinary Action shall be initiated against such person(s), if found;
- c. Ensure complete confidentiality;
- d. Not to attempt to conceal evidence of the Protected Disclosure;
- e. Take Disciplinary Action if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- f. Provide an opportunity of being heard to the persons involved, especially to the Subject.

9. COVERAGE OF POLICY

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

- a. Breach of Business Integrity and Ethics
- b. Breach of terms and conditions of employment and rules thereof
- c. Intentional Financial irregularities, including fraud, or suspected fraud
- d. Deliberate violation of laws/regulations
- e. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
- f. Manipulation of company data/records
- g. Perforation of confidential/propriety information
- h. Gross Wastage/misappropriation of Company funds/assets
- i. Unethical business practices like bribery taken /given
- j. Non-financial significant favors, gifts beyond the defined guidelines
- k. Misuse of Company funds, assets, property, facilities etc.
- l. Negligence causing substantial risk to public health and safety m.
- m. Abuse of authority
- n. Criminal offence having repercussions on the company or its reputation;
- o. Theft of confidential /proprietary /customer information
- p. Violation of law /regulation organization wide
- q. Embezzlement of Company funds/assets
- r. Breach of employee Code of Conduct or Rules or Employment contract
- s. An act of discrimination or sexual harassment;
- t. Leakage of unpublished price sensitive information
- u. Any other unethical behavior



The above list is only illustrative and should not be considered as exhaustive.

Policy should not be used as a route for raising malicious or unfounded allegations against colleagues.

10. PROTECTION

- a. 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 use of authority (directly or indirectly) 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.
- b. A Whistle Blower may report any violation of the above clause to the Chairperson of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- d. Any other Director/Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

11. Disqualifications

- a. While it would be ensured that genuine Whistle Blower(s) are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection would warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower(s) knowing it to be false or bogus or with a mala fide intention.
- c. Whistle Blower(s), who make any Protected Disclosures, which have been subsequently found to be mala fide or malicious or Whistle Blower(s) who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, would be disqualified from reporting further Protected Disclosures under this Policy and may be subject to disciplinary action.



12. Investigators

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Whistle and Ethics Officer of the Company/ Chairperson of the Audit Committee/ Managing Director of the Company when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of legal and professional standards.
- c. Investigations would be launched only after a preliminary review by the Whistle and Ethics Officer of the Company/ Chairperson of the Audit Committee/ Managing Director of the Company, as the case may be, which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct; and
 - ii. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of Management review.

13. SECRECY/ CONFIDENTIALITY

The Whistle Blower, Whistle and Ethics Officer of the Company/ Chairperson of the Audit Committee/ Managing Director of the Company, the Subject and everybody involved in the process shall:

- a. Maintain confidentiality of all matters under this Policy
- b. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- c. Not keep the papers unattended anywhere at any time
- d. Keep the electronic mails/ files under password.

14. DECISION

- a. If an investigation leads the Whistle and Ethics Officer of the Company/ Chairperson of the Audit Committee/ Managing Director of the Company to conclude that an improper or unethical act has been committed, the Whistle and Ethics Officer of the Company/ Chairperson of the Audit Committee/ Managing Director of the Company 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.

- b. If the report of investigation is not to the satisfaction of the Whistle Blower, the complainant has the right to report the event to the appropriate legal or investigating agency. A Whistle Blower who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle and Ethics Officer of the Company/ Chairperson of the Audit Committee/ Managing Director of the Company shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

15. REPORTING

The Whistle and Ethics Officer of the Company/ Chairperson of the Audit Committee/ Managing Director of the Company on a regular basis report about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

16. ACCESS TO CHAIRPERSON OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairperson of the Audit Committee, directly in exceptional cases and the Chairperson of the Audit Committee is authorized to prescribe suitable directions in this regard.

17. COMMUNICATION

A Whistle Blower policy cannot be effective unless it is properly communicated to directors/employees. The policy should be published on the website of the company.

18. 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 7 (seven) years or such other period as specified by any other law in force, whichever is more.

19. ADMINISTRATION AND REVIEW OF THE POLICY

A yearly report about the functioning of the Vigil (Whistle Blower) Mechanism shall be placed before the Audit Committee. A yearly status report on the total number of compliant received, if any, during the period with summary of the findings of Whistle and Ethics Officer of the Company/ Chairperson of the Audit Committee/ Managing Director of the Company and corrective steps taken should be send to the Chairperson of the Company. The Whistle and Ethics Officer shall be responsible for the administration, interpretation, application and review of this policy.



20. 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. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

Document History

Approved by:	Board of Directors
Adopted on:	August 14, 2014
1st Amendment on	April 01, 2019