

SWARNA TOLLWAY PRIVATE LIMITED VIGIL MECHANISM POLICY

POLICY & PROCEDURE FOR REPORTING IMPROPER CONDUCT, WRONGDOINGS,
CORRUPTION, FRAUD, WASTE AND / OR ABUSE INVOLVING COMPANY'S RESOURCES

Preamble

The Companies Act 2013 under the provisions of Section 177 read with Rule 7 of The Companies (Meetings of Board and its Powers) Rules, 2014 has mandated that every company whose borrowing from banks exceeds 50 Crore rupees, shall establish a Vigil Mechanism for directors and employees to report genuine concerns in such manner as may be prescribed. Further such Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Vigilance Officer or such other authorised official of the Company.

Pursuant to the provisions of Section 177 (9) & (10) read with rule 7 of Chapter XII of the Companies Act, 2013, the Board and Management of Swarna Tollway Private Limited (the Company) has set up and adopted the following Vigil Mechanism which lays down the principles and standards governing the management of grievances and concerns of employees and directors of the Company and had nominated Mr. Deepak Agrawal, Director (hereinafter referred to as 'Vigilance Officer') to oversee the implementation of Vigilance Mechanism. The Mechanism as set up herein-below shall enable the employees and the directors of the Company to report their genuine concerns or grievances about the actual and potential violation of the principles and standards laid down herein.

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 the employees to voice their genuine concerns without fear of censure.

Mechanism

1. Objectives

- (i) To encourage employees and directors to bring genuine ethical and legal concerns, violations and suspected fraudulent behaviour of which they are or become aware of, to an internal authority so that action can be taken immediately to resolve the problem.
- (ii) To minimize the Company's exposure to the damage that can occur when the employees or directors actually or potentially try to circumvent internal mechanisms in furthering the aforementioned concerns, violation and frauds.
- (iii) To let employees and directors know that the Organization is serious about adherence to this policy and mechanism.

2. Scope

- (i) This 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's rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activities on account of which the interest of the Company is affected.

- (ii) However the mechanism does not release the employees from their duty of confidentiality in the course of their work and nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

3. Eligibility

All employees and directors of the Company are eligible to make disclosures under the mechanism in relation to matters concerning the Company to the Vigilance Officer.

4. Procedure

- (i) Where any director or employee (“**Complainant**”) finds or observes any activities or similar activities (as mentioned below), which concern the interests of the Company, then he/ she must, within a period of 30 days of occurrence of such event or on the date on which he/ she comes to know of the occurrence of such event, report the same in writing (“**Complaint**”) either in a secured and closed envelope or by way of fax or email.
- embezzlement of funds;
 - any prejudicial act in which stakeholders’ interest or public interest is involved;
 - serious frauds which are affecting or may affect the financial position of the Company;
 - internal theft;
 - corruption and bribery;
 - misappropriation of Company’s assets and resources;
 - violation of human rights;
 - sexual harassment;
 - inappropriate sharing of Company sensitive information;
 - abuse of authority;
 - gross or wilful negligence causing substantial and specific danger to health; safety and environment; and
 - unfair trade practice and anti-competitive behaviour.
- (ii) The aforementioned reporting shall be done in the form as set forth in Annexure 1.
- (iii) The Complainant shall address all the complaints / grievances to the vigilance officer (“**Vigilance Officer**”) including for any exceptional cases whose details are as under:
- Mr. Deepak Agrawal
C Block, 4th Floor, TSR Towers,
6-3-1090, Rajbhavan Road, Somajiguda
Hyderabad - 500082
- Phone: +919573374400
- Email:.deepak.a@swarnatoll.com
- (iv) Upon receipt of the Complaint, the Vigilance Officer, shall carry out initial investigations either himself or by involving any other official of the Company or an outside agency as he may deem fit.

- (v) The decision to undertake the investigation by the Vigilance Officer shall not by itself, be regarded as the acceptance of the accusation by him. It is a neutral fact finding process to ascertain the truth of the accusation.
- (vi) If the Vigilance Officer or such other officer involved in the investigation has any conflict of interest with the matter, he/ she shall disclose the same to the Board of Directors of the Company and shall refrain from dealing with the Complaint in his capacity as the in-charge of the Complaint. Upon receipt of such disclosure of such conflict of interest, the Board of Directors shall promptly appoint another officer not having any conflict in respect of the Complaint, as the Vigilance Officer for addressing the Complaint.
- (vii) For effective disposal of the Complaint, the Vigilance Officer may as it deems fit, call for further information from the Complainant.
- (viii) The Vigilance Officer shall carry out detailed investigation if he finds the allegations made in the Complaint as prima facie valid.
- (ix) The employee/director against whom disclosure has been reported shall:
- co-operate with Vigilance Officer for the purposes of the Complaint or any person appointed in this regard;
 - have a right to consult any person of his choice other than the Vigilance Officer and the Complainant or any other person appointed in this regard;
 - not interfere in investigations conducted by the Vigilance Officer;
 - not withhold, tamper or destroy any of evidence which may be directly or indirectly relevant with respect to the Complaint;
 - be given an opportunity to respond to material findings;
 - not threaten, influence or intimidate Complainant or any of witnesses; and
 - have a right to know the outcomes of investigation.
- (x) Unless prevented for plausible reasons, the Investigations shall be completed within a period of sixty (60) days.

5. Decisions and Reporting

- (i) If the outcome of the investigation leads to a conclusion that, any improper or unethical act has been committed, then the Vigilance Officer may undertake such disciplinary actions on the guilty employee/ director as may be permissible under applicable law. The findings of the Complaint and the decision of the Vigilance Officer in respect of the Complaint shall be recorded in writing with appropriate reasons and in reasonable detail.
- (ii) Copy of the aforementioned recordings shall be forwarded to the Complainant and the person against whom complaint is made. However, if the Complainant makes false or wrong allegations then disciplinary actions as may be decided by the Vigilance Officer, may be taken against the Complainant in accordance with the rules, procedures and policies of the Company.
- (iii) If the decision in respect of the Complaint is unsatisfactory to the Complainant, the Complainant shall notify the same to the Vigilance Officer in writing and thereafter shall have the right to report the alleged events of misconduct as mentioned in the Complaint, to the appropriate legal authority having jurisdiction to investigate and adjudicate upon the same.

6. Secrecy and Confidentiality

The Vigilance Officer as well as Complainant shall:-

- (i) Maintain confidentiality of all matters under this policy;
- (ii) Discuss only to the extent or with those persons as required under this policy for completing the process of investigation;
- (iii) Not keep the papers unattended anywhere at any time; and
- (iv) Keep the electronic mails / files under password and under safe custody.

7. Protection

- (i) No unfair treatment will be meted out to a Complainant by virtue of his/ her having reported a Complaint under this policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Complainants. Complete protection will therefore be given to Complainant 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 Complainant's right to continue to perform his duties /functions including making further disclosure.
- (ii) The Company will take steps to minimize difficulties which the Complainant may experience as a result of making the disclosure. Thus, if the Complainant is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Complainant to receive advice about the procedure, etc.
- (iii) A Complainant may report any violation of the above clause to the Vigilance Officer, who shall investigate into the same and recommend suitable action to the management. For effective disposal of the Complaint and to prevent any abuse of the redressal process, the identity of the Complainant 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.
- (iv) In the event of the identity of the Complainant being disclosed, the Vigilance Officer is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Complainant, if known, shall remain confidential to those persons directly involved in applying this mechanism, unless the issue requires investigation by law enforcement agencies.
- (v) Any other employee assisting in the said investigation shall also be protected to the same extent as the Complainant. Provided however that the Complainant before making a complaint has reasonable belief that an issue exists and that he has acted in good faith. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

8. Direct Access to Vigilance Officer

The Complainant and any other employee assisting the investigation shall have direct access to Vigilance Officer. The Vigilance Officer may prescribe suitable direction with regard to exceptional cases.

9. Retention of Documents

The evidences, documents received by the Vigilance Officer in due course of time during investigation shall be preserved for three (3) years or for such period as may be specified by law in force in this regard from time to time.

10. Amendments

The Company reserves right to amend, modify, and cancel any of the provisions of the mechanism in whole or in part set up herein above or may restrict subject to approval of the Board.

Annexure 1

Date: -

Type or complete in ink and return this form to:

Mr. [●]

[Insert Address for contact, phone number and email]

Or

[●]

1. Name of the person(s) you are reporting _____

2. Name of the division/department in which that person works.

3. Please provide a summary of the alleged improper conduct, wrongdoings, corruption, fraud, waste & / or abuse that you are reporting.

4. Please attach a separate narrative if necessary, as well as documentation to support your claim.

5. Provide information on relevant witnesses, if any, including email, telephone and / or the best way to get in touch with them.

Witness #1

Name: _____

Email: _____

Phone No: _____

Witness #2

Name: _____

Email: _____

Phone No: _____

Any additional information concerning these witnesses:

6. If possible, please provide dates (month, day, year) that the alleged activity occurred

7. Please explain why you believe the person you are reporting has committed these acts knowingly, willingly and intentionally.

8. We would like to know how the alleged activities came to your attention (if you have not already done so in the summary); however, this is optional for you to report this.

9. Please provide any other information you may find relevant.

10. We will not document information concerning your name if you wish to remain anonymous; however, if you do not want to be anonymous please provide your name, phone number and email

Your Name: _____

Your Phone No: _____

Your Email: _____

*If you decide to remain anonymous, please contact us within two weeks of your report, because we may need additional information concerning the alleged activities reported by you.

Thank you.