

HITECH Engineers & Consultants Private Limited

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WHISTLE BLOWER POLICY / VIGIL MECHANISM

1. PREAMBLE

- 1.1. As per Section 177 (9) of the Companies Act, 2013, the Company is required to establish a **vigil mechanism** for the directors and employees to report genuine concerns in such manner as may be prescribed. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access in appropriate or exceptional cases.
- 1.2. Hitech Engineers & Consultants Private Limited (the Company) proposes to establish a Whistle Blower (Vigil) Mechanism and to formulate a Whistle Blower Policy.
- 1.3. As per Rule 7 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors of the Company has nominated Mr. Rajiv Bansal, Director, who shall oversee the vigil mechanism as laid down in this Policy

2. POLICY OBJECTIVES

- 2.1. A Whistle Blower (Vigil) mechanism provides a channel to the directors and employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of ethical practices. The mechanism provides for adequate safeguards against victimization of employees to avail of the mechanism and also provides for direct access to the nominated director, i.e. Mr. Rajiv Bansal in exceptional cases.
- 2.2. This neither releases 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 against people in authority and / or colleagues in general.

3. SCOPE OF THE POLICY

- 3.1. 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 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.

Whistle Blower / Vigil Mechanism Policy shall be applicable for all permanent employees and all directors of the Company.

4. DEFINITIONS

- 4.1. **“Alleged wrongful conduct”** shall mean violation of law, infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- 4.2. **“Board”** means the collective body of Directors of the Company.
- 4.3. **“Company”** means Hitech Engineers & Consultants Private Limited.
- 4.4. **“Employee”** means all the present employees, Managing Director and Whole-time Director of the Company.

“Key Managerial Personnel” means Key Managerial Personnel as defined under the Companies Act, 2013 and includes:

1. Managing Director or Chief Executive Officer or Manager;
2. Company Secretary;
3. Whole Time Director;
4. Chief Financial Officer;
5. Such other person as may be prescribed.

- 4.5. **“Nodal officer”** means an officer of the Company nominated by the Board to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the nominated director for its disposal and informing the whistle blower the result thereof.
- 4.6. **“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity with respect to the Company.

However, the Protected Disclosures should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

- 4.7. **“Senior Management”** means personnel of the Company excluding Board of Directors comprising all members of Management one level below the Executive Directors, including the functional heads.
- 4.8. **“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.

4.9. "Whistle Blower" is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. ELIGIBILITY

All 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

- 6.1. Protected Disclosures should be reported in writing by the complainant as soon as possible after he/she becomes 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 or in Regional language.
- 6.2. The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as "Protected disclosure under the whistle blower policy". If the complaint is not superscribed and closed as mentioned above it will not be possible for the nominated director to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the nodal officer will not issue any acknowledgement to the complainant and the complainants are advised neither to write the name / address of the complainant on the envelope nor to enter into any further correspondence with the nodal officer. The nominated director assures that in case any further clarification is required he will get in touch with the complainant.
- 6.3. Anonymous disclosure shall not be entertained by Nodal Officer but dealt with in the manner as at present by the Unit Heads, who will keep Board apprised in case of serious issues and Board will decide whether to forward the complaint to the Nodal officer for placing before the nominated director.
- 6.4. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Nodal Officer/ nominated director shall detach the covering letter bearing the identity of the whistle blower and process only the Protected Disclosure.
- 6.5. All Protected Disclosures should be addressed to the Nodal Officer of the Company. The contact detail of the Nodal Officer is as under: -

Address of Nodal Officer

Nodal Officer
Hitech Engineers & Consultants Pvt. Ltd.
E-306, Sushant Shopping Arcade
Sushant Lok-1, Gurugram – 122002

- 6.6. Protected Disclosure against the Nodal Officer should be addressed to the Board of Directors of the Company. The contact detail of the Board is as under:

Address of Board of Directors Board of Directors
Hitech Engineers & Consultants Pvt. Ltd.
E-306, Sushant Shopping Arcade
Sushant Lok-1, Gurugram – 122002

- 6.7. On receipt of the protected disclosure the Nodal Officer shall make a record of the Protected Disclosure and also ascertain from the complainant whether he/she was the person who made the protected disclosure or not before referring the matter to the nominated director for further appropriate investigation and needful action. The record will include:
- a) Brief facts;
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c) Whether the same Protected Disclosure was raised previously on the same subject;
 - d) Details of actions taken by Nodal Officer/ nominated director for processing the complaint;
 - e) Findings of the nominated director;
 - f) The recommendations of the nominated director / other action(s).

7. INVESTIGATION

- 7.1. All protected disclosures under this policy will be recorded and thoroughly investigated. The nominated director may investigate and may at his discretion consider involving any Officer of the Company or any other person for the purpose of investigation.
- 7.2. The decision to conduct an investigation taken by nominated director is by itself not an accusation and is to be treated as a neutral fact finding process.
- 7.3. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 7.4. Subject(s) shall have a duty to cooperate with the nominated director or any of the Officers appointed by him in this regard to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.
- 7.5. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 7.6. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.7. Subject(s) have a right to be informed of the outcome of the investigations.

- 7.8. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the nominated director deems fit.

8. DECISION AND REPORTING

- 8.1. In case prima facie case exists against the subject, then the nominated director shall forward his report with recommendation to the concerned disciplinary authority for the workplace for further appropriate action in this regard or shall close the matter, for which he shall record the reasons. Copy of above decision shall be addressed to the Nodal Officer, the complainant and the subject.
- 8.2. In case the subject is nodal officer of the Company, the protected disclosure shall be addressed to the Board of Directors which, after examining the protected disclosure, shall forward the matter to the nominated director. The nominated director after providing an opportunity to the subject to explain his/her position and after completion of investigation shall submit his report along with recommendation to the Board of Directors. After considering the report and recommendation as aforesaid, Board shall forward the said report with its recommendation to the concerned disciplinary authority for further appropriate action in this regard or shall close the matter, for which it shall record the reasons. Copy of the above decision shall be addressed to the nominated director, the subject and the complainant.
- 8.3. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- 8.4. A complainant who makes false allegations of unethical & improper practices or about wrongful conduct of the subject to the nodal officer or the nominated director, then he/she shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. SECRECY / CONFIDENTIALITY

- 9.1. The complainant, Nodal officer, nominated director, the Subject and everybody involved in the process shall:
 - 9.1.1. Maintain confidentiality of all matters under this Policy.
 - 9.1.2. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
 - 9.1.3. Not keep the papers unattended anywhere at any time.
 - 9.1.4. Keep the electronic mails / files under password.

10. PROTECTION

- 10.1. No unfair treatment will be made to a whistle blower by virtue of his/ her having reported a Protected Disclosure under this policy. Complete protection will 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 like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/ functions including making further Protected Disclosure.

- 10.2. A Whistle Blower may report any violation of the above clause to the nominated director, who shall investigate into the same and recommend suitable action to the management.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. In the event of the identity of the complainant being disclosed, the nominated director is authorized to initiate appropriate action as per the extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

- 10.3. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 10.4. In case of repeated frivolous complaints being filed by a Director or an employee, the nominated director may take suitable action against the concerned Director or employee including reprimand. This policy does not protect an employee from an adverse action taken independent of his/her disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

11. ACCESS TO NOMINATED DIRECTOR

- 11.1. The Whistle Blower shall have right to access nominated director directly in exceptional cases.

12. COMMUNICATION

- 12.1 A whistle blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed by publishing in the notice board and hosting on the website, if any, of the Company.

13. RETENTION OF DOCUMENTS

- 13.1 All Protected disclosures documented along with the results of investigation relating thereto, shall be retained by the Nodal Officer for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

14. AMENDMENT

- 14.1. The Company reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employee and Director unless the same is notified to them in writing.