

WHISTLE BLOWER POLICY / VIGIL MECHANISM C&C CONSTRUCTIONS LTD.

1. PREFACE

Section 177 of the Companies Act, 2013 and clause 49 of the Listing Agreement with Stock Exchanges, require every listed company to establish a vigil mechanism called 'Whistle Blower Policy' for the directors and employees to report genuine concerns, instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct in such manner as may be prescribed.

Accordingly, the Company has established a mechanism for employees vide 'Whistle Blower Policy' which seeks (i) to ensure greater transparency in all aspects of the Company's functioning by formulating a procedure to bring to the attention of Company incidents of improper-activities or violation of the company's Code of Conduct & Ethics for Board Members and Senior Management, and (ii) to provide for adequate safeguards against victimization of employees who avail of the mechanism.

2. DEFINITIONS: The definitions of some of the key terms used in this Policy are given below :

- (i) **"Alleged wrongful conduct"** shall mean genuine concerns or grievances, instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct, violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud and other matters or activity on account of which the interest of the Company is affected
- (ii) **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with provisions of Companies Act and Listing Agreement with the Stock Exchanges.
- (iii) **"Board"** means the Board of Directors of the Company.
- (iv) **"Code"** means the C&C Constructions Ltd.-Code of Conduct for the Board of Directors and Senior Management.
- (v) **"Employee"** means all the present employees and Directors of the Company (Whether working in India or abroad).
- (vi) **"Investigators"** mean those persons authorised,appointed, consulted or approached by the Audit Committee and includes the auditors of the Company.
- (vii) **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 under the title "SCOPE OF THE POLICY" with respect to the Company. It 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.

- (viii) **“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.
- (ix) **“Whistle Blower”** is an employee or group of employees who make a Protected Disclosure under this Policy.

3. SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place / suspected to have taken place, genuine concerns or grievances instances of unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct, violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Audit Committee or the Investigators.

Protected Disclosure will be appropriately dealt with by the Audit Committee.

4. ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

5. DISQUALIFICATIONS

a) While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will 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 knowing it to be false or bogus or with a malafide intention.

c) In respect of such bogus Whistle Blowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

6. PROCEDURE

a. All Protected Disclosures should be in writing (in English or Hindi) and can be submitted by hand delivery, courier or by post addressed to the Chairman of the Audit Committee of the Company. The contact details of the Chairman of the Audit Committee are as under:

By Post: Chairman of Audit Committee
C&C Constructions Ltd.
Plot No. 70, Sector 32,
Gurgaon-122001

b) Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

c) The Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous/ pseudonymous disclosures will not be entertained by the Audit Committee as it would not be possible for it to interview the Whistle Blowers.

7. INVESTIGATION

i) All protected disclosures under this policy will be recorded and thoroughly investigated by the Audit Committee. The Audit Committee may investigate and may at its discretion consider involving The Audit Committee may at its discretion, consider the involvement of any investigators for the purpose of investigation. The Audit Committee shall define the terms of reference of investigators.

ii) The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.

iii) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

iv) 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.

v) Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Investigators appointed by it in this regard.

vi) Subject(s) have a right to consult with a person or persons of their choice, except Investigators and/or members of the Audit Committee and/or the Whistle Blower.

vii) 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).

viii) 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.

ix) Subject(s) have a right to be informed of the outcome of the investigations.

8. DECISION

If Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as them deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject(s) 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.

9. 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 the Whistle Blowers. Complete protection will be given to the Whistle Blowers against any unfair practice. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- b. The Whistle Blower shall be protected from any 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.
- c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

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