

Document Status	For Approval	
	For Circulation	X

GPT INFRAPROJECTS LIMITED

VIGIL MECHANISM (WHISTLE BLOWER) POLICY

Issue Date	Version	Approved By	Circulated By
30.05.2018	2	Audit Committee & Board of Directors	Company Secretary

GPT INFRAPROJECTS LIMITED

VIGIL MECHANISM (WHISTLE BLOWER) POLICY

1. PREFACE

- a. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted the Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company including its directors and employees. Any actual or potential violation of the code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the directors and employees in pointing out such violations of the code cannot be undermined.
- b. The sub-section (9) of section 177 of the Companies Act, 2013, inter alia provides that every listed Company shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed. Regulation 22 of SEBI (Listing Obligations & Disclosures) Regulations, 2015 (“Listing Regulation”) also provides that the Company should devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.
- c. Accordingly, this Vigil Mechanism (Whistle Blower) Policy (“the Policy”) has been formulated with a view to provide a mechanism for directors and employees of the Company to have direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee, as the case may be, in exceptional cases (“Authority”).

2. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Companies Act, 2013 read with relevant rules thereof.

- 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 read with Regulation 22 of Listing Regulation .
- b. **Authority** means Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee, as the case may be, in exceptional cases.
- c. **Code** means the code of conduct including the code of conduct for prevention of insider trading in securities adopted by the Company.
- d. **Company** means GPT Infraprojects Limited, its subsidiaries and associates.
- e. **Director** means directors appointed to the Board of the Company whether executive, non-executive or independent.
- f. **Employee** means every employee of the Company (whether working in India or abroad).

- g. **Good Faith** means there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct while communicating the protected disclosure. Good Faith shall be deemed lacking when the whistle blower does not have personal knowledge of the facts before communication or where the whistle blower knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- h. **Investigators** mean those persons authorized, appointed, consulted or approached by Authority and includes the auditors of the Company and the police.
- i. **Protected Disclosure** means any communication which is factual and not speculative in respect of genuine concern and grievances made in good faith that discloses or demonstrates information that may evidence unethical, illegal or improper activity.
- j. **Subject** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- k. **Whistle Blower** means a director or an employee making a Protected Disclosure under this Policy.

3. SCOPE

- a. This Policy is an extension of the Code of Conduct. 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.
- b. 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 Authority or the Investigators.
- c. Protected Disclosure will be appropriately dealt with by the Authority.

4. ELIGIBILITY

All directors and employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be 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 victimization and 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 *mala fide* intention.
- c. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide* or malicious or Whistle Blowers who make three or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or

reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

6. PROCEDURE

- a. All Protected Disclosures should be addressed to the Authority for investigation.
- b. The contact details of the Authority (Chairman of the Audit Committee) is as under:
Mr V N Purohit
C/O. V.N. Purohit & Co., Chartered Accountants,
Diamond Chambers, Suit No-4G, 4th Floor,
4-Chowringhee Lane, Unit-III, Kolkata-700016.
- c. If a protected disclosure is received by any executive of the Company other than Authority, the same should be forwarded to the Authority for further appropriate action.
- d. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower. Alternatively, Protected Disclosures can also be sent by email id : whistleblower@gptgroup.co.in
- e. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Authority shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- f. 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.
- g. For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure.

7. INVESTIGATION

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Authority who will investigate / oversee the investigations under the authorization of the Audit Committee.
- b. The Authority may at his discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Authority is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper, illegal or unethical act was committed.
- d. The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible, given the legitimate needs of law and the investigation.

- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subjects shall have a duty to co-operate with the Authority and/or the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Authority and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. However, if the allegations against the subject are not sustainable, then the Company may see reason to reimburse such costs.
- h. Subjects 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.
- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

8. 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 like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her 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 Authority, 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. Any other director or employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. INVESTIGATORS

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Authority 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 will be launched only after a preliminary review by the Authority, as the case may be, which establishes that:
 - i the alleged act constitutes an improper, illegal 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 provided that such investigation should not be undertaken as an investigation of an improper, illegal or unethical activity or conduct.

10. DECISION

If an investigation leads the Authority to conclude that an improper or unethical act has been committed, the Authority shall recommend to the management of the Company to take such disciplinary or corrective action as the Authority 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 conduct and disciplinary procedures.

11. 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 minimum period of seven years.

12. 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 all concerned unless the same is notified on the Company's website.