

Vigil Mechanism/Whistle Blower Policy (“Policy”)

1. OBJECTIVE:

- 1.1 As a Company of repute, Eldeco Housing and Industries Limited (“Company”) is committed to conducting its business by adopting the highest standards of professional integrity and ethical behavior;
- 1.2 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner and is committed to ensure that all its Directors and employees act at all times in compliance with all laws and in adherence with Company’s Internal Policies and respective Code of Conduct;
- 1.3 The Company strongly supports and strives to provide a structured platform via this Whistle Blower Policy to provide a safe and conducive culture where it is safe for directors and employees, to report, in good faith, suspected violations of Code of Conduct or any unethical, improper and unacceptable practice or any other event of misconduct including instances of alleged wrongful conduct or gross waste or misappropriation of funds including instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct.
- 1.4 The Policy is a channel to reinforce a robust implementation of the Company’s Values and Code of Conduct. Through this Policy, the Company lays down a procedure for all the directors and employees to disclose any unethical and improper practice taking place in the Company for appropriate action and reporting;
- 1.5 The Policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees, officers and directors who in, good faith, raise a concern about irregularities within the Company; and
- 1.6 The policy neither releases directors and employees from their duty of maintaining confidentiality in the course of their work, nor is a route for taking up a personal grievance.

2. LEGAL FRAMEWORK:

- 2.1 Section 177(9) of the Companies Act, 2013 read with Rule 7 of The Companies (Meeting of Board and its Powers) Rules, 2014
- 2.2 Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- 2.3 Regulation 9A (6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015

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Eldeco Housing & Industries Ltd.

3. APPLICABILITY:

- 3.1 This Policy is for the Employees and Directors of the Company as defined hereinafter.
- 3.2 This Policy has been drawn up so that Employees and Directors can be confident and feel secure in raising a concern.

4. DEFINITIONS:

- 4.1 **“Abuse of Authority”** shall mean any act, conduct or decision which is outside the scope of the alleged violator's position, scope of duties, or level of authority as authorized by the designee. The actions or failure to take actions which are within the alleged violator's authority may constitute abuse of authority if the violator's motive or purpose is to harass, intimidate or treat the employee unreasonably under the applicable facts and circumstances.
- 4.2 **“Adverse Personnel Action”** shall mean any act, conduct or decision relating to directors and employees or any failure to take appropriate action by a higher level authority, which affects a director or an employee negatively and includes the following acts relating to Company's personnel system:
 - Termination of employment or removal
 - Demotion
 - Suspension
 - Written reprimand
 - Retaliatory investigation
 - Disciplinary action including imposing penalty / punishment
 - Decision not to promote
 - Receipt of an unwarranted performance rating
 - Withholding of appropriate salary adjustments, incentives or fees
 - Imposition of involuntary transfer or reassignment;
 - Elimination of the employee's position, reorganization or a decrease in or lack of sufficient funding, monies, or work load;
 - Denial of awards, grants, leaves, benefits, or training for which the employee would normally be eligible; and
 - Other significant change in job responsibilities or working conditions which are inconsistent with the position, salary or grade.
- 4.3 **“Audit Committee”** shall mean a committee of Board of Directors of the Company, by whatever name called, constituted in accordance with provisions of Section 177 of Companies Act, 2013 readwith Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In case of entities which are not required to constitute an Audit Committee, the duties & responsibilities as assigned to Audit Committee under this policy shall be discharged by any Director of that Company, who shall for the purpose of this policy, should report to the Audit Committee of SRL.
- 4.4 **“Alleged Wrongful Conduct”** shall mean violation of law, infringement of Company's code of conduct or ethics policies, mismanagement, misappropriation of money, gross waste, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- 4.5 **“Company”** means “Eldeco Housing and Industries Limited” and includes all its subsidiaries.
- 4.6 **“Compliance Officer”** means “Company Secretary” of the Company.
- 4.7 **“Director”** means Director appointed to the Board of Directors of the Company.

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- 4.8 **“Disciplinary Action”** means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 4.9 **“Employee”** means every employee of the Company.
- 4.10 **“Gross Waste or Misappropriation of Funds”** shall mean any act, conduct or decision which is outside the scope of the alleged violator's spending or budgetary authority, or even when the action or decision is within budgetary authority, the action would be considered by a reasonable person to be grossly excessive, wasteful, or an improper use of the Company's funds.
- 4.11 **“Investigator”** means those persons appointed by Compliance Officer and / or Audit Committee, required for assistance in the investigation of the Protected Disclosure and who submit their findings to the Compliance Officer and / or the Audit Committee, as the case may be.
- 4.12 **“Managerial Personnel”** shall include a director, Chief Executive Officer, Chief Financial Officer, Company Secretary and employees one level below the Board including departmental/ functional heads.
- 4.13 **“Mismanagement”** shall mean action or decision, which exceeds the scope of the alleged violator's authorities, or even if the action is within authorities, the action would be considered, by a reasonable person, to be grossly excessive or unfair.
- 4.14 **“Protected Disclosure”** shall mean any written communication made in good faith by a Director or an employee directly or indirectly to bring to the notice of the Audit Committee or Compliance Officer, of any unethical and improper practice or behavior or any other alleged wrongful conduct.
- 4.15 **“Subject”** shall mean the person against whom the protected disclosure has been made.
- 4.16 **“Unethical and Improper Practices”** shall mean:
- an act which does not conform to approved standard of social and professional behavior;
 - an act which leads to unethical business practices including manipulation of company data / records, pilferage of confidential / proprietary information etc.;
 - an act which is a breach of etiquette or is a morally offensive behavior etc.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/ or SEBI Regulation(s) as amended from time to time and / or any other applicable rules and regulations for the time being in force.

5. SCOPE OF THE POLICY:

- 5.1 The Policy covers unethical and improper practices or alleged wrongful conduct and malpractices which have taken place/ suspected to take place on the part of any person employed by, who holds office in or is otherwise connected with the Company, shall in view of the Whistle Blower acting in good faith involving:
- a. Abuse of authority;
 - b. Corruption;

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- c. Negligence or unsafe work practice causing substantial and specific danger to public health and safety;
- d. Manipulation of company data/records;
- e. Financial irregularities, including fraud, or suspected fraud;
- f. Illegal actions (including theft, criminal offence etc.);
- g. Pilferage of confidential/propriety information;
- h. Wastage / misappropriation of company funds / assets;
- i. Breach of employee Code of Conduct;
- j. Actions that adversely impacts the goodwill of Company or is in any manner against the interests of Company and its employees;
- k. Any violation of Company's Policy;
- l. Any other unethical, biased, favored, imprudent event.

5.2 Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

6. DISQUALIFICATIONS

- 6.1 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.
- 6.2 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.
- 6.3 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under Company's Code of Conduct.

7. PROCEDURE:

- 7.1 Whistle Blowers, who make any Protected Disclosures can also drop the same at the Suggestion Box installed at the Office of the Company at Lucknow.
- 7.2 The Protected Disclosures should be addressed to the Chairman cum Managing Director of the Company;
- 7.3 The contact details of the Chairman of the Audit Committee and the Chairman cum Managing Director are given at **Appendix A**.
- 7.4 If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Chairman cum Managing Director of the Company, the same should be forwarded to the Company's Chairman cum Managing Director or the Chairman of the Audit Committee as the case may be, for further appropriate action. Absolute care must be taken to keep the identity of the Whistle Blower confidential.
- 7.5 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

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Whistle Blower. Whistle Blower should preferably make the disclosure in the specified Format of "Protected Disclosure Form" as annexed to the Policy as **Exhibit-I**.

- 7.6 The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower.
- 7.7 Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible including the circumstances that existed at the time of alleged wrongful conduct, to allow for proper assessment of the nature and extent of the concern.
- 7.8 The Chairman cum Managing Director of the Company shall deal with the matter with best of his efforts. However, the Audit Committee shall subsequently be updated on the closure/disposal of the case.
- 7.9 The Chairman of the Audit Committee may, upon receipt of the matter, in consultation with Chairman cum Managing Director discuss, investigate and deliberate on the merits of the case and decide on steps to be taken.
- 7.10 Audit Committee may outline detailed procedure for an investigation of a case directly marked to the Chairman of Audit Committee or as reported by Chairman of the Audit Committee.
- 7.11 While investigating the matter, they shall mandatorily follow best practices and adhere to procedure outlined by Audit Committee for such investigation. They shall have right to call for any information/document and examination of any employee of the Company including the person against whom the complaint is made or other any other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy. If required they may engage external professionals to assist in the investigation process.
- 7.12 Once the investigation is over, they shall prepare a report thereof and on the basis of which they shall determine the course of action and may order for remedies which may inter-alia include:
 - a) Immediate cessation of or implementation of actions to prevent continuous violation of the policy;
 - b) Reinstatement of the employee to the same position or to an equivalent position;
- 7.16 The decision of the Audit Committee in consultation with Chairman cum Managing Director shall be final and binding. If the Audit Committee in consultation with Chairman cum Managing Director is satisfied that the alleged unethical and improper practice or wrongful act existed or is in existence, then the Audit Committee may, in addition to any consequential criminal proceedings and without prejudice to the course of law of land:
 - a) Reprimand, take disciplinary action, impose penalty /punishment or order for recovery, when any alleged unethical and improper practice or wrongful conduct of any employee is proved;

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- b) Recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical and improper practice or wrongful act.

8. PROTECTION:

- 8.1 No unfair treatment will be made 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 expressed or implicit use of authority 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 or unpleasant situations, 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 legal advice about the procedure, etc.

- 8.2 Whistle Blower may report any violation / non-compliance of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 8.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- 8.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. DECISION:

If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee may deem fit.

10. REPORTING:

- 10.1 The Chairperson of the Audit Committee shall submit a report to the Audit Committee about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any, on quarterly basis. The report on above shall be reviewed and recorded by the Audit Committee.

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- 10.2 Details of mechanism of Whistle Blower policy shall be disclosed on the website of the Company and its subsidiaries and also in their Directors' Report.

11. ANNUAL AFFIRMATION:

- 11.1 The Company shall annually take affirmation from each department head, that no employee of such department/facility has been denied access to the Audit Committee and that he has been provided protection, as whistle blower, from adverse personnel action.

The Company shall also take similar affirmation from the Directors of the Company.

Such affirmation shall be taken within 30 days of close of every financial year in **Exhibit – II& III.**

- 11.2 An affirmation to this effect shall form part of Corporate Governance Report attached to the Annual report of the Company.

12. SECRECY/CONFIDENTIALITY:

- 12.1 The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- a. Maintain complete confidentiality / secrecy of the matter.
- b. Not discuss the matter in any informal / social gatherings / meetings.
- c. Discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
- d. Not keep the papers unattended anywhere at any time.
- e. Keep the electronic mails / files under password.

- 12.2 If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

- 12.3 All the Protected Disclosures, Investigation Reports, Evidences, decisions taken by the Audit Committee or the Compliance Officer, as the case may be, alongwith every supporting documents shall be kept in the safe custody of the Compliance Officer.

13. LEAKAGE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- Any instance of leak of Unpublished Price Sensitive Information should be on the basis of a direct first- hand experience of the Whistle Blower. It should not be based on any secondary, unreliable source such as grapevine or any other form of informal communication.

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- The Whistle Blower may report leak of Unpublished Price Sensitive Information to the Chairman cum Managing Director of the Company at e-mail ID md@eldecoproperties.com or Company's Compliance Officer at email id chandni@eldecohousing.co.in mentioning the subject line "Leak of unpublished price sensitive information".
- On the basis of reporting, the Compliance officer along with CFO shall conduct examination about the genuineness of the reporting before conduct of inquiry.
- The Compliance Officer along with CFO as soon as ascertaining the genuineness of the reporting about leak of Unpublished Price Sensitive Information, intimate to the Audit Committee and the Board.
- The Company shall take further action based on the recommendations of Audit Committee accordingly.
- The instance of leak of Unpublished Price Sensitive Information made by the Whistle Blower must be genuine with adequate supporting data/proof. If it is established that the allegation was made with mala-fide intentions or was frivolous in nature or was not genuine, the Whistle Blower shall be subject to Disciplinary Action.
- If an inquiry has been initiated by the company in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the company in connection with such inquiry conducted by the company.

14. AMENDMENT:

- 14.1 The Audit Committee has the right to amend or modify this Policy in whole or in parts, at any time without assigning any reason, whatsoever.

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Exhibit-1

PROTECTED DISCLOSURE FORM

Against Directors and Employees of Company:

Name of the Whistle Blower:.....
Designation:.....

Department / Division:..... Job Class / Grade:.....

Location:..... Date of joining:.....

Contact number:..... E-mail:.....

Correspondence
address:.....
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I hereby declare, that the accompanying statement and supporting documentation (if any) is true and correct, to the best of knowledge and has been made in complete good faith.

Date:.....

[Signature box]

Signature of the Whistle Blower

NOTE: IN CASE OF ANONYMOUS DISCLOSURE, LEAVE THIS PAGE OF PROTECTED DISCLOSURE FORM BLANK.

Name of the Investigation subject:.....
Designation:.....

Department / Divisions:..... Job
Class/Grade:.....

Location:.....

In case of multiple subjects:

Name of the 2nd Investigation subject:.....
Designation:.....

Exhibit-1

PROTECTED DISCLOSURE FORM

Against Directors and Employees of Company:

Name of the Whistle Blower:.....	
Designation.....	
Department / Division:.....	Job Class / Grade:.....
Location:.....	Date of joining:.....
Contact number:.....	E-mail:.....
Correspondence address:.....	
.....	
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...	

I hereby declare, that the accompanying statement and supporting documentation (if any) is true and correct, to the best of knowledge and has been made in complete good faith.

Date:.....

Signature of the Whistle Blower

NOTE: IN CASE OF ANONYMOUS DISCLOSURE, LEAVE THIS PAGE OF PROTECTED DISCLOSURE FORM BLANK.

Name of the Investigation subject:.....	
Designation:.....	
Department / Divisions:.....	Job Class/Grade:.....
Location:.....	
In case of multiple subjects:	
Name of the 2 nd Investigation subject:.....	
Designation:.....	

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Department / Divisions:..... Job
Class/Grade:.....

Location:.....

Name of the 3rd Investigation subject:..... Designation:.....

Department / Divisions:..... Job Class/Grade:.....

Location:.....

(if the space provided is not sufficient, attach separate sheet)

Nature of
Violation:.....

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Sequence of events (please provide Date/Time/Place
etc.).....

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Source of
Information:.....

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ANNUAL AFFIRMATION FORM

(Department / Facility Heads)

Whistle Blower Policy
Eldeco Housing and Industries Limited

I, _____, hereby confirm that:

1. During the Financial year ended _____, the Employees of my Department / Facility have not been denied access to the Audit Committee under the "Whistle Blower Policy" for Directors and Employees of the Company (the "Policy").
2. The Employees of my Department / Facility have been provided protection as a Whistle Blower under the Policy and have not been subjected to any adverse personnel action during the Financial Year ended _____.

Signature:.....

Name:.....Date:.....

Designation:.....Place:.....

Note:

1. This Form need to be submitted on or before April 30 after the closure of each financial year.
2. Employees who do not assert to both the affirmation shall give a separate declaration to the Audit Committee.

ANNUAL AFFIRMATION FORM

(Directors)

Whistle Blower Policy
Eldeco Housing and Industries Limited

I, _____, hereby confirm that:

1. During the Financial year ended _____, I have not been denied access to the Audit Committee under the "Whistle Blower Policy" for Directors and Employees of the Company (the "Policy").
2. I have been provided protection as a Whistle Blower under the Policy and have not been subjected to any adverse personnel action during the Financial Year ended _____.

Signature:.....

Name:.....Date:.....

Designation:.....Place:.....

Note:

1. *This Form need to be submitted on or before April 30 after the closure of each financial year.*
2. *The Directors who do not assert to both the affirmation shall give a separate declaration to the Audit Committee.*

Appendix A

Contact Details:

Chairman of Audit Committee:

Mr. Anil Tiwari
Eldeco Corporate Chamber—I, 2nd Floor,
Vibhuti Khand (Opp. Mandi Parishad), Gomti Nagar,
Lucknow—226010
aniltewari@eldecousing.co.in

Chairman cum Managing Director :

Mr. Pankaj Bajaj
Eldeco Corporate Chamber—I, 2nd Floor,
Vibhuti Khand (Opp. Mandi Parishad), Gomti Nagar,
Lucknow—226010
md@eldecoproperties.com

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