

VIGIL MECHANISM /WHISTLE BLOWER POLICY OF CMM INFRAPROJECTS LIMITED

I. PREFACE

The Company believes the conduct of its affairs should be in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

In accordance with Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and Its Powers) Rules, 2014 which has come into effect from 1st April 2014, mandated the establishment of vigil mechanism for all the listed companies, as part of the whistle blower policy, for the Directors and Employees of such companies to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. It also provides that a whistle blower mechanism be provided by such company enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

The Policy neither releases Whistle Blowers from their duty of confidentiality in the course of their work, nor is it to be misused to surface a grievance about a personal work-related situation.

The purpose of this policy is to provide a framework to protect employees wishing to raise a concern about serious irregularities within the Company.

II. DEFINITIONS

- 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 Clause 42 of the Listing Agreement for listing on Institutional Trading Platform of SME Exchange with the Stock Exchanges.
- b) **"Employee"** means every employee who is on the payroll of the Company, whether located in or outside India and who is subject to the control and direction of the Company, including regular and contractual employees. Employees will also include the Directors of the Company.
- c) **"Protected Disclosure"** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.
- d) **"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 under this Policy.
- e) **"Whistleblower"** is someone who makes a Protected Disclosure under this Policy.
- f) **"Whistle Officer"** means a person designated under this policy to receive Protected Disclosure(s).

The Company Secretary shall be the Whistle Officer for the purpose of this Policy.

- g) **"Company"** means, **"CMM INFRAPROJECTS LIMITED."**
- h) **"Investigator(s)"** means those persons authorized, appointed, consulted or approached by the Audit Committee, which may include the auditors of the Company and the Police.

III. SCOPE

Whistle Blower/Vigil Mechanism Policy shall be applicable for all employees and to all Directors of the Company. The Policy covers any concerns which are malpractices and events which have taken place/ suspected to have taken place.

IV. GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- a) Ensure that the Whistleblower and/or the person processing the Protected Disclosure is not victimized.
- b) Ensure complete confidentiality of identity of the Whistle Blower.
- c) Not make any attempt to conceal evidence submitted in the Protected Disclosure.
- d) Provide an opportunity of being heard to the persons involved especially to the Subject.
- e) To provide for direct access by the Whistleblower to the Chairman of the Audit Committee in exceptional cases.
- f) Anonymous disclosures made by individuals without identifying themselves will not be given cognizance to. Whistleblowers must put their names to the Protected Disclosures, as follow-up questions and investigation may not be possible unless the source of the information is identified.

V. PROTECTION

It shall be ensured that the Whistle Blower shall be protected from any adverse action which may include but is not limited to termination of employment, demotion, suspension, decision not to promote, unwarranted performance rating, harassment, biased behaviour withholding of salary, imposition of transfer or reassignment, denial of rewards, leave, benefits for which he/she is eligible, or any other significant changes in the job; which may arise out of the him/ her making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

In case of occurrence of any adverse action towards the Whistle Blower, he shall have right to approach to the Chairman of the Audit Committee.

VI. PROTECTED DISCLOSURE

All Protected Disclosures should be addressed to Whistle Officer of the Company. The contact details are as under:

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Whistle officer:

CMM Infraprojects Limited
108, Shalimar Corporate, 8-B South Tukoganj,
Indore (M.P.), INDIA- 452001
E-mail: cmm.kmundra@gmail.com

Protected Disclosure against the Whistle Officer should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman of the Audit Committee are as under:

Chairman of the Audit Committee

*CMM Infraprojects Limited
108, Shalimar Corporate, 8-B South Tukoganj,
Indore (M.P.), INDIA- 452001*

Protected Disclosures should 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 or in Hindi.

The Protected Disclosure may be forwarded by email or by way of a covering letter which shall bear the identity of the Whistle Blower. Anonymous disclosures may not be entertained.

VII. INVESTIGATION

The Audit Committee may at its discretion, consider involving any Investigator(s) for the purpose of investigation. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Investigator(s) appointed by the Audit Committee who will investigate the matter under the authorisation of the Audit Committee.

The decision of the Audit Committee to conduct an investigation, by itself is 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 or unethical act was committed.

The identity of a Subject will be kept confidential to the extent possible keeping in mind the legitimate needs of law and the investigation.

Subjects will normally be informed of the allegations at the outset of a formal investigation and given opportunities for providing their inputs during the investigation. This will be after conclusion of the initial review and findings which prima facie establish a need for a formal investigation.

Subjects shall have a duty to co-operate with the Audit Committee or any of the Investigator(s) during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

Subjects have a right to consult with a person or persons of their choice, other than the Investigator(s) and/or members of the Audit Committee 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.

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.

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.

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.

The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

VIII. INVESTIGATORS

Investigator(s) are required to conduct a process towards fact-finding and analysis.

Investigator(s) shall derive their authority and rights from the Audit Committee when acting within the course and scope of their investigation.

Technical and other resources may be drawn upon as necessary to augment the investigation.

All Investigators shall be independent and unbiased. Investigators will have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.

IX. DECISION

If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall direct the management of the Company to take such disciplinary or corrective action as the Audit Committee deems 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 personnel or staff conduct and disciplinary procedures.

X. REPORTING

The Investigator(s) shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

XI. 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 3 (three) years.

XII. AMENDMENT

The Board of Directors of the Company shall have the authority to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever and the same will be posted on the website of the Company.