

VIGIL MECHANISM POLICY OF REACH PROMOTERS PRIVATE LIMITED

1. PREFACE:

In accordance with Section 177 of the Companies Act, 2013 a private limited company having borrowings from banks and public financial institutions in excess of Rs. 50 crores requires to establish a Vigil Mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has an approved Code of Business Conduct and Ethics for all employees of the Company including Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its 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. This Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism. The Company proposes to establish a Vigil Mechanism and to formulate a policy for the same.

2. POLICY OBJECTIVES:

- I. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil Mechanism provides a channel to the employees and Directors to report to the management their concerns about unethical behavior, actual or suspected fraud or violation of any law, codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors.
- II. 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 allegation against people in authority and / or colleagues in general.

3. SCOPE OF THE POLICY:

The 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 code / rules, manipulation, 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.

4. DEFINITIONS:

- I. **“Alleged wrongful conduct”** shall mean violation of law, Infringement of Company’s code/rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health safety or abuse of authority.
- II. **“Board”** means the Board of Directors of the Company.

- III. **“Company”** means Reach Promoters Pvt. Ltd. and all its offices.
- IV. **“Code”** means Code of Business Conduct and Ethics for employees including Directors and Senior Management Executives adopted by Reach Promoters Private Limited.
- V. **“Employee”** means all the present employees and Directors of the Company (Whether working in India or abroad).
- VI. **“Nominated Director”** means a director of the Company, nominated by the Board to play a role of audit committee for the purpose of vigil mechanism.
- 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. **“Vigilance and Ethics Officer”** means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, take necessary steps for its disposal and informing the Whistle Blower the result thereof.
- X. **“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 Directors and 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:

- I. All Protected Disclosures should be reported in writing by the Complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should be in the prescribed format.
- II. The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as “Protected Disclosure under the Vigil Mechanism Policy”. If the complaint is not superscribed and closed as mentioned above, it will not be possible for the Vigilance and Ethics Officer to protect the Complainant and the protected disclosure will be dealt with as a normal disclosure. In order to protect identity of the Complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the Complainant, and they are advised

neither to write their name / address on the envelope. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the Complainant.

- III. All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Nominated Director in exceptional cases.

The contact details of the Vigilance and Ethics Officer is as under:-

Name: Mrs. Prajnya Shetty

Address:

16 Flr, 1611, 1612, B&C Wing, C/66, G Block,

One Bkc, Opp Bank Of Baroda, Bandra (E),

Mumbai Mumbai City Mh 400051 In.

Email: pshetty@lakeshorein.com

The contact detail of the Nominated Director is as under: -

Name: Mr. Paramjit Singh

Address:

Mall Management Office, Lower Ground Floor,

Airia Mall, Sec 68, Sohna Road, Near Vlg Badshahpur,

Gurugram 122101 HR IN.

Email: pjsingh@reachpro.in

- IV. On receipt of the protected disclosure the Vigilance and Ethics Officer / Nominated Director, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the Complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency and if required, may refer the matter to the Board of the Company for further appropriate investigation and needful action, with necessary record. The record will include:

- Brief facts;
- Whether the same Protected Disclosure was raised previously by anyone on a similar subject and if so, the outcome thereof;
- Details of actions proposed/ taken by Vigilance and Ethics Officer / Nominated Director for processing the complaint;
- Details of the Investigation, including involvement of other officer or outside agency;
- Findings of the Vigilance and Ethics Officer / Nominated Director;
- The recommendation of the Vigilance and Ethics Officer / Nominated Director/ ; and.
- The final disposal of the Protected Disclosure.

7. INVESTIGATION:

- I. All Protected Disclosures under this Policy will be recorded and thoroughly investigated. The Vigilance and Ethics Officer / Nominated Director may investigate and may at its discretion

consider involving any other officer of the Company and / or an outside agency for the purpose of investigation.

- 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. Keeping the identity of the Whistle Blower confidential, 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.
- IV. Subject(s) shall have a duty to co-operate with the Vigilance and Ethics Officer / Nominated Director or investigating agency or any of the officers appointed by it in this regard.
- V. Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / investigating agency and/or Nominated Director.
- VI. 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).
- VII. 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 wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- VIII. Subject(s) have a right to be informed of the outcome of the investigations. 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.
- IX. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Board deems fit.

8. DECISION AND REPORTING:

- I. If an investigation leads the Vigilance and Ethics Officer / Nominated Director to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Nominated Director shall recommend to the Board of the Company to take such disciplinary or corrective action as he 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 personnel or staff conduct and disciplinary procedures.
- II. The Vigilance and Ethics Officer shall submit a report to the Nominated Director, on a regular basis, about all Protected Disclosures referred to him / her since the last report together with the results of investigations, if any.

- III. In case the Subject is the Nominated Director, after examining the Protected Disclosure, the same shall be forwarded to other Board members and the Board shall appropriately and expeditiously investigate the Protected Disclosure.
- IV. 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.
- V. A Complainant who makes repeated false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance and Ethics Officer, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. PROTECTION:

- I. 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 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 initiated by the Company, the Company on its own cost shall arrange for the Whistle Blower to receive advice about the procedure, etc.
- II. 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.
- III. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the Complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the Complainant being disclosed, the Nominated Director is authorized to initiate appropriate action as per 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 summon.
- IV. Provided further that the Complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith and any complaint not made in good faith as assessed as such by the Nominated Director shall be viewed seriously and the Complainant

shall be subject to disciplinary action as per the Code / certified standing orders of the Company.

- V. Without prejudice to the general protection provided under the Code and/ or any specific policy of the Company for the protection of the employees, this Policy does not protect an employee from an unfair treatment, independent of his/ her disclosure of unethical and improper practice etc., unrelated to a disclosure made pursuant to this Policy.

10. 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 period of 8 (eight) years or such other period as specified by any other law in force, whichever is more .

11. ADMINISTRATION AND REVIEW OF THE POLICY:

The Nominated Director shall be responsible for the administration, interpretation, application and review of this Policy. The Nominated Director also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Board.

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 the Employees and Directors unless the same is notified to them in writing.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Date of adoption/revision: February 27,2023

FORM FOR VIGIL MECHANISM

Date:

Name of the Employee / Director (Whistle Blower):

E-mail id of the Employee / Director:

Communication Address:
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Contact No:

Subject matter which is reported :.....

(Name of the Person/event focused at) (Subject):

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Brief about the Concern:

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Evidence (enclosed, if any):

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Signature:

Note: The Whistle Blowing shall be submitted atleast within 30 days of the Occurrence of the Concern / event (or) before Occurrence.