

ALLONE INFRA PRIVATE LIMITED

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

1. INTRODUCTION AND PURPOSE OF POLICY

Pursuant to the provisions of Section 177 of the Companies Act, 2013, every listed company and such class or classes of companies (the companies which accept deposit from public or the companies which have borrowed money from banks and financial institutions in excess of 50 crore rupees), are required to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

As the borrowings made by the company from Banks / Financial Institutions for the Financial Year 2023-24 is in excess of Rs. 50.00 Crores, the provisions of Section 177(9) of the Act read with rule 7 of the Companies (Meetings of Board and its Powers) Rule, 2014 is made applicable to the Company. Further, such vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Vigilance officer.

Pursuant to the provisions of Section 177 (9) and (10) of the Companies Act, 2013 read with rule 7 of the Companies (Meetings of Board and its Powers) Rule, 2014, the Company has set up and adopted the following Vigil Mechanism which lays down the principles and standards governing the management of grievances and concerns of employees and directors of the Company and shall be overseen by the Board of Directors of the Company. The Mechanism as set up herein- below shall enable the employees and directors of the Company to report their genuine concerns or grievances about actual and potential violation of the principles and standards laid down herein. Any actual or potential violation of the ethical principles and governance frameworks of the company including policies, procedures etc., howsoever insignificant or perceived as such is a matter of serious concern for the Company.

2. OBJECTIVE OF THE POLICY

- 2.1 The Company believes in conducting all affairs of its constituents in fair and transparent manner, by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.
- 2.2 The company is committed to developing a culture where it is safe for all employees and Directors to raise concerns about any poor or unacceptable practice and any event of misconduct.
- 2.3 Accordingly, this Vigil Mechanism/ Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees of the Company to approach Vigilance Officer of the Company.

- 2.4 This policy would also help to create an environment where employees/Directors feel free and secure to raise the alarm where they see a problem. It will also ensure that whistle blowers are protected from retribution, whether within or outside the organisation.
- 2.5 The policy is not a route for taking up a grievance about a personal situation.

3. DEFINITIONS

Definitions of some of the key terms used in this mechanism are given below:

- a) Protected disclosure:** Any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.
- b) Whistleblower:** An individual who makes a protected disclosure under this mechanism. This could be an Employee, Director, Vendor, Partner and Consultant, including Auditors and Advocates of company.
- c) Board of Directors:** As defined in The Companies Act, 2013
- d) Nominated Director:** Director nominated by board of directors for the purpose of addressing the complaints / protected disclosures made under Vigil Mechanism
- e) Code of Conduct:** A set of rules outlining the responsibilities of or proper practices applicable to all executives and employees of AIPL.
- f) Vigilance Officer:** means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the nominated director for its disposal and informing the whistleblower the result thereof.
- g) Investigators:** Selected employees or third parties assigned with conducting investigations to ascertain the creditability of such whistleblower complaints.
- h) Subject:** means a person against whom, or in relation to whom a Protected Disclosure is made.
- i) Disciplinary committee:** Committee consisting employees appointed by nominated director to take disciplinary or corrective action against the Subject as per the company's disciplinary procedures.

4. SCOPE

The Whistle Blower scheme / policy is formulated to provide an avenue to the employee and directors of the company to report any unethical, fraudulent behavior, etc. without any fear of any kind of reprimand. The policy intends to provide safeguard to all employees and/or directors if reporting about following information of suspected unethical and improper practices or wrongful conduct that such employee and/or director believes to exist in good faith: a) Manipulation of company data / record b) A substantial and specific danger to public health safety. c) An abuse of authority. d) Leaking confidential or proprietary information. e) Violation of any law or regulations. f) Gross wastage or misappropriation of Company funds / assets. g) Activities violating policies of the company including code of conduct. The above list is only illustrative and should not be considered as exhaustive.

This Policy should neither be used as a grievance reporting procedure, including but not limited to settling personal issues pertaining to compensation, increment, promotion, job location, job profile, immunities, leaves and training or other privileges, nor be resorted to as a means for raising malicious or unfounded allegations against colleagues/seniors.

5. PROTECTION:

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 5 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, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

A Whistle Blower may report any violation of the above clause to Mr. Gursimran Singh, Director of the Company, who shall investigate and report the same to the Managing Director of the Company and also recommend suitable action to the management.

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 Board of Directors are 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 subpoena.

Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules/ certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

6. 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 5 (five) years or such other period as specified by any other law in force, whichever is more.

7. ADMINISTRATION AND REVIEW OF THE POLICY:

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

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.

FORM FOR VIGIL MECHANISM

Date:

Name of the Employee/ Director:.....

E-mail id of the Employee/ Director:.....

Communication Address;.....

Contact No.

Subject matter which is reported.....

(Name of the Person/ event focused at):

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Brief about the Concern:

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Evidence (enclosed, if any)

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Signature:

**Note: The Form shall be submitted at least within 30 days of the Occurrence of the Concern/
event (or) before Occurrence.**