

**SUSHEE**

Constructive Contributions

**VIGIL MECHANISM/WHISTLE-BLOWER POLICY  
Of  
SUSHEE INFRA & MINING LIMITED**

**1. INTRODUCTION:**

- 1.1.** Sushee Infra & Mining Limited (SIML in brief) is committed to conducting business with integrity, including in accordance with all applicable laws and regulations and SIML has an obligation to ensure that there is a procedure in place to enable the reporting of instances of unethical behavior, actual or suspected, fraud or violation of the applicable laws and regulations in the organization.
- 1.2.** Section 177 of the Companies Act, 2013 requires SIML to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Any actual or potential instances of unethical behavior, actual or suspected, fraud or violation of the applicable laws and regulations, howsoever insignificant or perceived as such, is a matter of serious concern for the Company and should be brought to the attention of the concerned.
- 1.3.** A vigil mechanism shall provide for adequate safeguards against victimization of persons who can also use such mechanism for reporting genuine concerns including above. It also makes provision for direct access to the chairman of the Audit Committee in appropriate or exceptional cases.
- 1.4.** Under these circumstances, the Company, being an Unlisted Public Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

**2. SCOPE, EXCLUSION AND APPLICABILITY:**

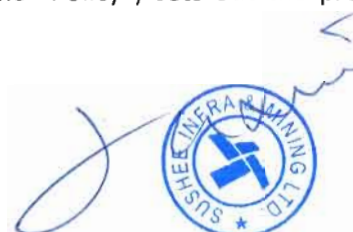
- 2.1.** The Policy covers malpractices and events which have taken place/ suspected to take place involving:
- 2.1.1.** Abuse of authority
  - 2.1.2.** Breach of contract
  - 2.1.3.** Negligence causing substantial and specific danger to public health and safety
  - 2.1.4.** Manipulation of company data/records
  - 2.1.5.** Financial irregularities, including fraud, or suspected fraud
  - 2.1.6.** Criminal offence
  - 2.1.7.** Pilferation of confidential/propriety information
  - 2.1.8.** Deliberate violation of law/regulation
  - 2.1.9.** Wastage/misappropriation of company funds/assets
  - 2.1.10.** Instances of unethical behavior, actual or suspected,
  - 2.1.11.** Fraud or violation of the applicable laws and regulations Breach of employee Code of Conduct or Rules
- 2.2.** This Vigil Mechanism and Whistle-blower Policy (the "Policy") sets out the procedure to be followed when making a disclosure.

**Sushee Infra & Mining Ltd.,** ISO 9001 : 2008 Certified

CIN : U10300TG1986PLC007057 (Formerly Sushee Infra Pvt. Ltd.)

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Highways

Tunnels

Page 1 of 4

Irrigation

Mining



2.3. This Policy applies to all Employees, regardless of their location. Violations will result in appropriate disciplinary action. Please familiarize yourself with this Policy.

### 3. TERMS AND REFERENCES:

In this Policy, the following terms shall have the following meanings:

- 3.1. **“Audit Committee”** means the committee constituted by SIML in accordance with Section 177 of the Companies Act, 2013, which has responsibility for supervising the development and implementation of this Policy.
- 3.2. **“Board”** means the Board of Directors of the SIML.
- 3.3. **“Employee”** means any employee or director of SIML.
- 3.4. **“Protected Disclosure”** means the disclosure of a Reportable Matter in accordance with this Policy.
- 3.5. **“Reportable matters”** shall mean malpractices and events specified in Scope above and shall not cover complaints concerning personal grievances, such as professional development issues or Employee compensation etc.
- 3.6. **“Whistle-blower”** means any Employee who makes a Protected Disclosure under this Policy.

### 4. POLICY:

#### 4.1. Responsibility to Report:

- 4.1.1. Protected Disclosures are to be made whenever an employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism described below.
- 4.1.2. The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

#### 4.2. Reporting Mechanism

- 4.2.1. SIML has authorized the Audit Committee to process and investigate Protected Disclosures. The Audit Committee operates under the supervision of the Audit Committee Chairman. Protected Disclosures are to be made to the Audit Committee in the prescribed format as follows:

4.2.1.1. by email to [info@susheefra.com](mailto:info@susheefra.com)





- 4.2.1.2.** by **letter** addressed to the Chairman of the Audit Committee, marked "Private and Confidential", and delivered to the Chairman of the Audit Committee at Sushee Infra & Mining Limited, Plot No. 246/A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad, Telangana-500034.
- 4.2.2.** To enable the proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter.
- 4.2.3.** To the extent possible, the following information should be provided:
- 4.2.3.1.** the nature of the Reportable Matter;
  - 4.2.3.2.** the names of the Employees to which the Reportable Matter relates;
  - 4.2.3.3.** the relevant factual background, circumstances and timing of the violation concerning the Reportable Matter; and
  - 4.2.3.4.** the basis for the Protected Disclosure (for example, where knowledge of the alleged violation is based upon documents in the Whistle-blower's possession or control, please provide a copy of the pertinent documents).
- 4.2.4.** To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy. If a Whistle-blower does not provide his or her name and contact details when making a Protected Disclosure, SIML's ability to investigate the subject-matter of the Protected Disclosure may be limited by its inability to contact the Whistle-blower to obtain further information.
- 4.2.5.** All Protected Disclosures are taken seriously and will be promptly investigated by SIML in accordance with the policy.

#### **4.3. Protection of Whistle-Blowers:**

- 4.3.1.** If a Whistle-blower does provide his or her name when making a Protected Disclosure, SIML will treat as confidential the identity of the Whistle-Blower and the fact that a Protected Disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.
- 4.3.2.** A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. SIML prohibits its Employees from engaging in retaliation or intimidation that is directed against a Whistle-blower. Employees who engage in retaliation or intimidation in violation of this Policy will be subject to disciplinary action, which may include dismissal.





**4.3.3.** However, if a Whistle-blower has been found to have made a deliberately false Protected Disclosure, that Whistle-blower may be subject to disciplinary action, which may include dismissal.

#### **4.4. Role of the Audit Committee**

**4.4.1.** The Audit Committee is responsible for supervising the development and implementation of this Policy. The Audit Committee shall periodically review the Policy to consider whether amendments are necessary, and, if so, it shall communicate any such amendments to all Employees as soon as possible.

**4.4.2.** The Audit Committee shall prepare reports concerning the investigation and resolution of Protected Disclosures made pursuant to the Policy on a quarterly basis. In addition, the Audit Committee shall have responsibility for coordinating the investigation of any serious Protected Disclosures concerning the alleged violation of laws or regulations that apply to SIML.

#### **5. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:**

**5.1.** The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

#### **6. COMMUNICATION:**

**6.1.** A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

#### **7. ADMINISTRATION AND REVIEW OF THE POLICY:**

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

#### **8. AMENDMENT:**

**8.1.** 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.

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