

Vigil Mechanism/ Whistle Blower Policy
CMR Green Technologies Limited

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1. Preamble

CMR GREEN TECHNOLOGIES LIMITED (“Company”) believes in the conduct of the affairs of its constituents in a fair and transparent manner and in accordance with all the applicable laws and regulations of the Companies Act, 2013 and other applicable statutory provisions by adoption of highest standards of professionalism, honesty, integrity, and ethical behavior. Company is committed to conduct its business with integrity and in compliance with the laws of the land and the Company’s Code of Conduct (“Code”). Any actual or potential violation of the Code of Conduct, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of directors and employees in pointing out such violations of the Code of Conduct cannot be undermined. Employees are required to report actual or suspected violations of the applicable laws and regulation and the code of conduct and Board of Directors of the Company have an obligation to ensure that there is a procedure in place to enable the reporting of such violations.

2. Purpose of Policy

Whistleblower Policy (the “Policy”) provides a framework to promote responsible and secure whistle blowing within the organization by the Internal or the External persons.

This Policy:

- a. provides guidance and a procedural framework to directors, employees, customers, vendors and/or third-party intermediaries wishing to raise a concern about irregularities and/or frauds and any other wrongful conduct within the Company without fear of reprisal, discrimination, or adverse employment consequences.
- b. is also intended to enable the Company to address such disclosures or complaints by taking appropriate action, including, but not limited to disciplinary action that could include terminating the employment and/or services of those responsible and includes filing of legal case.
- c. it is a dynamic source of information about what may be going wrong at various levels within the Company, and which will help the Company in realigning the processes and take corrective actions as part of good governance practice.

The Company will not tolerate any retaliation against any employee, customer, vendor and/or third-party intermediary for reporting in good faith, any enquiry or concern.

The policy neither releases employees, customers, vendors and/or third-party intermediaries from their duty of confidentiality in the course of their work, nor it is a route for taking up personal grievances.

Section 177 (9) of the Companies Act, 2013 mandates the following classes of companies to constitute a vigil mechanism.

- Every listed company.
- Every other company which accepts deposits from the public;
- Every company which have borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Further, Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 requires a listed entity to formulate a vigil mechanism/ whistle Blower Policy for directors and employees to report genuine concerns.

The vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avails the mechanism and also provide for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

3. Objective

This Policy has been formulated with a view to provide a mechanism for Directors and employees of the Company to approach the Chairman of the Audit Committee of the Company.

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

4. Definitions

- a. **“Code”** means the Code of Conduct for Directors and Senior Management Personnel of the Company adopted by the Board of the Company and as may be revised from time to time and Company’s Code of Conduct for employees as may be revised from time to time.
- b. **“CMR Group”** means any subsidiary or associate entity of the Company.
- c. **“Directors”** means the Board of Directors of the Company.
- d. **“Employee”** shall mean all individuals on full-time or part-time employment with the Company, with permanent, probationary, trainee, retainer, temporary or contractual appointment and also includes the Board of Directors of the Company.
- e. **“Investigator”** means those persons authorized, appointed, consulted or approached by the Audit Committee to investigate the reported matter;
- f. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence genuine concern or unethical or improper activity or leak/ suspected leak of Unpublished Price Sensitive Information in violation of the Code of Conduct for Prevention of Insider Trading (PIT Code).
- g. **“Reportable Matter” or “Alleged Misconduct”** means unethical behavior, actual or suspected fraud, and violation of law, breach of Company’s Code of Conduct, Company Policies and Guidelines.
- h. **“Subject”** means, a person who is, the focus of investigative fact finding either by virtue of Protected Disclosure made or evidence gathered during the course of an investigation.
- i. **“Stakeholders”** means and includes vendors, suppliers, service providers, lenders, customers, business associates, trainee and others with whom the Company has any financial or commercial dealings.
- j. **“Unpublished Price Sensitive Information” (“UPSI”)** means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of Securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following:
 - financial results;
 - dividends;
 - change in capital structure;
 - mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and

- changes in key managerial personnel.
 - Any other matter as may be prescribed by the Board or Managing Director and Chief Financial Officer in consultation with the Compliance Officer of the Company
- k. **“Whistleblower”** means any employee or Director of the Company or the stakeholders having business relationship, making a protected disclosure/Complaint. It includes evidence of an unethical activity or any conduct that may constitute breach of the Company’s Code of Conduct or Group Values. This whistleblower has come to the decision to make a disclosure or express a genuine concern /grievance/allegation, after a lot of thought.

5. Applicability

- a. This policy is applicable to all employees and Directors of CMR and its group companies.
- b. This policy is equally applicable to Third parties to report a concern related to a potential violation of the Company Code of Conduct.

6. Scope and Exclusions

The Policy sets out the procedure to be followed when a whistle-blower makes a disclosure. This Policy applies to all Employees, regardless of their location and designation. Violations by any employee will result in appropriate disciplinary action. The Employees are required to familiarize themselves with this Policy, and seek advice from their head whenever required. Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators. The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

- a. Corruption
- b. Frauds
- c. Misuse/ abuse of official position,
- d. Manipulation of data/ documents,
- e. Illegal, Immoral or Unethical behavior
- f. Any other act which affects the interest of the Company adversely and has the potential to cause financial or reputational loss to the Company/Promoters or to the Board of the Company.

A Whistleblower can complain about the following issues under this policy. The list of issues classified under “Reportable Matter” or “Alleged Misconduct” is indicative and is not all inclusive.

7. Reportable Matter or Alleged Misconduct

- a. Forgery, falsification or alteration of documents.
- b. Unauthorized alteration or manipulation of computer files/data.
- c. Fraudulent reporting, willful material misrepresentation.
- d. Pursuit of benefit or advantage to himself/herself or anyone in violation of the Company’s policies.
- e. Misappropriation/misuse of Company's resources viz; funds, supplies, vehicles or other assets.

- f. Authorizing/receiving compensation/any benefits for goods not received/ services not performed.
- g. Improper use of authority for personal gains.
- h. Unauthorized Release of Proprietary Information.
- i. Financial irregularities, including fraud, or suspected fraud.
- j. Breach of contract.
- k. Theft of Cash, Theft of Goods/Services.
- l. Unauthorized Discounts.
- m. Breach of Company's Code of Conduct
- n. Criminal Activity against the Company
- o. Giving and/ or accepting, bribes, expensive gifts, directly or indirectly from business connections including clients, vendors/Suppliers and Contractors in contravention of Code of Conduct policy.
- p. Deliberate violation of law/regulation which cause the impact on the Company.
- q. Any other unethical, biased, favored or imprudent action.

8. Concerns not Covered under this Policy

The following types of complaints will ordinarily not be considered and taken up:

- a. Complaints that are Illegible, if handwritten or without identity
- b. Complaints that are Trivial or frivolous in nature
- c. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body
- d. Any matter that is very old (more than 8 years) from the date on which the act constituting violation, is alleged to have been committed
- e. Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc.), operational efficiencies and any customer/product related grievance.
- f. Financial decisions by the Company.

9. Dealing with anonymity

A whistleblower may choose to keep his/her identity anonymous. In such cases, the complaint should be accompanied with strong evidence and data.

10. Responsibilities and Procedure of Reporting

Whenever any whistle Blower becomes aware about any reportable matter conducted/ to be conducted in the Company, he/she should make a disclosure (in enclosed Annexure-I). Whistle Blower can reach directly or by writing an email to the **Chairman** of the **Audit Committee** at **email id: complianceofficer@cmr.co.in** with the subject "**Protected disclosure under the Vigil Mechanism/Whistle Blower Policy**" or by letter addressed to the Chairman of the Audit Committee at the **registered office address** of the Company, in a closed and secured envelope and super scribed as "**Protected Disclosure under the Policy**."

All protected Disclosures should be reported in writing and in duplicate by the whistle blower 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 either be typed or written in legible handwriting in English/Hindi.

It is the duty of the whistle blower to make a complete and proper disclosure to enable the company to conduct a proper investigation.

11. Decisions and Reporting

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit. 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. A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.

12. Protection of Whistle Blower

If a Whistleblower raises concern under this policy, he/she will not be under any risk of suffering from any retaliation. The Company is committed to protect the whistleblower from any form of retaliation or adverse action due to disclosure by them. Whistleblower will not be under risk of losing his/her job or suffer loss in manner like transfer, demotion and refusal of promotion.

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

Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

The protection shall be given provided that:

- a. The disclosure is made in the good faith.
- b. Whistleblower believes that information and allegations contained in it are substantially true.
- c. Whistleblower is not acting for personal gain.
- d. Whistleblower shall not use its right for any personal revenge.
- e. The alleged action or non-action constitutes a genuine and serious breach of what is laid down in the Group Values and/or Company's Code of Conduct.

13. Reporting in good faith

Every Whistle Blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate facts/data to substantiate the complaint and not complain merely on hearsay or rumor. This also means that no action should be taken against the whistleblower, if the complaint was made in good faith, but no misconduct was confirmed on subsequent investigation.

However, if a complaint, after an investigation proves to be frivolous, malicious or made with ulterior intent/motive, appropriate disciplinary or legal action against the concerned whistleblower can be taken.

Employees may raise "Reportable Matter" or "Alleged Misconduct" within **30 days** after becoming aware of the same.

14. Role of Audit Committee

Audit Committee must ensure that this policy is implemented in the Company in its true spirit. Audit Committee shall periodically review the policy and its implementation and in case of any amendment in the policy, must ensure such change/amendment in the policy.

15. Document Retention

All documents related to reporting, investigation, and enforcement pursuant to this Policy shall be kept in accordance with the Company's preservation of document Policy and applicable law.

16. Confidentiality

All complaints will be treated in a confidential and sensitive manner. In specific cases where the criticality and necessity of disclosing the identity of the whistleblower is important, it may be disclosed, on a 'need-to-know-basis', during the investigation process and only with the prior approval of the whistleblower.

17. Amendment

This Policy can be modified at any time by the Board of Directors of the Company.

Annexure 1 - Template for Reporting Violation

To: Audit Committee: _____

Please select the applicable incident type(s) from the list below that best describes the issue(s) you are reporting. Please note that multiple issues can be selected

- 1. Misappropriation of company assets or resources
- 2. Conflict of interest
- 3. Inappropriate sharing of confidential information
- 4. Financial fraud of any nature
- 5. Non-adherence to safety guidelines
- 6. Inaccurate financial reporting
- 7. Bribery & Corruption
- 8. Insider trading including instances of leak or suspected leak of Unpublished Price Sensitive Information (UPSI)
- 9. Other forms of Harassment – Victimization, Bullying, Discrimination etc.
- 10. Social Media Usage
- 11. Misuse of authority
- 12. Environment, health and safety
- 13. Concurrent employment
- 14. Others _____

Please provide name, designation and department of the person(s) involved?

	Name	Department	Designation
Individual 1			
Individual 2			
Individual 3			
Individual 4			

When did the incident occur? (Please provide tentative date if you do not know the exact date)

Please confirm the location of the incident

How did you find out about this incident?

How long has this been occurring for?

- **Less than a month**
- **1-6 months**
- **6-12 months**
- **Greater than 12 months**

Please provide a detailed description of the incident. To enable your company to act on your complaint, you are requested to provide specific information. Where possible, please include names, location, date, time etc. Please note that this field is limited to 5,000 characters.

Do you have any evidence in support of your allegations?

- **Yes**
- **No**

Is anyone else aware of this incident?

- **Yes**
- **No**

Is there any additional information that would facilitate the investigation of this matter?

- **Yes**
- **No**

Have you reported this incident to anyone in the company?

- **Yes**
- **No**

Date:

Location:

Name of the Person reporting (optional):

Contact Information (incl email, optional):
