



Manglam Build-Developers Limited

Vigil Mechanism

Amended on 14.05.2018

Preamble

According to Section 177 (9) of the Companies Act, 2013 and rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

In compliance of the above requirements, Manglam Build-Developers Ltd, (Manglam), has established a Vigil Mechanism and formulated a Policy in order to provide a framework for responsible and secure vigil mechanism.

Purpose

Manglam intends that its officers and employees observe high standard of business, professional and personal ethics in conduct of their duties and responsibilities. As employees and representatives of the Company, they must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

This policy is formulated to provide mechanism to employees to access the Vigil Mechanism of the Company and to disclose unethical and improper practices or any other alleged wrongful conduct in the Company and to prohibit managerial personnel from taking any adverse personnel action against such employees.

Applicability

This policy applies to all employees of Manglam.

Scope

The Policy intends to cover following information on suspected unethical and improper practices or any other alleged wrongful conduct which employees in good faith believes to exist:

1. Violation of any law or regulations, including but not limited to corruption, bribery, theft, fraud, coercion and willful omission.
2. Pass back of Commission / benefit or conflict of interest.

3. Procurement frauds.
4. Mismanagement, Gross wastage or misappropriation of company funds / assets.
5. Manipulation of Company data / records.
6. Stealing cash / company assets; leaking confidential or proprietary information.
7. Unofficial use of Company's material / human assets.
8. Activities violating Company policies including Code of Conduct.
9. A substantial and specific danger to public health and safety.
10. An abuse of authority.
11. An act of discrimination (religion, caste, race, gender or language) or sexual harassment.

The above list is only illustrative and should not be considered as exhaustive.

Chief Vigilance Officer:

Chairman of Audit Committee
Manglam Build-Developers Ltd.
6th Floor, Apex Mall, Lal Kothi, Tonk Road, Jaipur (Raj.)
Email- mohit@manglamgroup.com

Procedure

Reporting of allegations of suspected unethical activities are encouraged to be made in writing in '**Form A**' Annexed to this Policy so as to assure a clear understanding of the issues. Such reports should be factual rather than speculative and must contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures.

- a. Any employee who sees or observes any unethical and improper practices or alleged wrongful conduct shall make a written complaint in '**Form A**' annexed to this Policy to the Chief Vigilance Officer as soon as possible but not later than 30 consecutive calendar days after becoming aware of the same and shall furnish as much details and evidence as possible.
- b. The employees also have the right to directly approach the Audit Committee in this regard.
- c. The Chief Vigilance Officer upon receipt of a written complaint shall inform the Audit Committee within a period of 2 working days.

- d. The Chief Vigilance Officer and the members of the Audit Committee are entrusted with various functions under this Policy including receipt of disclosures and investigation of matters.
- e. The Chief Vigilance Officer and the members of the Audit Committee may when he/it deems fit, ask appropriate interested parties in particular and ask such of the employees of the Company, as it considers appropriate to be present during the investigation.
- f. The Chief Vigilance Officer/Audit Committee shall appropriately and expeditiously investigate all complaints received.
- g. The Chief Vigilance Officer/Audit Committee shall have right to call for any information/document and examination of any employee of the Company or other person(s) as it may deem appropriate for the purpose of conducting investigation under this policy.
- h. The Chief Vigilance Officer, after proper scrutiny, will ascertain the correctness and trueness of the complaint and shall recommend necessary corrective as well as preventive measures to the Audit Committee as follows :-
 - i) Closing the complaint if wrongful conduct remains largely unsubstantiated.
 - ii) If the complaint is found correct on investigation, disciplinary action against concerned persons be suggested.
 - iii) To overcome system weakness/making it more stringent, recommending installation of other policies, codes or procedures.

After considering the report, the Audit Committee shall determine the cause of action and may order for remedies which may inter alia include:

- a) Revision of the policies and procedures of the Company to reduce the risk of reoccurrence.
- b) Suggest action against concerned persons.

The Chief Vigilance Officer, on the basis of the recommendation of the Audit Committee, shall take appropriate action immediately.

Protection

No discrimination, harassment, victimization or any other unfair employment practice like retaliation, threat or intimidation of termination /suspension of

service, disciplinary action, transfer, demotion, refusal of promotion, or the like will be adopted against the complainant(s).

Anonymous Allegations

This policy requires individuals making a complaint to furnish their details. Concerns expressed anonymously will not be usually investigated but subject to the seriousness of the issue raised, the Chief Vigilance Officer / Audit Committee may initiate an investigation.

Confidentiality

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

Untrue / Malicious / Vexatious Allegations

If an individual makes an allegation, which is not confirmed by subsequent investigation and the investigation shows that an individual has made malicious or vexatious allegations for personal leverage, and particularly if he or she persists with making them, the Chief Vigilance Officer / Audit Committee may recommend taking of disciplinary action against the individual concerned.

Communication

All departmental heads are required to notify and communicate the existence and contents of this policy to the employees of their department. The new employees shall be informed about the policy by the HR department.

The Departmental Heads shall inform the Chief Vigilance Officer on a quarterly basis any issues falling within the scope of this Policy and if no issues have been raised, submit a confirmation to this effect to the Chief Vigilance Officer of the Company.

The Audit Committee, after proper scrutiny, will ascertain the correctness and trueness of the complaint and shall recommend necessary corrective as well as preventive measures for the said complaint as follows:-

- i) Closing the complaint if wrongful conduct remains largely unsubstantiated.

- ii) If the complaint found correct on investigation, disciplinary action against concerned persons be suggested.
- iii) To overcome system weakness/making it more stringent recommending installation of other policies, codes or procedures.

This policy as amended from time to time shall be made available on the intranet and the website of the Company.

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.

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 Directors and employees unless the same is not communicated in the manner described as above.



Manglam Build-Developers Limited

Form A

Format of Reporting

Employee Name	
Designation	
Department & Site	

Brief particulars of an event falling under the preview of the Vigil Mechanism (insert additional sheet(s) if required)	
Names of the employees responsible for the act	1. 2. 3.
Whether documentary evidence is available	YES/NO

I hereby declare that I have read and understood the Vigil Mechanism Policy applicable in Manglam Build-Developers Limited and further declare that the facts stated above are true. I agree to produce the necessary documentary evidence to support the issue raised by me during the course of the investigation.

Name	
Signature	
Date	
Place	