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## SECOND VIVEKANANDA BRIDGE TOLLWAY COMPANY PRIVATE LIMITED

### VIGIL MECHANISM / WHISTLE BLOWER POLICY

1. **PREFACE:** Section 177(9) of the Companies Act, 2013 read with Rule 7 of The Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism –

- i. Every listed company;
- ii. Every other company which accepts deposits from the public; and
- iii. Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 Crores.

Considering the applicability of Section 177(9) of the Companies Act, 2013 the Company has formulated the Vigil Mechanism in compliance thereto.

In compliance of the above requirements a Vigil Mechanism has been established for the directors, employees and vendors of the Company to report genuine concerns in such manner as may be prescribed.

This policy will be posted on the Company's website at [www.svbtc.in](http://www.svbtc.in)

2. **OBJECTIVE:** The objective is to provide a framework to promote responsible and secure Vigil Mechanism, in good faith. The Vigil Mechanism will play a very important role as an internal control measure and will help the Company to identify and take appropriate action against any fraud/suspected fraud/misappropriation/ abuse of position or any other unusual happening/incidents.

### 3. DEFINITIONS:

“**Protected Disclosure**” a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity. Protected Disclosure should be factual and not speculative in nature.

“**Vigilance Officer**” means an officer of the Company nominated by the Competent Authority to conduct detailed investigation under this policy and to receive protected disclosure from Whistle Blowers, maintain record thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the results thereof.

“**Whistle Blower**” is a person who makes a Protected Disclosure under this Policy.

“**Company**” means Second Vivekananda Bridge Tollway Company Private Limited.

“**Policy**” means the Vigil Mechanism.



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4. **ELIGIBILITY:** The policy is applicable to the Directors, Employees of the Company and the vendors dealing with Company.
5. **SCOPE:** The Policy covers disclosure of any unethical and improper or malpractices and events which have taken place/suspected to take place involving:
  - a. Breach of Business Integrity and Ethics\*
  - b. Breach of terms and conditions of employment and rules thereof
  - c. Intentional Financial irregularities, including fraud, or suspected fraud
  - d. Deliberate violation of laws/regulations
  - e. Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment
  - f. Manipulation of company data/records
  - g. Pilferation of confidential/propriety information
  - h. Gross Wastage/misappropriation of Company funds/assets
  - i. Sexual harassment

Policy should not be used as a route for raising malicious or unfounded allegations against colleagues/anyone.

6. **DISCLOSURE:** A Director or an Employee or vendor who observes or notices any genuine concerns or grievances concerning unethical and improper practice or wrongful conduct in the Company may report the same to the Vigilance Officer or to the Chairman of Audit & Risk Committee in writing.
7. **PROCEDURE:** A Director or an Employee or vendor who observes or notices any genuine concerns or grievances concerning unethical and improper practice or wrongful conduct shall make a disclosure to the Vigil Officer or to the Chairman of Audit & Risk Committee in exceptional cases, as soon as possible after he/she becomes aware of the same so as to ensure clear understanding of the issues raised. Protected Disclosure against the Vigilance Officer should be addressed to Chairman of Audit & Risk Committee

The contact details of the Vigilance Officer and Chairman of Audit & Risk Committee are as under:-

*Name & Address of Vigilance Officer-*

**Mr. Lala K. K. Roy**  
Infinity Building, 8<sup>th</sup> Floor  
Block-GP, Sector- V,  
Salt Lake Electronics Complex  
Kolkata-700 091  
Email: [lkroy@svbtc.in](mailto:lkroy@svbtc.in)



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*Name & Address of Chairman of the Audit & Risk Committee-*

**Mr. Brijeshwar Singh**

Infinity Building, 8<sup>th</sup> Floor

Block-GP, Sector-V,

Salt Lake Electronics Complex

Kolkata-700 091

Email: [brijeshwarsingh@svbtc.in](mailto:brijeshwarsingh@svbtc.in)

All the protected disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other officer of the Company before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the Whistle Blower and its discretion, consider involving any other/additional officer of the Company for the purpose of the investigation or may appoint any external agency to assist in investigation.

- 8. DECISION AND REPORTING:** If an investigation leads to conclusion that an unethical or improper act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary and corrective action as it may deem fit.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before Audit Committee. The internal auditors may be requested to place a report on the same.

Whistle Blower shall desist from making knowingly false/malicious allegations of unethical and improper practices. Malicious allegations will attract disciplinary action.

- 9. CONFIDENTIALITY:** Everybody involved in the process shall maintain complete confidentiality of the matter and discuss only to extent with the persons required for the purpose of completing the investigation and keep the papers in safe custody.

- 10. PROTECTION:** No one shall harass or otherwise victimize any whistle blower for the act of whistle blowing due to a genuine concern. The Company will take steps to minimize difficulties, which the whistle blower may experience as a result of making protected disclosure. The Company will initiate strict actions against the employees or Directors who indulge in discrimination, harassment, victimization or any other unfair practice against Whistle blower, if proven.



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**11. DISQUALIFICATION:** While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to punishment.

**12. COMMUNICATION:** Directors and Employees shall be informed of the policy by publishing on the notice board and website of the Company.

**13. 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 minimum period of eight years or as required by Companies Act, 2013

**14. ADMINISTRATION AND REVIEW OF POLICY:** 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 & Risk Committee.

**15. 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 communicated to them.

**\* Breach of Business Integrity & Ethics refers to –**

- Deal fairly with the Company vendors, suppliers, agents or other representative. Never manipulate, or conceal any information, misrepresent material facts or engage in any other unfair practice.
- Never build a business relationship as an incentive for improper conduct.
- To ensure that the Company is committed to vigorous and fair competition.
- Show care for Company's assets and reputation. Only speak with or provide information about company operations to outside parties, if authorised to do so.

**By the order of the Board**

Sd/-

**Prof. S. S. Chakraborty**  
**Chairman**