

EXPERION DEVELOPERS PVT LIMITED

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VIGIL MECHANISM POLICY**1.0 OBJECTIVE**

As a conscious and vigilant organization, Experion believes in the conduct of the affairs of the company in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.

In its endeavor to provide its directors and employees a secure and a fearless working environment, Experion has established "Vigil Mechanism Policy" for ensuring an adequate and fair vigil mechanism.

The purpose of the policy is to allow directors and employees to report any instance of unethical behavior, actual or suspected fraud and violation of the Company's code of conduct or any genuine concern or grievance to the Chief Vigilance & Ethics Officer. The Policy has been approved by the Board of Directors in its meeting held on April 04, 2018 which was amended from time to time.

In the event Mr. Suneet Puri or the complainant finds it to be a clash of interest for any report(s) to be brought to the notice of the Chief Vigilance & Ethics Officer, the same may be directed to Mr. Basavaraddi Krishnaraddi Malagi, Whole Time Director of the Company, for whom this policy would be applicable as with Mr. Suneet Puri.

The framework of the policy strives to foster responsible and secure issue reporting.

2.0 SCOPE & ELIGIBILITY

Pursuant to Section 177 of the Companies Act, 2013 ("Act") read with Companies (Meetings of Board and its Powers) Rules, 2014, every listed company or Companies which accept deposits from the public or the Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees, shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances. In accordance with such provision of the Act, the Company has established Vigil Mechanism.

The policy is applicable to all directors and employees of Experion Developers Private Limited (hereinafter referred to as "Company"). For the purpose of this policy, all employees on rolls (either on probation or confirmed) individuals will be referred to as "employees".

3.0 DEFINITIONS & ABBREVIATIONS

- 3.1** "Disciplinary Action" means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to reprimanding or any such action as is deemed to be fit considering the gravity of the matter.
- 3.2** "Protected Disclosure" means a concern raised by a written communication made in good faith that report any instance of unethical behavior, actual or suspected fraud, violation of the Company's code of conduct or any genuine concern or grievance.

- 3.3** “Subject” means a person / matter / process / policy against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 3.4** “Whistle Blower” is any director or employee of the company who makes a Protected Disclosure under this Policy.
- 3.5** “Committee” means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.
- 3.6** “Chief Vigilance & Ethics Officer” will be a person for the purpose of receiving all complaints under this Policy and ensuring appropriate action. In the first instance, the Board of Directors shall appoint this Chief Vigilance & Ethics Officer. The Board of Directors shall have the authority to change the Chief Vigilance & Ethics Officer from time to time. The Company also reserves the right to nominate an alternate person to receive complaints in the event that the nominated Chief Vigilance & Ethics Officer or the complainant feels there is a clash of interest.

4.0 POLICY DETAILS

The Policy covers practices and events which have taken place/ suspected to take place involving:

- a. Abuse of authority and an act of discrimination or sexual harassment
- b. Breach of contract
- c. Negligence causing substantial and specific danger to public health and safety
- d. Manipulation of Company data/records
- e. Financial irregularities, including fraud, or suspected fraud
- f. Criminal offence
- g. Pilferation of confidential/propriety information
- h. Deliberate violation of law/regulation
- i. Wastage/misappropriation of company funds/assets
- j. Breach of employee Code of Conduct
- k. Deficiencies in or non-compliance with the company’s internal accounting controls
- l. Any other unethical, biased, favored, imprudent event or genuine concern or grievances

The policy should not be used as a route for raising malicious or unfounded or frivolous allegations against colleagues. Employees who make complaints with malafide intentions will be subject to strict disciplinary action.

5.0 SECRECY/CONFIDENTIALITY

The Whistle Blower, the Subject and everyone involved in the process shall:

- a. Maintain complete confidentiality/ secrecy of the matter
- b. Not discuss the matter in any informal/social gatherings/ meetings
- c. Discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. Not keep the papers unattended anywhere at any time
- e. Keep the electronic mails/files under password

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

6.0. GRIEVANCE REDRESSAL PROCEDURE

The grievance redressal mechanism is as follows:

RAISING A CONCERN

- 6.1 Employees can make a Protected Disclosure to Mr. Suneet Puri, the Chief Vigilance & Ethics Officer in writing, as soon as possible, with his/her observations/concrete facts and related evidences. In exceptional cases, the Whistle Blower can directly meet the Chief Vigilance & Ethics Officer. In the event Mr. Suneet Puri or the complainant finds it to be a clash of interest for any report(s) to be brought to the notice of the Chief Vigilance & Ethics Officer, the same may be directed to Mr. Basavaraddi Krishnaraddi Malagi.

The details of Mr. Suneet Puri and Mr. Basavaraddi Krishnaraddi Malagi are:

Mr. Suneet Puri
Chief Vigilance & Ethics Officer
Experion Developers Private Limited
8th Floor, Wing B, Milestone Experion Center, Sector 15, Gurugram, Haryana-122001
Mail id : cveo@experion.net.in

Mr. Basavaraddi Krishnaraddi Malagi
Experion Developers Private Limited
8th Floor, Wing B, Milestone Experion Center, Sector 15, Gurugram, Haryana-122001
Mail id : Vigilance@experion.net.in

- 6.2 The Whistle Blower must disclose his/her name. Concerns expressed anonymously will also be considered provided Protected Disclosure is unambiguous and substantiated.
- 6.3 This Policy is not intended to cover career related or other personal grievances.

INVESTIGATION & REPORTING

- 6.3 On receipt of the complaint, the Chief Vigilance & Ethics Officer shall make initial enquiries regarding the matter. If initial enquiries by the Chief Vigilance & Ethics Officer indicate that the concern has no basis, or it is not a matter to be investigated further under this Policy, it may be dismissed at this stage and the decision is documented.
- 6.4 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Chief Vigilance & Ethics Officer alone, or by a Committee nominated by the Chief Vigilance & Ethics Officer for this purpose. The investigation shall be conducted in a fair manner, as a neutral fact- finding process and without presumption of guilt. A person against or in relation to whom a complaint is made or evidence gathered during the course of investigation should be given an opportunity of being heard. A written report of the findings shall be made.
- 6.5 The name of the Whistle Blower shall not be disclosed to the Committee or any other person.
- 6.6 The Chief Vigilance & Ethics Officer/Committee shall:

6.6.1 Make a detailed written record of the Protected Disclosure. The record will include:

- a) Facts of the matter
- b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- c) Whether any Protected Disclosure was raised previously against the same Subject;

- d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
- e) Findings of Chief Vigilance & Ethics Officer/Committee;
- f) The recommendations of the Chief Vigilance & Ethics Officer/Committee on disciplinary/ other action/(s).

6.1.2 The Committee shall finalize and submit the report to the Chief Vigilance & Ethics Officer within 15 days of being nominated/appointed.

6.7 On submission of report, the Committee shall discuss the matter with the Chief Vigilance & Ethics Officer

OUTCOMES

If the investigation reveals that the Protected Disclosure is valid, the Chief Vigilance & Ethics Officer may report the matter (along with his / her recommendation) to the Board of Directors who shall take such preventive / curative measures as they think appropriate and prudent ;

- a. In case the Protected Disclosure is inconclusive i.e. the complaint cannot be proved due to lack of evidence; the Chief Vigilance & Ethics Officer may nevertheless take actions on a case to case basis as he may think appropriate and prudent.
- b. If the complaint is found to be false or fabricated, the Chief Vigilance & Ethics Officer may take Disciplinary Action.
- c. Action may also be taken against anyone who is found to intimidate the complainant, or hamper the course of the investigation. In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Chairman of the Board.

7.0 PROTECTION

7.1 No unfair treatment will be meted out to any 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 Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior 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.

7.2 The identity of the Whistle Blower shall be kept confidential.

7.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

8.0. REPORTING

Annual report with number of complaints received under the Policy alongwith their outcome shall be placed before the Board.

9.0 POLICY REVIEW & CHANGE AUTHORIZATION

- 9.1** This policy can be amended/ modified/ withdrawn at any point of time without any notice at the discretion of the Board of Directors.
- 9.2** The details of establishment of this policy are being disclosed by the Company on its website, if any, and in the Board's Report.
- 9.3** This Vigil Mechanism Policy is being duly intimated to all the directors/employees of the Company.