



# Twamev Construction and Infrastructure Limited

(Formerly known as Tantia Constructions Limited)

## Registered Office

DD-30, 7th Floor, Sector-1  
Salt Lake City, Kolkata - 700064

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## VIGIL MECHANISM / WHISTLE BLOWER POLICY

### PRECURSOR

- A. Section 177(9) of the Act read with rule 7 of the Companies (Meeting of Board and its Powers), 2014, *inter alia*, requires every listed company to establish a vigil mechanism for the directors and employees to report genuine concerns or grievances and provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted a code of conduct for board of directors and senior management (“**Code**”) which lays down the principles and standards that should govern the actions of the Company, its Board and its senior management. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Employees in pointing out such violations of the Code cannot be undermined.
- B. Regulation 4(2)(d)(iv) and regulation 22 of the **Listing Regulations** also provide that a listed company should devise an effective vigil mechanism/Whistle Blower policy to enable stakeholders, including individual Employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices and to provide adequate safeguard against victimization of Employees or any other person who avails the mechanism.
- C. Regulation 9A(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 also provides that a listed company should have a whistle blower policy and make Employees aware of such policy to enable Employees to report instances of leak of unpublished price sensitive information.
- D. In view of the above, the vigil mechanism/whistle blower policy (“**Policy**”) has been formulated by the Company and approved by the Board.

### 1. OBJECTIVES & AIMS OF THE POLICY

- A. The Company ensures strict adherence to the Code and strives to stay at par with the highest standards of ethical, moral and legal conduct of business operations and henceforth encourages its Employees to bring, any violation of the Company’s Code and its policies that they are aware of, to the attention of an internal authority without any fear of punishment or unfair treatment such that action can be taken immediately to resolve the problem. A vigil (whistle blower) mechanism provides a channel to the Employees to report to the management of the Company concerns about unethical behavior, actual or suspected fraud or violation of the Code or the and/or Policy.

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- B. The mechanism also provides for adequate safeguards against victimization of Employees who avail the mechanism and also provide for direct access to the chairman of the Audit Committee in exceptional cases.
- C. Accordingly, the primary objective is to minimize the Company's exposure to the potential harm that may arise when Employees circumvent internal mechanisms. This objective neither absolves Employees of their duty of confidentiality in the course of their work, nor permits its use as a means to make malicious allegations against those in authority and / or colleagues in general.
- D. This Policy aims to:
  - encourage the Employees to feel confident in raising concerns and to question and act upon concerns about malpractice;
  - encourages the Employees to raise concerns and receive feedback on any action taken;
  - ensure that the Employees receive a response to their concerns and that they are aware of how to pursue them if they are not satisfied
  - re-assure the Employees that they will be protected from reprisals or other action if they have a reasonable belief that they have made any disclosure in good faith.

## **2. SCOPE OF THE POLICY**

- A. This Policy covers malpractices and events which have taken place / suspected to have taken place, misappropriation of monies, manipulations, negligence causing danger to public health and safety, misuse or abuse of authority, fraud or suspected fraud, any instances of leak of unpublished price sensitive information, violation of Company rules, and other matters or activity by which the Company's interest is affected and formally reported by Whistle Blowers. The Policy is intended to encourage and enable Employees to raise concerns within the Company prior to seeking resolution outside the Company.
- B. Whistle Blowers do not have a right to participate in any investigative activities other than as requested by the ethics counselor or the chairman of the Audit Committee or the investigators.
- C. Whistle Blowers should not act on their own in conducting any investigative activities.
- D. Whistle Blowers are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- E. The Whistle Blower's role is that of a reporting party with reliable information.
- F. Protected Disclosure will be appropriately dealt with by the Vigilance and Ethics Officer or the chairman of the Audit Committee, as the case may be.
- G. Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded or frivolous allegations against colleagues.



### 3. THE GUIDING PRINCIPLES

- A. To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:
- i. Ensure complete confidentiality;
  - ii. Take disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made/to be made;
  - iii. Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
  - iv. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
  - v. Provide an opportunity of being heard to the persons involved especially to the Subject;
  - vi. Not attempt to conceal evidence of the Protected Disclosure;

### 4. DEFINITIONS

- a. **"Alleged wrongful conduct"** shall mean violation of law, Company's rules, misappropriation of monies, manipulation, actual or suspected fraud, substantial and negligence causing danger to public health and safety or abuse of authority and shall include any instance of leak of unpublished price sensitive information.
- b. **"Act"** shall mean the Companies Act, 2013, as amended from time to time.
- c. **"Audit Committee"** means a audit committee constituted by the Board of Directors of the Company in accordance with the Listing Regulations.
- d. **"Board"/ "Board of Directors"** means the board of directors of the Company, re-constituted from time to time.
- e. **"Company"** means Twamev Construction and Infrastructure Limited.
- f. **"Employee"** means all the present employees and includes directors of the Company (whether working in India or abroad).
- g. **"Listing Regulations"** shall mean SEBI (Listing Obligations & Disclosures) Regulations, 2015, as amended from time to time.
- h. **"Protected Disclosure"** means a concern raised by an Employee or group of Employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity, as detailed in the Policy, with respect to the Company. It should be factual and not speculative or in the nature of an



interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

- i. **"SEBI"** shall mean Securities and Exchange Board of India.
- j. **"Subject"** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- k. **"Vigilance and Ethics Officer"** means an officer appointed to receive Protected Disclosures from Whistle Blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- l. **"Whistle Blower"** is an Employee or group of Employees who make a Protected Disclosure under this Policy and as the term 'complainant' shall also be construed accordingly.

## 5. ELIGIBILITY

All Employees of the Company or of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location, customers, contractors, vendors, suppliers or agencies (or any of their Employees) providing any material or service to the Company or any other associated person are eligible to make Protected Disclosures under the Policy.

## 6. DISQUALIFICATIONS

- Though it will be ensured that genuine Whistle Blowers are provided with complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will surely 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 be prosecuted under Company's Code or service conditions, as the case may be.
- In case of repeated frivolous complaints being filed by an Employee, the Audit Committee may take suitable action against the concerned Employee including reprimand.
- The Policy is not, however, intended to question financial or business decisions taken by the Company that are not Protected Disclosures nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. This Policy shall not be used: (i) for raising grievances related to employees' own career/other personal grievances; (ii) for raising grievances related to career of other employees/colleagues; (iii) for raising grievances arising out of the policies / procedures of the Company and any decision taken by the management in this respect; (iv) for raising grievances related to such other similar issues like (i), (ii) and (iii) hereinabove.



## 7. PROCEDURE OF RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- A. All Protected Disclosures should be reported in writing or should either be typed or written in a legible handwriting in English by the Whistle Blower as soon as possible after they become aware of the same and should be submitted to the Vigilance and Ethics Officer in a closed and secured envelope and should be super scribed as "Protected Disclosure under the WBP". The same can also be sent through email to the Vigilance and Ethics Officer with the subject "Protected Disclosure under the WBP".
- B. If it is found that the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the Whistle Blower and the Protected Disclosure will be dealt with as a normal disclosure. In order to protect the identity of the Whistle Blower, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainant and the Whistle Blowers are advised to neither write their name/address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required, they shall contact the Whistle Blower.
- C. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.
- D. The Protected Disclosure should be forwarded under a covering letter signed by the Whistle Blower. The Vigilance and Ethics Officer / chairman of the Audit Committee/ CEO/ chairman as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- E. All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the chairman of the Audit Committee/ CEO/ chairman in exceptional cases. The contact details of the Vigilance and Ethics Officer is as under:

<b>Name</b>	Mr. Santanu Ray
<b>Address</b>	14, Bangur Avenue, Block-B, Kolkata-700 055
<b>Name of the Company</b>	Twamev Construction and Infrastructure Limited
<b>Designation</b>	Independent Director
<b>Email-id</b>	prof.santanu3006@gmail.com

- F. Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the chairman of the Company and the Protected Disclosure against the Chairman/ Chief Executive Officer of the Company should be addressed to the chairman of the Audit Committee. The contact details of the Chairman of the Company and the Chairperson of the Audit Committee are as under:

<b>Name of the Company</b>	Twamev Construction and Infrastructure Limited
<b>Address of the Company</b>	DD 30, Sector I, Salt Lake City, Kolkata – 700 064
<b>Name of the Chairman of the</b>	Mr. Ravi Todi



<b>Company</b>	
<b>Address of the Chairman of the Company</b>	2/28, Sarat Bose Road Lane, Lansdowne, L.R Sarani S.O, Kolkata – 700 020
<b>E-mail id of the Chairman of the Company</b>	<a href="mailto:ravi@shrachi.com">ravi@shrachi.com</a>
<b>Name of the Chairperson of the Audit Committee</b>	Mr. Santanu Ray
<b>Address of the Chairperson of the Audit Committee</b>	14, Bangur Avenue, Block-B, Kolkata-700 055
<b>E-mail id of the Chairperson of the Audit Committee</b>	<a href="mailto:prof.santanu3006@gmail.com">prof.santanu3006@gmail.com</a>

G. On receipt of the Protected Disclosure the Vigilance and Ethics Officer / chairman of the Company/ chief executive officer/ chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the Protected Disclosure or not. He shall also carry out initial investigation either himself or by involving any other officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

- i. Brief facts;
- ii. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- iii. Whether the same Protected Disclosure was raised previously on the same Subject;
- iv. Details of actions taken by Vigilance and Ethics Officer / chairman/ chief executive officer for processing the complaint.
- v. Findings of the Audit Committee
- vi. The recommendations of the Audit Committee/ other action(s).

H. The Audit Committee, if deems fit, may call for further information or particulars from the Whistle Blower.

## 8. INVESTIGATION

- a) All Protected Disclosures reported under this Policy will be thoroughly investigated by the Vigilance and Ethics Officer / Chairperson of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee.
- b) The Vigilance and Ethics Officer / Chairperson of the Audit Committee may at his discretion, consider involving any investigators for the purpose of investigation.
- c) The decision to conduct an investigation taken by the Vigilance and Ethics Officer / Chairperson of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.



- d) The identity of the Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e) Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f) Subjects shall have a duty to co-operate with the Vigilance and Ethics Officer / chairman of the Audit Committee or any of the investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g) Subjects have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / investigators and/or members of the Audit Committee and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. However, if the allegations against the subject are not sustainable, then the Company may see reason to reimburse such costs.
- h) Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i) Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j) Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- k) The investigation shall be completed normally within 45 (forty-five) days of the receipt of the Protected Disclosure.

## **9. PROTECTION**

- A. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like
  - retaliation,
  - threat or intimidation of termination/suspension of service,
  - disciplinary action,
  - transfer,
  - demotion,



- refusal of promotion, 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.

- B. A Whistle Blower may report any violation of the above clause to the chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- C. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law, and will not be revealed unless they themselves have made either their details public or disclosed their identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this Policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.
- D. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- E. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the certified standing orders of the Company. This Policy does not protect an Employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this Policy.

## 10. INVESTIGATORS

- A. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Vigilance and Ethics Officer / Audit Committee when acting within the course and scope of their investigation.
- B. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- C. Investigations will be launched only after a preliminary review by the chairman of the Audit Committee or the Vigilance and Ethics Officer, as the case may be, which establishes that: the alleged act constitutes an improper or unethical activity or conduct, and



- the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review. Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

## 11. DECISION

If an investigation leads the Vigilance and Ethics Officer / Chairperson of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Vigilance and Ethics Officer / chairman of the Audit Committee may deem fit. It is clarified that 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.

## 12. REPORTING

- The Vigilance and Ethics Officer shall submit a report to the Chairperson of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- In case the Subject is the chairman/chief executive officer of the Company, the Chairperson of the Audit Committee, after examining the Protected Disclosure, shall forward the Protected Disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.
- If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- A complainant who makes false allegations of unethical & improper practices or about Alleged wrongful conduct of the Subject to the Vigilance and Ethics Officer or the Audit Committee, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.
- A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.
- The section pertaining to the corporate governance report in the annual report of the Company shall entail details of establishment of the Vigil Mechanism/ Policy, and affirmation that no personnel has been denied access to the Audit Committee.
- The Company shall disseminate the details of establishment of the vigil mechanism/Policy on its website.



### **13. SECRECY / CONFIDENTIALITY**

The Whistle Blower, Vigilance and Ethics Officer, members of Audit Committee, the Subject and everybody involved in the process shall:

- i. Maintain confidentiality of all matters under this Policy;
- ii. Discuss only to the extent or with those persons as required under this Policy for completing the process of investigations;
- iii. Not keep the papers unattended anywhere at any time;
- iv. Keep the electronic mails / files under password.

### **14. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

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.

### **15. COMMUNICATION**

A whistle blower policy cannot be effective unless it is properly communicated to the employees. Employees shall be informed by publications made on the notice board and the website of the Company.

### **16. 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 eight years or such other period as specified by any other law in force, whichever is more.

### **17. ADMINISTRATION AND REVIEW OF THE POLICY**

The company secretary of the Company shall be responsible for the administration, interpretation, application and review of this Policy and shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

### **18. AMENDMENT**

The Company reserves its full rights 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 unless the same is notified to them in writing.

### **19. ANNUAL AFFIRMATION**

The Company shall annually affirm that no personnel has been denied access to Audit Committee. The affirmation shall be attached to the annual report of the Company as it forms a part of corporate governance report.