



Avadh Rail Infra Ltd.

Whistle Blower Policy

Introduction

Avadh Rail Infra Limited has adopted a Whistle Blower Policy ("Policy"), which outlines the Company's commitment to ensure that all Personnel are able to raise their concerns regarding any serious irregularities or any unfair practice or any event of misconduct or any illegal activity occurring in the Company.

Any actual or potential violation of the Company's Code of Business Conduct ("**Code**"), howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of Personnel in pointing out such violations of the Code cannot be undermined. Accordingly, this Policy has been formulated with a view to provide a mechanism for Personnel of the Company to raise their concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

This Policy of the Company has been approved by the Audit Committee of the Board of Directors ("**Board**") of the Company as per the terms of the provisions of Section 177 of the Companies Act, 2013 ("**Act**") read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

Purpose

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects Personnel desiring to raise a concern about serious irregularities that could have grave impact on the operations and performance of the business of the Company.

While this Policy is intended to protect genuine Whistle-blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. Personnel who make a complaint with mala fide intention and which is subsequently found to be false will be subject to strict disciplinary action.



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Applicability

The Policy applies to all Personnel of Avadh Rail Infra Limited and its Subsidiaries including step down subsidiaries (the “Company”).

Definitions

“**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company under the Companies Act, 2013.

“**Company**” means Avadh Rail Infra Limited and its Subsidiaries including step down subsidiaries.

“**Disciplinary action**” means any action that can be taken on completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed fit considering the intensity of the matter.

“**Good Faith**” Personnel shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when Personnel does not have proper knowledge on a factual basis for the communication or where the Personnel knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

“**Personnel**” means any employee of the Company (including outsourced, temporary and on contract personnel), director and / or third-party engaged by or on-behalf of the Company. Personnel covers Directors and Employees as defined hereinafter.

1. “**Director**” means a director appointed to the Board of the Company.
2. “**Employee**” means any employee of the Company (whether working in India or abroad), including the Directors of the Company.

“**Protected Disclosure**” means the disclosure of a Reportable Matter in Good Faith, in accordance with this Policy.

“**Reportable Matter**” means a genuine concern concerning actual or suspected fraudulent practices, such as misappropriation of monies, improper or illegal or unethical conduct,



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improperly tampering with the Company books and records, or theft of the Company property and/or breach of the Code.

Actual or suspected fraudulent practices include but not limited to below:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of Company data/records
5. Financial irregularities, including fraud or suspected fraud or deficiencies in internal control and check or deliberate error in preparations of financial statements or misrepresentation of financial reports
6. Any unlawful act whether Criminal/ Civil
7. Pilferage of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage / misappropriation of Company funds/assets
10. Bribery or corruption
11. Retaliation
12. Breach of IT Security and data privacy
13. Social Media Misuse
14. Breach of Company Policy or failure to implement or comply with any approved Company Policy

The following nature of complaints shall not be covered by this Policy:

1. Complaints that are frivolous in nature
2. Issues relating to personal grievance (increment, promotion, etc.)
3. Sexual harassment, as it is covered by Sexual Harassment Policy.

If such complaints are received, they shall be forwarded to respective stakeholders for action on the same.

“Whistle-blower” means any Personnel who makes a Protected Disclosure under this Policy.

“Whistle Officer” means an officer of the Company/external agency, who is nominated / appointed to conduct detailed investigation of the Protected Disclosure received from the Whistle-blower.

Words and expressions used and not defined in this Policy shall have the meaning ascribed to them in the Act and rules made thereunder (as amended from time to time).



Reporting Mechanisms

The Company encourages its Personnel to raise their questions, concerns, suggestions, or complaints with someone who is in a position to address them properly. In most cases, a personnel's supervisor, manager or point of contact is in the best position to address an area of concern. However, if the Personnel feel uncomfortable speaking with their supervisor or similarly situated person, or if not satisfied with such person's response, then the Personnel are encouraged to make a Protected Disclosure through email or in writing as per details provided in **Annexure A** to this Policy.

Any Personnel, who observes any Reportable Matters, shall report the same as per the Contact Details provided in **para (a) of the Annexure A**.

The investigation of such Protected Disclosure shall appropriately, thoroughly and expeditiously be conducted, including where necessary with the help of Whistle Officer and appropriate action based on findings shall be determined.

If the concerned Whistle-blower is not satisfied with the outcome of such investigation, then he/she can make the Protected Disclosure directly to the Chairperson of the Audit Committee as per the Contact Details provided in **para (b) of the Annexure A**. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure including where necessary with the help of Whistle Officer and determine appropriate action based on findings.

Where a Protected Disclosure is to be made, which involves Managing Director or Chief Executive Officer or Chief Financial Officer or Director of the Company, such Protected Disclosure may be made by Personnel directly to the Chairperson of Audit Committee as per the Contact Details provided in **para (b) of the Annexure A**. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure including where necessary with the help of Whistle Officer and determine appropriate action based on findings.

If any of the members of the Audit Committee have a conflict of interest in a given case, they would recuse themselves and the others in the Committee would deal with the matter on hand.

To the extent possible, the Protected Disclosure should include the following:

1. The name of the employee, and/or third party or parties involved;



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2. Where it happened (division or office or location);
3. When did it happen: a date or a period of time;
4. Concern (what happened);
5. Submit proof or identify where proof can be found;
6. Whom to contact for more information;
7. Prior efforts to address the problem, if any;

A Protected Disclosure may be made anonymously. If a Protected Disclosure is made anonymously or otherwise, the Protected Disclosure must provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation. However, it should be noted that disclosures expressed anonymously may or may not be investigated.

In responding to anonymous Protected Disclosure, the Company will pay due regard to:

- fairness to any individual named in the anonymous Protected Disclosure;
- seriousness of the issue raised;
- credibility of the information or allegation in the Protected Disclosure;
- ability to ascertain the validity of the Protected Disclosure and to appropriately resolve it without the assistance and cooperation of the Whistle-blower;
- ensure complete fact-finding; and
- recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures.

No Retaliation

No Whistle-blower, who in Good Faith makes a Protected Disclosure shall suffer harassment, retaliation, or adverse actions or any similar consequences.

As a matter of general deterrence, the Company, may at its sole discretion, publicly inform Employee of the penalty imposed, and disciplinary action taken against any Personnel for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an Employee reporting a matter under this Policy.

A supervisor or manager who retaliates against a Whistle-blower who has made a Protected Disclosure in Good Faith will be subject to disciplinary action including termination of employment, or a similar consequence if not employed by the Company. This Policy is intended to encourage and enable Personnel to raise their concerns within the Company prior to seeking resolution outside of the Company.



Handling of Protected Disclosure

All Protected Disclosures reported under this Policy will be thoroughly investigated. The identity of the Whistle Blower and any other person assisting in the investigation, will be kept confidential.

Persons involved may be communicated about the allegations made in the Protected Disclosure unless such communication is detrimental to the investigation proceedings. The investigation shall be conducted in a fair manner and provide necessary opportunity for hearing.

Persons involved shall have a duty to co-operate during investigation to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.

Whistle-blowers and other persons assisting the investigation shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be directly, indirectly, explicitly or implicitly influenced, coached, threatened and/ or intimidated by the Whistle-blower or any other person.

Audit Committee is responsible for monitoring the investigation and resolution of all Protected Disclosures. Appropriate Disciplinary or corrective action will be taken if warranted by the investigation. Any actions taken in response to a Protected Disclosure will be informed to the Whistle-blower to the extent allowed by law or warranted by the specific situation, unless the Protected Disclosure was submitted on an anonymous basis.

Audit Committee will maintain all Protected Disclosure received, tracking their receipt, investigation and resolution. All Protected Disclosure will be properly investigated, and a proper follow-up will be conducted.

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 7 years. The Audit Committee shall be informed about the outcome of the investigation of the Protected Disclosure every quarter.



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Review and amendment

This Policy is framed based on the provisions of the Act. In case of any subsequent changes in the provisions of the Act, which makes any of the provisions of this Policy inconsistent with the Act, then the provisions of the Act would prevail over the Policy.

The Company Secretary is authorized to amend this Policy to give effect to any such changes / amendments and the amended Policy shall be placed before Audit Committee and the Board for noting and ratification / approval.

General

Whilst, the Company has made best efforts to define detailed procedures for implementation of this Policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the Policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

A copy of the Policy shall be displayed at all offices of the Company at a prominent place inside the Company's premises and on the Company's website.



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Annexure A

a. Reporting of Protected Disclosure	
Address	Avadh Rail Infra Limited 702, Felix Square, Near Lulu Mall, Sushant Golf City, Lucknow Uttar Pradesh 226030.
Email	Compliance@avadhrail.com

b. Chairperson of Audit Committee	
Address	Avadh Rail Infra Limited 702, Felix Square, Near Lulu Mall, Sushant Golf City, Lucknow Uttar Pradesh 226030.
Email	Compliance@avadhrail.com