

SQUARE FOUR PROJECTS INDIA LIMITED

WHISTLE BLOWER POLICY



I. Preamble

SQUARE FOUR PROJECTS INDIA LIMITED ("the Company") believes in fair conduct of its affairs and sets the highest standards in good and ethical Corporate Governance practices. The Company has formulated a Code of Conduct for the Board of Directors and Senior Management Personnel. The Company has also formulated various Policies and Internal Rules & Regulations governing the actions of the Company as well as its employees.

II. Short Title, Applicability and Commencement

1. This policy will be called as **"SQUARE FOUR PROJECTS INDIA LIMITED : WHISTLE BLOWER POLICY"**
2. This policy applies to all the employees of the Company (including outsourced, temporary and contractual personnel), ex-employees, stakeholders of the Company, including K-Agents and vendors (hereinafter referred to as 'Whistle Blower').
3. This policy shall come into force w. e. f. May 16, 2022.

III. Definitions

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

"Associate" means all business associates of the Company including all suppliers, vendors, consultants, auditors, service providers, Lessors/Owners of commercial / residential properties, manpower supply agencies, etc., with whom the Company has been dealing with or proposed to enter into any transactions.

"Audit Committee" means the Audit Committee of the Board of Directors of the Company constituted in accordance with Section 177 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Board/Board of Directors" means the Board of Directors of the Company.

"Code" means the Code of Conduct of **SQUARE FOUR PROJECTS INDIA LIMITED**.

"Company" means **SQUARE FOUR PROJECTS INDIA LIMITED**

"Disciplinary Action" means any action that can be taken on the completion of/ during the investigation proceedings, including but not limited to, a warning, recovery of financial losses incurred by the Company, suspension/ dismissal from the services of the Company or any such action as deemed fit considering the gravity of the matter.

"Employee" means every employee (including ex-employee) of the Company (whether working in India or abroad), including the Directors in whole time employment of the Company and temporary/contractual employees.



"Investigators" mean those persons authorized, appointed, consulted or approached by the Chairman of the Whistle Blowers' Grievance Redressal Committee, Departmental Heads and includes the Auditors of the Company, Police and other Investigating Agency(ies) appointed in terms of this Policy.

"Initial Communication" means a written communication of any form of letter/e-mail that discloses or demonstrates information that may evidence unethical or improper activity.

"Subject" means a person against or in relation to whom an Initial Communication has been made or evidence gathered during the course of an investigation.

"Vigil Mechanism Committee" (VMC) means a committee constituted by the Company referred to in Clause IV below and as reconstituted from time to time by the Board.

"Whistle Blower" means an Employee (including ex-employee / contractual employee)/ Associate making an Initial Communication under this Policy.

IV. Constitution of "Vigil Mechanism Committee"(VMC)

A Vigil Mechanism Committee (VMC) shall be constituted comprising of a Chairman, who shall be the Chairman of the Audit Committee of the Board and four other Members as may be nominated by the Board from time to time. The VMC shall meet at least once in a year and submit their report to the Audit Committee. The VMC shall also meet as and when required for matters referred to the Committee.

The Company Secretary shall act as the Secretary to the VMC and shall be a permanent invitee to the meetings of VMC. The Secretary shall be responsible to record the proceedings of the meetings and decisions taken thereat. The Chairman of the Committee shall have the power to invite any other person to the VMC Meeting, if considered necessary.

V. Role and Responsibility of the "Vigil Mechanism Committee"

The role and responsibility of Vigil Mechanism Committee (VMC) shall be as under:

- a. To conduct the enquiry in fair and unbiased manner;
- b. To ensure that complete fact finding exercise has been undertaken;
- c. To appoint investigating officer(s) / agencies (internal or external), if required;
- d. To maintain strict confidentiality;
- e. To decide on the outcome of the investigation;
- f. To recommend an appropriate course of action against the accused, if found guilty;
- g. To recommend an appropriate course of action against the complainant including his/her mastermind and other associates, for false complaints/claims.
- h. To review the Whistle Blower Policy of the Company and suggest modifications, if any.
- i. To report to the Audit Committee of the Board about the number of complaints received, investigated, redressed and un-resolved in a financial year.

VMC may also delegate its powers to a sub-committee comprising of as many members (not below the rank of a Vice President) as it may deem necessary to carry out initial investigations. Such sub-committee shall submit its report to the Chairman of VMC.

VI. Role and Responsibility of the "Whistle Blower"

The Whistle Blower's role is that of a reporting party with reliable information. The Whistle Blower shall co-operate with the Chairman / Members of the Vigil Mechanism Committee and extend all



support including production of documentary evidences to investigate the allegations/complaints. S/he is neither required to act as investigator nor permitted to determine the appropriate or remedial action on behalf of the Company. S/he should also not participate in any investigation activities unless warranted otherwise.

Whistle Blower will take all reasonable and appropriate steps to make employees of the Company aware of such Policy to enable employees to report instances of leak of unpublished price sensitive information (UPSI).

VII. Coverage of the Policy

This policy encourages all the Whistle Blowers to report any kind of misuse of company's properties, mismanagement or wrongful conduct prevailing/executed in the company, which the Whistle Blower in good faith, believes or evidences but are not limited to malpractices / events which have taken place / suspected to take place involving:

- a. Breach of the Code of Conduct and Business Ethics.
- b. Violation of any law or regulations, policies including but not limited to corruption, bribery, theft, fraud, coercion and willful omission.
- c. Criminal Offence having repercussions on the Company or its reputation.
- d. Rebating of Commission/benefit or conflict of interest.
- e. Procurement frauds.
- f. Mismanagement, gross wastage or misappropriation of company funds/assets.
- g. Manipulation of Company data/records.
- h. Misappropriating cash/company assets; leaking confidential or proprietary information.
- i. Unofficial use of Company's property/human assets.
- j. Activities violating Company policies.
- k. A substantial and specific danger to public health and safety.
- l. An abuse of authority or fraud.
- m. Sexual Harassment related complaints.
- n. leak or suspected leak of any unpublished price sensitive information (UPSI) as defined in the Code of Conduct to regulate, monitor and report trading by Designated persons

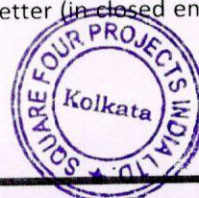
VIII. Disqualifications

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

Whistle Blowers who lodge three complaints, which have been subsequently found to be malafide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from lodging further complaints under this Policy. In respect of such Whistle Blowers, the Company/VMC would reserve its right to take/recommend appropriate disciplinary action.

IX. Procedure of Lodging Complaints

The Whistle Blower shall lodge his/her initial complaint to the Head of Legal Department of the Company and the complaint must be either in the form of a written letter (in closed envelope) or by



e-mail. The Whistle Blower must indicate his/her name, contact details and relationship with the Company in the complaint. Relevant supporting documents/ evidences and a brief background must form an integral part of the written complaint.

The name and contact details of the complainant shall not be disclosed by the Head of Legal Department to anyone except the Chairman /Members of the Vigil Mechanism Committee. No unnamed complaint shall be entertained. If the complaint relates to a specific fact/incident, the complainant must lodge the complaint within 30 days from the date s/he became aware of such fact/incident.

The Whistle Blower shall exercise caution before lodging a complaint to ensure that s/he is not doing so under influence of any person and/or any past incidence. The Whistle Blower shall be entitled to withdraw his/her complaint within 10 days from the date of lodgment with appropriate explanations in writing to the satisfactions of the Head of Legal Department or the Vigil Mechanism Committee, as the case may be.

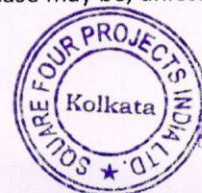
In case the complaint is against any Director of the Company or against any Member of the Vigil Mechanism Committee, the Whistle Blower shall lodge his/her complaint directly to the Chairman of the Vigil Mechanism Committee at the following address:

The Chairman
Vigil Mechanism Committee
SQUARE FOUR PROJECTS INDIA LIMITED
238A, A J C Bose Road, Kolkata – 700 020

On receipt of initial complaint, the Chairman of Vigil Mechanism Committee or the Head of Legal Department of the Company shall acknowledge receipt thereof within 48 hours and proceed to carry out initial investigation in consultation with the Members of the Vigil Mechanism Committee.

X. PROCEDURE FOR REDRESSAL OF GRIEVANCES

- a) On receipt of a valid complaint from a Whistle Blower, the Head of Legal Department of the Company and/ or the Vigil Mechanism Committee may perform all such acts as may deem fit and appropriate to safeguard the interests of the Company, including but not limited to, the following functions:
- i. obtain legal opinion or expert's view in relation to initial communication;
 - ii. appoint external agency to assist in investigation;
 - iii. seek assistance of the Statutory Auditors;
 - iv. request any officer(s) of the Company to provide adequate financial or other resources for carrying out investigation;
 - v. seek explanation and give reasonable opportunity to the accused to respond;
 - vi. reviewing material findings contained in investigation report;
 - vii. recommend appropriate penal action against the accused or against the complainant for lodging false complaint, as the case may be.
- b) The Head of Legal Department of the Company and/or any Member of Vigil Mechanism Committee cannot act arbitrarily and arrive at a conclusion to take penal action against the accused or against the complainant for lodging a false complaint, as the case may be, unless prior approval of the Vigil Mechanism Committee is obtained.



- c) During the period of investigation or even after completion of the investigation, identity of the Whistle Blower and the accused should be kept confidential and disclosed only to the extent necessary given the legitimate needs of law and the investigation process.
- d) The accused will normally be informed of the allegations against him/her at the outset of a formal investigation and he/she shall be given requisite opportunities to defend his/her case during the investigation process.
- e) It will be the duty of the accused to co-operate with the investigator and not to interfere or obstruct with the investigation process. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the accused. If found indulging in any such actions, the accused shall be liable for disciplinary action. Under no circumstances, the accused should compel the investigator to disclose the identity of the Whistle Blower.
- f) A report shall be prepared after completion of investigation by the Head of Legal Department of the Company / Chairman of the Vigil Mechanism Committee, which shall be submitted to the Vigil Mechanism Committee. Upon receipt of the Report, the Committee shall forward the same along with its recommendations to the Managing Director of the Company for Disciplinary Action. The decision of the Managing Director based on the recommendations of the Vigil Mechanism Committee shall be final and binding. In case, the Managing Director is the accused and found guilty, the Vigil Mechanism Committee shall forward such Report to the Chairman of the Board of Directors for taking appropriate action.

XI. Suggestive Penal Provision

The Company may take the following punitive actions against the accused, where the Committee finds him/her guilty:

- a. Counseling & issue of a Warning letter;
- b. Withholding of promotion/increments;
- c. Bar from participating in bonus review cycle;
- d. Termination from employment;
- e. Cancellation of Orders placed as per Purchase/Work Order;
- f. Recovery of monetary loss suffered by the Company;
- g. Legal Suit.

XII. Reporting Recommendation to the Audit Committee of the Board

The Vigil Mechanism Committee shall submit a report to the Audit Committee of the Board of Directors informing the status of Initial Communications received from the Whistle Blowers, Grievance Resolved and action taken, Grievances under investigation and Number of false complaints lodged by Whistle Blowers, during each of the Financial Year. It will be the discretion of the Chairman of the Vigil Mechanism Committee to identify the incidences which will be reported to the Audit Committee under this Policy.

XIII. Protection Against Victimization

No adverse action shall be taken against an employee/associate or business associate in "knowing retaliation" who makes any good-faith disclosure of suspect or wrongful conduct prevailing in the Company, to the Head of Legal Department of the Company or the Vigil Mechanism Committee.



XIV. Preservation of Documents and Records

All Initial Communications, documented along with the results of Investigation relating thereto, shall be retained by the Company Secretary for a minimum period of 5 (five) years or as mentioned in applicable law, if any.

XV. Power to amend the Policy

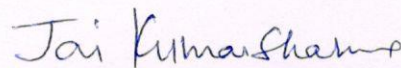
This Policy may be amended from time to time by the Board based on the recommendations of the Vigil Mechanism Committee or the Audit Committee of the Board.

XVI. Notification

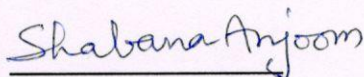
All departmental heads are required to notify and communicate the existence and contents of this Policy to all the Employees. The new Employees shall be informed about the Policy by the Human Resources Department.



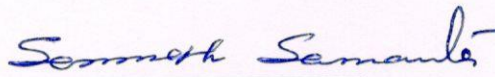
Ganesh Kumar Singhania



Jai Kumar Sharma



Shabana Anjoom



Somnath Samanta

