



# USG Tech Solutions Limited



## VIGIL MECHANISM POLICY

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### **PREFACE:**

In the Companies Act, 2013, under Section 177, every listed Company needs to establish a vigil mechanism to report genuine concerns. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in appropriate cases.

Also clause 49 of the Listing Agreement provides for mandatory requirement for all listed companies to establish a vigil mechanism to report concerns about unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

Being a listed company, USG Tech Solutions Limited is required to establish a Vigil Mechanism and formulate a Policy for the same.

### **OBJECTIVE:**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. This policy aims to provide an avenue for employees to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

### **DEFINITIONS:**

**"Company"** means USG Tech Solutions Limited.

**"Policy"** means Vigil Mechanism Policy.

**"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement.

**"Alleged wrongful conduct"** shall mean violation of law, misuse or abuse of authority, fraud or suspected fraud, any deliberate concealment of such abuse of fraud, infringement of Company's rules, misappropriation of funds, substantial or specific danger to public health and safety or violation of Company's code of conduct or ethics.

**"Code"** means Code of Conduct for Directors of USG Tech Solutions Limited.

**"Director"** means a person appointed on the Board of the Company from time to time in accordance with the Companies Act, 2013.

**“Disciplinary Action”** means any action that can be taken on the 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 to be fit considering the gravity of the matter.

**“Employee”** means every employee of the Company, whenever employed.

**“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.

**“Subject”** means a person or group of persons against whom a protected disclosure is made or evidence gathered during the course of an investigation.

**“Whistle blower”** means a director who makes a Protected Disclosure under this Policy.

**APPLICABILITY:**

This Mechanism applies to the following:

- All the Directors
- The Employees, whenever employed
- All the Business Associates of the Company

**SCOPE:**

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

- Breach of the Company’s Code of Conduct.
- Breach of Business Integrity and Ethics.
- Breach of terms and conditions of employment and rules thereof.
- Intentional Financial irregularities, including fraud, or suspected fraud.
- Deliberate violation of laws/regulations.
- Gross or Willful Negligence causing substantial and specific danger to health, safety and environment.
- Manipulation of company’s data/records.
- Perforation of confidential information.
- Gross Wastage/misappropriation of Company funds/assets.

**ELIGIBILITY:**

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

## **PROCEDURE:**

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company as under:

**Contact details:** Chairman of Audit Committee  
**Email Id:** secretarial@usgtechsolutions.com

## **INVESTIGATION:**

All Protected Disclosures under this policy will be recorded and thoroughly investigated by the Chairman of the Audit Committee. The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process. The investigation shall be completed within reasonable period of time after the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit. Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

The identity of the Subject and Whistle Blower would be kept confidential to the extent possible given the legitimate needs of law and the investigation.

## **DECISION AND REPORTING:**

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit. 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. A report with complaints received whenever any, under the Policy, and the outcome shall be placed before the Audit Committee and the Board from time to time. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company

## **CONFIDENTIALITY:**

The complainant, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

**PROTECTION:**

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

**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 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 be prosecuted.

**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.

**COMMUNICATION:**

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

**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 3 (Three) years or such other period as specified by any other law in force, whichever is more.

**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 notified to the employees and directors in writing.