



VIGIL MECHANISM / WHISTLE BLOWER POLICY

(Adopted by the Board of Directors on 17th September 2022)

Preamble

Under Section 177 of the Companies Act, 2013, Our Company has designed a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Regulation 22(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations') inter alia, provides for a mandatory requirement for all listed companies to formulate a Vigil Mechanism for Directors and employees to report their genuine concerns to the management instances of unethical behavior.

Further Code For Independent Directors, Schedule –IV of Companies Act, 2013 prescribes Role and Functions of Independent Directors wherein it is stated that Independent Director shall ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

Such a vigil mechanism shall 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.

Policy

In compliance of the above requirements, **UDAYSHIVAKUMAR INFRA LIMITED** (hereinafter referred to as 'the Company', has established a Vigil Mechanism / Whistle Blower and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

Policy Objectives

The Vigil Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

Definitions

"Alleged wrongful conduct" shall mean violation of law, Infringement of Companies rules misappropriation of monies, actual suspected fraud, substantial and specific danger to public health, illegal and unethical practices, and safety or abuse authority".

"Protected Disclosure" means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title

"Scope Of The Policy" with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

"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.

"Vigilance Officer/Vigilance Committee or Committee" is a person or Committee of persons, nominated/appointed to receive protected disclosures , maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the person disclosing the result thereof.

"Disciplinary/Corrective Actions" means actions and / or measures taken against the Subject by the Vigilant Officer and / or the Audit Committee which shall be as per the prevailing Service Rules of the Company and Civil and / or Criminal Laws as may be applicable.

Scope

i. The Policy covers disclosure of any Alleged Wrongful Conduct or 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 data/records
- Pilfering of confidential/propriety information
- Gross Wastage/misappropriation of Company funds/assets

ii. Protected disclosure will be dealt appropriately by the Vigilance Officer and Ethics Officer or the Chairman of the Audit Committee, as the case may be.

iii. List of exclusions

The following types of complaints will ordinarily not be considered and taken up:

- i. Complaints that are Illegible , if handwritten
- ii. Complaints that are trivial or frivolous in nature
- iii. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body
- iv. Any matter that is very old (6 years) from the date on which the act constituting violation, is alleged to have been committed

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- v. Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc.) or also any customer/product related grievance.
- vi. Any other matter as the Audit Committee deems fit.

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 complainant becomes aware of the same and should either be typed or written in a legible handwriting in English. The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as "Protected disclosure under the Vigil Mechanism Policy" or sent through email with the subject "Protected disclosure under the Vigil Mechanism Policy".

The contact details of the Vigilance Officer are as under or contact the Chairman of the Audit Committee in case the issue is not solved by the vigilance officer:- Name and Address - Ms. Manjushree Shivakmar (DIN: 09597357) (Executive Director and KMP) address: # 1924 A/196, Behind Swami Vivekananda School Near NH4 Bypass Banashankari Badavane Davanagere-577005, Karnataka India. Email ID: uskmanjushree@gmail.com

On receipt of the protected disclosure the Vigilance Officer shall process the Protected Disclosure.

Investigation

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company. 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.

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 complainant who makes false allegations of unethical &

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improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

Confidentially

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy.

Disqualifications

While it will be ensured that genuine complainants 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 allegations made by a complainant knowing it to be false or with a mala fide intention. Complainants, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

Communications

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 5(five) 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 not communicated in the manner described as above.
