



GUPTA H.C. OVERSEAS (I) PVT. LTD.

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VIGIL MECHANISM POLICY

**(This policy has been framed in accordance with the provisions of
Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies
(Meetings of Board and its Powers) Rules, 2014)**

<u>Adoption Date</u>	<u>Adopted & Approved By</u>
01.02.2025	Board of Directors

Preamble

Gupta H.C. Overseas (I) Private Limited (hereafter referred to as “Company”) believes in promoting a fair, transparent, ethical and professional work environment. While the company code of conduct defines the expectations from employees in terms of their integrity and professional conduct, the vigil mechanism defines the mechanism for reporting deviations from the standards defined in the code. The Vigil mechanism is implemented not only as a safeguard to unethical practices. This mechanism is intended to provide mechanism for reporting genuine concerns or grievance and ensure that deviations from the company’s Code of Conduct and Values are dealt with in a fair and unbiased manner.

Section 177(9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that the Unlisted Companies which has borrowed money from banks and Public financial institutions in excess of rupees fifty crores shall establish a vigil mechanism for directors and employees to report their genuine concerns or grievances.

Purpose

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. A Vigil Mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and to provide direct access to the Vigilance officer cum Designated Director responsible for overseeing the vigil mechanism, particularly in appropriate or exceptional cases.

Scope

The Policy covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

- Financial irregularities and frauds
- Breach of Business Integrity and Ethics
- Manipulation of Company’s figures/data or statements
- Actual / suspected Fraud and corruption
- Abuse of Authority or dominant position
- Wastage or misappropriation of Company’s money or asset(s).
- Breach of terms and conditions of employment and rules thereof
- Deliberate violation of any laws/regulations
- Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
- Pilferation of confidential/propriety information
- Unethical / Immoral Behavior
- Any other dishonest or unethical act causing substantial damage to the Company or its assets.

Definitions

- “Board” means the Board of Directors of the Company.
- “Company” means Gupta H.C. Overseas (I) Private Limited.
- “Director” means Director appointed to the Board of the Company.
- “Designated Director” means Director designated by the Board of Directors for the purpose of Vigil Mechanism to whom other Directors and employees may report their concern.
- “Employee” means every employee of the Company, including the Directors in the employment of the Company.
- 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 under the title “SCOPE OF 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.
- “Vigilance Officer” means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof and informing the Whistle Blower the result thereof.
- “Whistle Blower” means an employee making a protected disclosure under this policy.

Eligibility

All 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 after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should be in the prescribed format as per Annexure 1.
- The Protected Disclosure should be submitted in a closed and secured envelop and should be super scribed as “Protected Disclosure under the Vigil Mechanism Policy”. If the complaint is not super scribed and closed as mentioned above, it will not be possible to protect the complainant and the protected disclosure will be dealt with as a normal disclosure. In order to protect identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainant and they are advised neither to write their name/ address on the envelope. The Vigilance Officer shall assure that in case any further clarification is required he will get in touch with the complainant.
- All Protected Disclosures should be addressed to the Vigilance Officer of the Company.
- On receipt of the protected disclosure the Vigilance Officer 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.
- A quarterly report with number of complaints received under the Policy and their outcome shall be placed by the Vigilance Officer before the Board of the Company.

Contact Details of Vigilance officer cum Designated Director

Name of Vigilance Officer cum Designated Director: Mr. Chetan Gupta
Designation: Director
+91 562 4017900

Investigation

All Protected Disclosures under this policy will be investigated by the Vigilance Officer of the Company who will investigate/ oversee the investigations under his authorization. The Vigilance Officer, if deems fit, may call for further information or particulars from the complainant and at his 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 himself would not tantamount to an accusation and is to be treated as a neutral fact-finding process. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure. If Vigilance Officer is having any conflict of interest with the matter, he shall disclose his concern /interest forthwith and shall not deal with the matter and any other disinterested Director shall deal with the matter.

Protection to Whistle Blower

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. In exceptional or appropriate cases, Whistle Blower can directly approach to the Vigilance officer cum Designated Director appointed for the purpose of the vigil mechanism. 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.

Retention of Documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto which has been proved shall be retained by the Company for a minimum period of 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 or establishment will be binding on the Employees unless the same is notified to the Employees in writing or updated on the website of the Company.

ANNEXURE-1
FORM FOR VIGIL MECHANISM

Date	
Name of the Employee	
Designation	
Department	
Employee Code	
E-mail Id	
Contact No.	
Communication Address	
Subject matter which is reported	
Brief about the Concern	
Evidence (enclosed, if any)	
Signature	

Note: The Whistle Blowing shall be submitted at least within 30 days of the Occurrence of the Concern/ event (or) before Occurrence.