

VIGIL MECHANISM AND WHISTLEBLOWER POLICY

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1. **INTRODUCTION**

Consulting Engineers Group Limited (hereinafter referred as “**CEG**” or the “**Company**”) is committed to uphold the highest ethical standards in its business. This **Vigil Mechanism and Whistleblower Policy** (hereinafter referred as “**Policy**”) define the process and procedure for strengthening and functioning of the Vigil Mechanism of **CEG**.

CEG believes and is fully committed in a fair, professional and ethical environment for conducting its business. To foster the implementation of sense of integrity, professional conduct, honesty and strengthen cooperation amongst its employees, partners, contractors, clients and any other associated parties, **CEG** has put in place its “**Code of Conduct**” (hereinafter referred to as “**Code**”).

This **Policy** is applicable to all operations of Consulting Engineers Group Limited, which includes its Head Office, Regional Offices across India and Project Offices in India and Overseas and covers Directors, all employees and third parties including consultants / sub-contractors / partners / clients who may wish to report a concern related to a potential violation of the **Code of Conduct**.

The Vigil Mechanism of **CEG** shall be managed by the Ethics & Compliance Officer (“**ECO**”) of the **Company** under the Board of Directors. As such, any non-adherence or non-compliance or potential violation of this **Policy**, howsoever immaterial or apparent by any **Employee** or affiliates or stakeholder of **CEG** shall be construed as a serious concern for the **Company**.

2. **OBJECTIVE**

The objective to develop this policy is to establish the mechanism for reporting any deviation, defiance or deficiency in adhering to the provisions of the “**Code of conduct**” of **CEG**.

The **Policy** provides a platform and mechanism for the employees, directors and stakeholders to report any unethical/improper conduct / incident without fear of reprisal and for **CEG** to take necessary suitable steps to investigate the genuine concerns or grievances about such misconduct to the maximum extent possible, and take appropriate measures to further prevent recurrence of such unethical/improper conduct.

The **Policy** also provides a dynamic environment to all the employees, directors and stakeholders to provide such information about what may be going wrong at various levels within **CEG** and alongwith its business partners and affiliates, which shall help the **Company** to take precautionary and corrective steps as a part of good corporate governance practices.

3. **DEFINITIONS**

The definitions of some key terms used in this document are as follows:

Affiliates	Shall mean an entity related to Company and with whom there is some common control either directly or indirectly
Audit committee	Shall mean a committee appointed and constituted by the ECO for auditing/investigating the specific instances. For the purpose of this policy, the term audit and investigation shall construe the same meaning.

Code	shall mean “ Code of Conduct ” of the company
Director	shall mean every director of the Company, past or present
Disciplinary Action	shall mean any action that can be taken on the completion of the audit/investigation, including but not limited to a warning, reprimand, suspension, termination or legal action against the person(s) or entity/entities responsible for deviating from the Code
Employee	shall mean all employees of CEG including individuals employed through temporary employment, fixed term employment, indefinite period employment and probationary employment
Ethics and Compliance Officer (ECO)	shall mean ECO appointed by Company and responsible for implementing Code of Conduct and this Policy
Investigators	shall mean any person(s) or entity duly appointed or consulted by the ECO / Chairman of Audit Committee which may also include any auditor(s)/professionals retained for audit/investigation of protected disclosure under this Policy and conduct audit/investigation
Policy	shall mean Vigil Mechanism and Whistleblower Policy
Protected Disclosure	shall mean a concern raised under certain protections by an individual, whether by letter/email/designated portal or over telephone regarding an actual or suspected violation of the Code , this Policy , or applicable laws
Stakeholder	shall mean a person, group or entity with a vested interest or stake in the Company
Subject	shall mean a specific person or Employee or stakeholder of CEG against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of any audit/investigation under this Policy
Whistleblower	shall mean any Employee or director or any stakeholders associated with CEG , making protected and privileged disclosures under this Policy

4. SCOPE OF THE POLICY

This **Policy** is an extension of the **Code** and intends to cover serious concerns and issues that could affect the ethical and lawful functioning of **CEG**, such as, but not limited to:

- Breach of Code or workplace ethics.
- Misuse or abuse of authority.
- Financial irregularities or bribery or fraudulent / corrupt practices.
- Theft or misuse of company assets and property.
- Violation of statutory laws, regulations or internal policies.
- Harassment (physical/emotional/verbal).
- Any other unethical, biased or imprudent activity.

The following types of complaints shall not be treated as **Protected Disclosures** under this **Policy** and hence will not be covered:

- **Issues** related to grievances such as performance appraisals, compensation, promotions, ratings, interpersonal or behavioural concerns involving managers, supervisors, or colleagues. These matters are addressed through other internal grievance mechanisms stipulated in the **Code**.
- Complaints that are currently under consideration or pending adjudication by any court of law, tribunal or quasi-judicial body, or any governmental authority.
- Complaints that are filed with malafide intentions or bogus or false and frivolous or perverse shall not be entertained under this **Policy**. If at any point of time post filing of such complaints, it is discovered or comes to the notice of **ECO** regarding such complaints, all retributive and legal actions shall be taken against the person who files such complaints.
- **Complaints** that are submitted anonymously or under a pseudonym shall not be considered as **Protected Disclosure** under this **Policy**.

5. **WHISTLEBLOWER'S RIGHTS AND RESPONSIBILITIES**

CEG is committed to ensure that the Whistleblowers are protected from any form of retaliations, victimization, or discrimination for making a **Protected Disclosure** in good faith. This includes protection from adverse actions such as termination, demotion, suspension, threats, harassment, or any form of discrimination at the workplace.

Complaints filed by the **Whistleblower** should contain factual information in relation to the reported concern and shall avoid all sorts of speculative, unfounded and rumoured information. The complaint must consist specific information, nature of violation, extent of violation of **Code** and urgency.

Every effort shall be made to maintain the confidentiality of the **Whistleblower's** identity. The **Whistleblower's** name shall not be disclosed without their explicit consent unless required by law or in compliance with an order of a court or regulatory authority.

The **Whistleblower** may be called upon to provide further information or clarification related to the complaint during the course of the investigation. The **Whistleblower** shall have the opportunity to present their case and offer relevant evidence, if any.

The **Whistleblower** shall not act on his own in conducting an investigation nor does he/she hold any right to be a part of any investigation carried out in furtherance of their complaint under this **Policy** through appropriate complaint mechanism. Except in scenarios where the involvement of **Whistleblower** is necessary, the whistleblower may be asked to cooperate with the **Audit Committee** for further probe and procedures.

In case the **Whistleblower** believes that the concern raised has not been adequately addressed or if the complaint pertains to senior management, they shall have the right to escalate the matter to any member of the Board or the Managing director or the Chairman. In case of matter is of public interest or violation of statutory regulations or systematic failures in corporate governance, the matter may be escalated to regulatory / statutory authorities as per applicable laws.

The **Whistleblower** shall ensure that the issue or complaint raised by him/her must be covered within the ambit of this **Policy** and that he/she has reasonable basis for believing that the alleged misdeed or wrongful act has transpired.

The **Whistleblower** shall refrain from discussing the matter with anyone other than the **ECO** or any designated authority. Breach of confidentiality may jeopardize the investigation process and attract disciplinary action.

The **Whistleblower** shall not expect any personal gain, reward, or favour for making a disclosure. The intent should be to protect the interest of the **Company** and uphold ethical standards.

6. PROCEDURE FOR FILING PROTECTED DISCLOSURES UNDER THIS POLICY

To ensure transparency, accountability and ease of access, the following procedure shall be adopted for filing **Protected Disclosure** under this **Policy**:

6.1. Who can make a Protected Disclosure

Any **Employee**, director, vendor, service provider, customer, client or other stakeholder associated with **CEG** may make a **Protected Disclosure** under this **Policy**.

6.2. Manner of making a Protected Disclosure

A Whistleblower can file a **Protected Disclosure** through any of the following means:

Written Complaint by post or hand delivery

A complaint may be submitted in a sealed envelope, clearly marked “Confidential - Under **Whistleblower Policy**”, addressed to the **Ethics & Compliance Officer**, Consulting Engineers Group Limited, CEG Tower, 7th Floor, B11 G, Malviya Industrial Area, Malviya Nagar, Jaipur, Rajasthan - 302017, India. The envelope should not mention the complainant’s name on the outside to maintain confidentiality.

Written Complaint by Email

Protected Disclosures may also be made via dedicated email ID (eco@cegindia.com) monitored by the **ECO**. In such emails, subject line should read: “**Protected Disclosure under Whistleblower Policy**”.

6.3. Exception

If any complaint is received under this **Policy** with respect to any allegations which falls within the ambit of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“**POSH ACT**”), the same shall be referred to other responsible committee constituted for handling such incidents under a specific policy of the **Company** on such matter.

6.4. Acknowledgment and Handling of Disclosure

Upon receipt of the **Protected Disclosure**, the concerned authority shall issue an acknowledgment where the identity of complainant is known, within Seven (07) working days.

A preliminary review shall be conducted by **ECO** within Fifteen (15) working days to determine the prima facie credibility of the complaint.

If the disclosure is found credible and genuine, a detailed investigation shall be initiated, and the matter shall be handled with objectivity, fairness and confidentiality.

Subject shall be informed of the allegations levelled against him/her at the outset of a formal investigation but maintaining the confidentiality of the **Whistleblower** and shall be given fair opportunity to present or defend or justify his cause during the course of investigation.

Subject shall be under obligation to co-operate with the **Audit Committee** to the extent that such co-operation does not lead or compromise self-incrimination protections available under applicable laws.

Subject shall not cause prejudice or jeopardize through interference during the investigation of the complaint whatsoever. **Subject** shall ensure that no witnesses or evidence shall be tampered and **Subject** shall refrain from intimidating any of the witnesses or member(s) of investigation team.

Unless the charges or allegations framed against the **Subject** are maintainable and good, there shall not be any presumption regarding the nature of wrongdoing alleged against the **Subject**, and the **Subject** shall be given an equal and fair opportunity of being heard in consonance with the principles of natural justice.

All the proceedings shall be completed within 45 working days from the date of receipt of the **Protected Disclosure**.

6.5. Decision

Upon completion of the investigation, the Ethics and Compliance Officer (**ECO**) and the nominated **Audit Committee** shall prepare a detailed report outlining the findings, evidence, observations, and recommended actions, if any. This report shall be submitted to the Board of Directors by the **ECO**.

The **final decision** on the matter shall be taken by the Board of Directors based on objective facts and in compliance with applicable laws, **Code**, and internal policies of the **Company**.

If the allegations are substantiated, appropriate **Disciplinary Action** shall be taken against the **Subject**, which may include but not limited to a formal warning, written reprimand, suspension, demotion, termination of employment, recovery of loss, and/or initiation of legal proceedings, as deemed fit.

In cases where the complaint involves criminal misconduct or regulatory violations, the **Company** may report the matter to appropriate **law enforcement or regulatory authorities**, in compliance with the provisions of applicable laws in India, including but not limited to the Companies Act, 2013, Prevention of Corruption Act, 1988, etc.

If the complaint is found to be false, baseless, malicious, or made with a wrongful intent, disciplinary and/or legal action may be initiated against the **Whistleblower** in accordance with clause 4 of this **Policy** and the applicable service rules of the **Company**.

Wherever feasible, the **Whistleblower** (where identity is known) shall be informed in writing about the outcome of the investigation and the action taken, subject to confidentiality and legal constraints. However, this shall not confer any right of appeal or review unless specifically provided under law or this **Policy**.

The decision of the **Board** shall be final and binding in all cases investigated under this **Policy**.

7. PROTECTION OF WHISTLEBLOWER

7.1. Non-Retaliation Assurance

CEG is committed to protecting the identity, dignity, and interests of all individuals who make a **Protected Disclosure** under this **Policy** in good faith. Any kind of retaliation, harassment, victimization, or unfair treatment against the **Whistleblower** will constitute a serious violation of this **Policy** and will be dealt with strictly under the disciplinary framework of the **Company**.

7.2. Protection from Adverse Action

No **Whistleblower** shall be subjected to threats, intimidation, demotion, denial of promotion, transfer, termination, discrimination, or any form of adverse employment action merely because they have made a **Protected Disclosure**. Any such retaliatory action, if proven, shall attract strict disciplinary action against the perpetrator, including termination or legal proceedings, if applicable.

7.3. Confidentiality of Identity

The identity of the **Whistleblower** shall be maintained in strict confidence. It shall not be disclosed to any person or authority unless such disclosure is required by law, regulation, judicial process, or for the purposes of conducting a proper investigation. Any breach of confidentiality, intentional or negligent, by any employee or investigator shall be considered misconduct and shall attract appropriate action.

7.4. Support During Investigation

The **Whistleblower**, if required by the **ECO**, **Investigators** or **Audit Committee** to participate in the investigation, shall be provided with all reasonable support, including leave from work, protection from any direct confrontation with the **Subject**, wherever necessary and appropriate.

7.5. Safeguards Against Misuse

While the **Policy** aims to provide maximum protection to genuine **Whistleblowers**, it is also critical to prevent its misuse. In case it is found that a **Whistleblower** has made a complaint with malicious intent or knowing it to be false, such behaviour shall be treated as misconduct and may attract disciplinary action, including termination from employment and / or legal proceedings.

7.6. Awareness and Accessibility

CEG shall take proactive steps to promote awareness regarding the protection rights of **Whistleblower** under this **Policy**. This includes training programs, internal communications, and making the **Policy** easily accessible to all employees, directors, and stakeholders.

7.7. Legal Protection

This **Policy** aligns with the applicable Indian laws aimed at promoting corporate transparency and integrity. The Company recognizes and upholds the rights of **Whistleblower** as envisaged under these statutes and shall extend full cooperation in case of any external investigation initiated under lawful authority.

8. **REVIEW OF THE PROCESS**

The **Vigil Mechanism and Whistleblower Policy**, along with its procedures and effectiveness, shall be subject to periodic review by the **ECO** and the Board of Directors to ensure its continued relevance, adequacy, and alignment with applicable laws, regulatory requirements, and industry best practices.

Feedback from stakeholders, including **Employees**, investigators, and **Whistleblower**, may be taken into consideration during such reviews to enhance the robustness of the mechanism and ensure ease of access, transparency, and trust in the process.

9. **RETENTION OF DOCUMENTS**

All the **Protected Disclosures** in writing or documented shall be retained by the company including the results and outcome of the investigation and evidences collected during the investigation and shall be kept in record for at least a period of Seven (07) years or as per provision of Data Protection Laws in India, whichever is higher.

10. **AMENDMENT TO THE POLICY**

This **Policy** may be amended, modified, or replaced in whole or in part at any time by the Board of Directors of **CEG** based on the recommendation of the **ECO**, in line with applicable laws and business requirements. All such amendments shall be communicated to the **Employees** and stakeholders and shall be binding from the date of approval.