



Yuranus Infrastructure Limited

**VIGIL MECHANISM/
WHISTLE BLOWER POLICY**

1. PREFACE

- 1.1 Yuranus Infrastructure Limited, (hereinafter referred to as 'the Company') believes in conducting all of its constituents in fair, ethical and transparent manner, by adopting the highest standards of professionalism, honesty, integrity, probity, accountability and ethical behaviour.
- 1.2 An important aspect of this commitment as well as pursuant to Section 177 (9) of the Companies Act, 2013 and further in terms of Regulation 4 (2) (d) (iv) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), is the introduction of this policy and setting a mechanism to enable anyone within the Company and those dealing with the Company to voice their concern to report the serious malpractice, impropriety, abuse of power and authority, financial wrongdoing or unethical conduct/practices, without fear of reprisal or victimization, subsequent discrimination or disadvantage.
- 1.3 In view of the above, Yuranus Infrastructure Limited has established a Vigil Mechanism and formulated a Whistle Blower Policy for Yuranus Infrastructure Limited and its subsidiaries, if any.

2. OBJECTIVE OF POLICY:

- 2.1. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company and to conduct the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.
- 2.2. This Policy is for the stakeholders, including individual Employees and their representative bodies of Yuranus Infrastructure Limited as defined hereinafter. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.
- 2.3. The Policy has been drawn up so that the stakeholders and Employees, being part of the business ecosystem of the Company, can be confident about raising a concern. There as of concern covered by this Policy are summarized in clause 5 of this policy.
- 2.4. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

3. DEFINITIONS

- 3.1 **"Audit Committee"** means a committee constituted by the Board of Directors of the Company in accordance with regulations of SEBI LODR and Companies Act, 2013.
- 3.2 **"Board"** means the Board of Directors of the Company.
- 3.3 **"Company"** means the Yuranus Infrastructure Limited and its subsidiaries, if any.

- 3.4 “Disciplinary Action”** means any action that can be taken on the completion of/during the investigation proceedings including but not limiting 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.
- 3.5 “Employee”** means all the present employees and Directors of the Company (Whether working in India or a broad).
- 3.6 “Protected Disclosure”** means any communication in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- 3.7 “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.
- 3.8 “Stakeholders”** means and includes vendors, suppliers, lenders, customers, business associates, trainee, and others with whom the company has any financial or commercial dealings.
- 3.9 “Whistle Blower”** is an employee or group of employees or a stakeholder, who is a part of business ecosystem, and who make a Protected Disclosure under this Policy and also referred in this policy as complainant.
- 3.10 “Whistle Officer” or “Committee”** means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.
- 3.11 “Ombudsmen”** will be a Senior Employees of the Company as defined in Clause hereunder for the purpose of receiving all complaints under this Policy and ensuring appropriate action. In the first instance, the Board shall appoint this Ombudsperson. Further the Board shall have the authority to change the Ombudsperson from time to time.

4. SCOPE /COVERAGE OF POLICY:

This policy is designed to enable any person dealing with the Company to vigil and raise the alarm, to the ombudsmen of the Company, if he has reliable information about a malpractice, unethical practice, impropriety, abuse or financial wrongdoing. This person hereby referred as 'Whistle Blower' is not required to act as investigator or finder of facts or determine corrective actions or obtain evidence in order to support his / her information. His / Her role is to 'Raise the Alarm' to the Ombudsmen of the Company and provide reasons for the same.

The Policy covers malpractices , Impropriety, Abuse or wrongdoing, unethical Activities and events which have taken place/suspected to take place.

4.1 What constitutes Malpractice, Impropriety, Abuse or wrongdoing?

Malpractice impropriety, abuse and wrongdoing (hereinafter referred to as "Concern") can include a whole variety of issues and some are listed below. However, this is not a comprehensive list but is intended to illustrate the sort of issues, which may be raised under this policy.

- ❖ Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel).
- ❖ Breach of any company policy or Manual or YURANUS code adopted by the company
- ❖ Health and safety risks, including risks to the public as well as other employees (E.g. faulty electrical equipment).

- ❖ Damage to the environment (e.g. pollution).
- ❖ Fraud and corruption (e.g. to solicit or receive any valuable gifts or favours in any form or reward, which may or may not be a bribe).
- ❖ Any instance of failure to comply with legal or statutory obligation either for and on behalf of the Company or in any personal capacity in the course of discharging duties of the Company.
- ❖ Any instance of any sort of financial malpractice -disguising or fabricating data.
- ❖ Abuse of power and authority (e.g. bullying/ harassment). - Any instances of leak of Unpublished Price Sensitive Information (UPSI) in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.
- ❖ Any other unethical or improper conduct.

4.2 What constitutes unethical Activities?

Ethics encompasses the personal, organizational and corporate standards of behaviour with respect to rightness and wrongness of certain action, motives and behaviour expected from an employee. It can be defined as core principles or beliefs that outline moral values and rules of conduct and behaviour. That means qualities such as honesty, integrity, transparency, confidentiality, respectfulness as individual responsibility and accountability.

Unethical refers to the non-conforming to the accepted standards: consistent with agreed principles of correct moral conduct.

Examples of Unethical Activities include, but not limited to, fraud, including financial fraud and accounting fraud, violation of laws and regulations, violation of Company policies or compromising the company reputation / brand, unethical behaviour or practices, endangerment to public health or safety and negligence of duty. It also includes wrongdoing regarding accounting practices, internal accounting controls, auditing matters or unethical business practices.

In the context of this policy, this may refer to any of the following:

- ❖ Failure to comply with a legal or regulatory obligation
- ❖ Unprofessional acts
- ❖ Misuse or inappropriate use of YURANUS funds or resources or facilities.
- ❖ A criminal offence
- ❖ A miscarriage of justice
- ❖ The endangering of an individual's health and safety
- ❖ Damage to the office/ plant environment or facilities
- ❖ Deliberate concealment of information relating to any of the above

5. FALSE OR BOGUS ALLEGATIONS:

- 5.1 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.
- 5.2 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.
- 5.3 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 as per existing Policy of the Company.

6. POLICY AND PROCEDURE OF DISCLOSURE, INVESTIGATION AND DISCIPLINARY ACTION:

6.1 Manner in which concern can be raised/ reporting of protected disclosures

- ❖ Employees or Stakeholders, who are in to the business ecosystem of the Company [hereinafter referred to as Whistle Blower], can make Protected Disclosure to Ombudsmen, as soon as possible. This policy ensures that Whistle Blower are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.

The concern / disclosure should be disclosed / reported to ANY OF the below mentioned YURANUS Ombudsmen, who shall be appointed for all the regions through a letter or through e-mail. Within a reasonable time of receipt of the concern, an acknowledgment shall be sent to the sender of the concern (where a return address or e-mail address is available). The acknowledgment shall confirm receipt of the concern and inform the sender that the concern would be inquired into, appropriately addressed and reported to the YURANUS ombudsmen. In case the concern does not fall within the ambit of this Whistle Blower Policy, the sender shall be informed that the concern is being forwarded to the appropriate department/authority for further action, as may be deemed necessary. In an exceptional and appropriate cases Whistle Blower shall have right to access the Chairperson of the Audit Committee of the Company

- ❖ The Contact details of the **Ombudsmen** are as under:
 1. Mr. Harsh Alpeshkumar Desai, Chief Financial Officer
Rannade House First Floor near Ishan Bunglow Shilaj, Shilaj, Ahmedabad, 380059
Mail Id: cfo.yuranus@outlook.com
 2. Mr. Nitinbhai Govindbhai Patel (Chairman cum Managing Director)
Rannade House First Floor near Ishan Bunglow Shilaj, Shilaj, Ahmedabad, 380059
Mail Id: nitinpatelaxita@gmail.com
- ❖ The disclosure will be thoroughly investigated by the Ombudsmen, together. They may seek information from any sources inside and outside the organization to investigate this, as deemed fit.

6.2 Who will investigate the concern ?

If initial enquiries by the Ombudsmen indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision will be documented.

Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsmen for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. They may seek information from any sources inside and outside the organization to investigate this, as deemed fit. A written report of the findings would be made.

6.3 Procedure for handling the disclosed concerned.

Once any disclosure of Concern has been made, the Ombudsmen to whom the disclosure has been made shall pursue the following steps:

- ❖ Obtain full details and clarifications of the concern towards unbiased fact-finding and analysis. All resources may be drawn upon as necessary to augment the full investigation of the allegation. However, the investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour and observance of legal and professional standards.
- ❖ Consider the involvement of the company's Auditors or the police or any other external investigation agency or persons as required.
- ❖ If the information indicates a possible policy violation or a system deficiency, then the Ombudsmen may involve the concerned Business Heads as deemed fit.
- ❖ The identity of the whistle Blower (complainant) may be kept confidential to the extent possible given the legitimate need of the investigation.
- ❖ Care shall be taken that evidence shall not be withheld, destroyed or tampered with, and witness shall not be intimidated, influenced, coached, threatened.
- ❖ Prepare a detailed written report and submit the same to the CMD/ MD not later than 45 days from the date of disclosure of Concern.

6.4 Anonymous Allegations

This policy encourages the Whistle Blower (complainant) to put his/her name to any disclosures he/she makes. No concerns expressed anonymously / through unsigned letters shall be entertained.

In exercising this discretion, the factors to be taken into account will include:

- ❖ The seriousness of the concern raised.
- ❖ The credibility of the concern
- ❖ The likelihood of confirming the allegation from attributable sources.

6.5 Assurance/ Protection to whistle blower under the policy:

- ❖ No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Disclosure / Concern / Alarm under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Protection will be given to Whistle Blowers against any unfair practices like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Disclosure.
- ❖ The identity of the Whistle blower may be kept strictly confidential. However, if the matter Involves legal / criminal nature, the informer's identify will be revealed to the relevant authorities as a part of the investigation process.
- ❖ Whistle-blowers are encouraged to immediately report to the Ombudsmen or to the top management, any acts of retribution that have happened to them, due to the fact that they had made a disclosure of information.

6.6 Indications to Raise an Alarm:

A matter can be considered serious enough for an alarm to be raised if it satisfies any of the following conditions:

- ❖ Any Malpractice, Impropriety, Abuse or financial wrongdoing of unethical practice.
- ❖ Any wrongdoing which may be concealment or omission of financial facts which may lead to financial loss to the company.
- ❖ Serious violation of any organization-level policy or ethical conduct, indicating that certain internal control points are weak and open for serious violations.
- ❖ Any ongoing spurious matters likely to receive media or public attention.
- ❖ Exposes the organization to a significant monetary or non-monetary liability.
- ❖ Points towards any event which is the result of criminal action e.g. Disappearance of cash/ funds.
- ❖ Indicates any incident / possible incident of sexual harassment at the workplace.
- ❖ Indicates a significant threat to the health / safety of employees or community at large.
- ❖ Any instances of leak of Unpublished Price Sensitive Information (UPSI) in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.
- ❖ Any other violation / possible violation of the YURANUS code of conduct.

6.7 Exceptions:

Any matter which is an individual employee grievance relating to the terms and conditions of employment shall be considered outside the scope of this policy and should be reported to the Human Resource Department.

6.8 Disqualification:

The following instances would constitute a violation of the Whistle-blower Policy,

- ❖ Bringing to light personal matters regarding another person, which are in no way connected and not impacting the Company, at the organization level.
- ❖ Reporting information which, he/she does not have an authorization to access.
- ❖ 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 and would be taken up with utmost sternness. The violations would be investigated and dealt with by the Ombudsman.
- ❖ 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.
- ❖ Misuse of this policy done with the intent to tarnish the reputation of anyone shall be dealt with disciplinary action, commensurate with the damages made.
- ❖ Whistle Blowers, who make any disclosures, which have been subsequently found to be mala fide or malicious or Whistle Blowers who make 3 or more Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting / making further Disclosures under this Policy.
- ❖ Actions against such violations could range in their severity, if necessary even extending up to termination of one's employment / contract / association with the organization.

6.9 Untrue Allegations

If the Whistle Blower (complainant) makes an allegation is not in good faith, which is confirmed by subsequent investigation, disciplinary action will be taken against him / her.

Hence in making a disclosure the Whistle Blower/ Complainant should exercise due good care to ensure the accuracy of the information.

6.10 Complaints of Retaliation as result of disclosure:

If the Whistle Blower believes that he or she has been retaliated against in the form of an adverse personnel action for disclosing concern under this policy he / she may file a written complaint to the Ombudsmen / CMD / MD requesting an appropriate remedy.

7. EXCEPTIONS

Any exceptions to this policy will require the special approval of the CMD / MD and to be reviewed by the Audit committee of the company.

If the grievance / conflict / dispute / concern is one impacting confidential or financial or involving a senior management member which is of serious nature, the same must be directly escalated to the CMD / MD.

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