



CMM INFRAPROJECTS LIMITED

WHISTLE BLOWER / VIGIL MECHANISM POLICY

1. PREAMBLE

This Whistle Blower / Vigil Mechanism Policy (“Policy”) of CMM Infraprojects Limited (“the Company”) is framed pursuant to the provisions of Section 177(9) and 177(10) of the Companies Act, 2013 read with the applicable Rules made thereunder and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof.

The Company is committed to conducting its affairs in a fair, transparent, ethical and lawful manner and believes in maintaining the highest standards of integrity, corporate governance and accountability.

This Policy provides a mechanism for Directors, employees and stakeholders to report genuine concerns regarding unethical behavior, fraud, misconduct, violation of laws, misuse of Company assets, financial irregularities or any other improper practices without fear of retaliation.

2. OBJECTIVES OF THE POLICY

The objectives of this Policy are:

1. To establish a vigil mechanism for reporting unethical behavior, actual or suspected fraud or violation of Company policies and legal requirements.
2. To provide an avenue for Directors, employees and stakeholders to raise concerns in good faith.
3. To ensure protection of whistle blowers against retaliation, victimization or unfair treatment.
4. To ensure fair, independent and timely investigation of reported concerns.
5. To promote ethical conduct and strengthen corporate governance.
6. To encourage reporting of genuine concerns relating to misconduct or irregularities.

3. APPLICABILITY AND SCOPE

This Policy applies to:

- Directors of the Company;
- permanent and temporary employees;
- contractual staff;
- consultants and retainers;
- vendors, suppliers and service providers;
- customers, shareholders and other stakeholders having dealings with the Company.

The Policy covers reporting of concerns relating to, including but not limited to:

- fraud or financial irregularities;
- misappropriation of funds or assets;
- bribery or corruption;
- manipulation or falsification of records;
- breach of Company policies or Code of Conduct;
- violation of applicable laws and regulations;
- abuse of authority;
- insider trading or misuse of confidential information;
- conflict of interest;
- unethical business practices;
- cyber misconduct or unauthorized access to systems/data;
- harassment or discriminatory practices;
- any act likely to adversely affect the reputation or operations of the Company.

4. DEFINITIONS

(a) “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company pursuant to Section 177 of the Companies Act, 2013 and SEBI LODR Regulations.

(b) “**Board**” means the Board of Directors of the Company.

(c) “**Employee**” means every employee of the Company, including permanent, temporary and contractual employees.

(d) “**Protected Disclosure**” means a communication made in good faith disclosing information that evidences unethical or improper activity.

(e) “**Subject**” means a person against or in relation to whom a Protected Disclosure has been made.



(f) **“Whistle Blower”** means any Director, employee or stakeholder making a Protected Disclosure under this Policy.

(g) **“Vigilance Officer / Ethics Officer”** means the officer designated by the Company to receive and process Protected Disclosures.

5. GUIDING PRINCIPLES

The Company shall:

1. Ensure confidentiality of the identity of the Whistle Blower to the extent possible.
2. Provide adequate safeguards against victimization of persons who use the vigil mechanism.
3. Ensure fair, transparent and independent investigation.
4. Take appropriate corrective and disciplinary actions based on investigation findings.
5. Ensure that genuine Whistle Blowers are protected from retaliation or discrimination.
6. Discourage frivolous, baseless or malicious complaints.

6. REPORTING MECHANISM

A. Mode of Reporting

A Protected Disclosure may be made in writing through:

- email;
- letter;
- written complaint; or
- any other communication mechanism established by the Company.

The complaint may be addressed to:

The Vigilance Officer / Ethics Officer

CMM Infraprojects Limited
110-111 DM Tower Lala Banarsilal,
Dawar Marg New Palasia,
Indore Khajrana, Indore, Indore, Madhya Pradesh, India, 452016
Email ID: cmm.secretarial@gmail.com

Alternatively, concerns relating to senior management, KMP or serious matters may be addressed directly to the Chairperson of the Audit Committee.

B. Information to be Provided

The disclosure should preferably contain:

- name and contact details of the complainant (optional in case anonymity is preferred);
- nature of concern;
- relevant facts and supporting evidence;
- names of persons involved, if known;
- date, time and place of occurrence, wherever possible.

C. Anonymous Complaints

Anonymous complaints may be considered if supported by credible information and sufficient evidence for investigation.

7. INVESTIGATION PROCESS

1. Upon receipt of a complaint, the Vigilance Officer shall conduct a preliminary review.
2. If the complaint is found to have substance, the matter may be referred for detailed investigation.
3. The Audit Committee may seek assistance from:
 - internal auditors;
 - legal advisors;
 - forensic experts;
 - external consultants; or
 - other professionals.
4. The Subject shall be given reasonable opportunity to present explanations during investigation.
5. The investigation shall be conducted in a fair, unbiased and confidential manner.
6. Based on findings, the Audit Committee may recommend disciplinary, corrective or preventive actions.
7. Material matters may be placed before the Board for consideration.

8. PROTECTION TO WHISTLE BLOWERS

The Company strictly prohibits retaliation against Whistle Blowers.

No Whistle Blower shall suffer:

- harassment;
- discrimination;
- victimization;
- termination;
- demotion;
- suspension;
- threats; or
- any adverse employment consequences

for making a Protected Disclosure in good faith.

Any person engaging in retaliation or victimization shall be subject to disciplinary action.

9. CONFIDENTIALITY

All Protected Disclosures, investigation proceedings and records shall be treated as confidential.

Disclosure of identity of the Whistle Blower shall be avoided except:

- where required under law;
- for the purpose of investigation;
- or with consent of the Whistle Blower.

10. MALICIOUS OR FALSE COMPLAINTS

While genuine concerns are encouraged, any person making knowingly false, frivolous or malicious allegations may be subject to disciplinary action.

However, no action shall be taken merely because a complaint made in good faith was not substantiated.

11. ACCESS TO CHAIRPERSON OF AUDIT COMMITTEE

In exceptional or appropriate cases, a Whistle Blower shall have direct access to the Chairperson of the Audit Committee.

The contact details of the Chairperson of the Audit Committee shall be disclosed on the Company's website or internal communication platform, wherever applicable.

12. RECORDS AND REPORTING

1. The Vigilance Officer shall maintain proper records of all complaints received, investigations conducted and actions taken.
2. A summary of significant complaints and status thereof shall be periodically placed before the Audit Committee.
3. The Audit Committee shall periodically review functioning of the vigil mechanism.
4. Records relating to complaints shall be preserved in accordance with applicable laws and Company policies.

13. DISCLOSURE

This Policy shall be hosted on the website of the Company and a reference thereto shall be made in the Board's Report in accordance with the Companies Act, 2013 and SEBI LODR Regulations.

14. REVIEW AND AMENDMENT

The Audit Committee shall periodically review this Policy and recommend amendments to the Board as may be necessary.

The Board reserves the right to amend, modify or replace this Policy, in whole or in part, at any time in accordance with applicable laws.

In case of any inconsistency between this Policy and applicable law, the provisions of applicable law shall prevail.