

WHISTLEBLOWER POLICY

1. PREAMBLE

- 1.1 Shankara Buildpro Limited (“**Company**”) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company has formulated Shankara Code of Conduct for Board of Directors and Senior Management (“**Code**”) which is attached to the policy as **Annexure A**, for the Company to keep a check on malpractices and unethical behavior by all such persons related with the management, administration and operations of the Company regardless of their designation with the Company (“**Senior Personnel**”). The role of the employees/stakeholders in pointing out violations by the Company and keep check on the ethical practices are in place cannot be undermined. The Company is committed to developing a culture where it is safe for all employees without fear to raise concerns about any poor or unacceptable practice and any event of misconduct impacting the Company and any of its stakeholders.
- 1.2 Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 4(2)(d)(iv) and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with revised Clause 49 of the Listing Agreement between the Company and Stock Exchanges, *inter alia*, requires all listed companies to establish a mechanism called “Vigil Mechanism/Whistleblower Policy” for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation by the Company of any statutory, legal, mandatory and other compliances of whatever nature and also to ensure that no fraudulent act is committed by the Company whether it impacts the stakeholders or not.
- 1.3 Accordingly, this Whistleblower Policy (“**the Policy**”) has been formulated to provide a mechanism for directors, employees and other stakeholders of the Company to approach the Whistleblower Committee/Audit Committee of the Company for the purpose of raising genuine concerns relating to any kind of malpractice indulged by the Company and address the same effectively as required. This Policy will come into effect from the date of its adoption by the Board of Directors of the Company.

2. **OBJECTIVE OF THE POLICY**

- 2.1 The Company is committed to adhere to the highest standards of ethical, moral and legal parameters in the conduct of its business operations. To maintain these standards, the Company encourages its employees and others (“**Stakeholders**”) who have concerns about

suspected misconduct by any of the Senior Personnel to come forward and express these concerns without fear of punishment or unfair treatment. This Policy aims to provide an avenue for all the Stakeholders to raise concerns on and bring to the notice of the Whistleblower Committee/Audit Committee about any violations of legal or regulatory or legal requirements, incorrect or misrepresentation of any financial statements and reports, etc. generated by the Company.

- 2.2 The purpose of this Policy is to provide a framework to promote responsible and secure whistleblowing system. It protects all Stakeholders who bring to the notice of the Whistleblowers Committee/Audit Committee raise any concern about serious irregularities within the Company and any of its Senior Personnel.
- 2.3 The Policy neither releases the Stakeholders from their duty of confidentiality in the course of their work/association with the Company nor is it a route for taking up any kind of grievance about a personal situation.

3. **DEFINITION**

- 3.1 “**Audit Committee**” means the Audit Committee constituted from time to time by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement with the Stock Exchanges and which is authorized under this Policy to address all Protected Disclosure made to it by any Stakeholder which for the purpose of this Policy will also be the Whistleblower Committee.
- 3.2 “**Code**” means Shankara Code of Conduct for Board of Directors and Senior Management.
- 3.3 “**Chairman**” means the Chairman of the Audit Committee.
- 3.4 “**Company**” means Shankara Buildpro Limited.
- 3.5 “**Director**” means a director on the Board of the Company whether whole-time or otherwise as appointed from time to time.
- 3.6 “**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.
- 3.7 “**Employee**” means every employee of the Company (whether working in India or abroad) including the directors in the employment of the Company whatever designation they may hold.

- 3.8 **“Protected Disclosure”** means a concern raised by means of a written communication made in the manner provided in this Policy and in good faith that discloses or demonstrates information that may evidence unethical or improper activity within the operations of the Company.
- 3.9 **“Statutory Authority”** means any authority, board, corporation, council, institute or any other body corporate, established by or under any Central or State legislation and shall include the Securities and Exchange Board of India, the National Company Law Tribunal, the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and such other bodies having jurisdiction over the matter.
- 3.10 **“Subject”** means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 3.11 **“Whistleblower”** is someone who makes a Protected Disclosure under this Policy.
- 3.12 **“Whistleblower Committee”** means the whistleblower committee constituted from time to time by the Board of Directors of the Company which is authorized under this Policy to address all Protected Disclosure made to it by any Stakeholder.
- 3.13 Any such terms which have not been defined in the Policy but have been capitalized shall have the respective meanings prescribed to them under the Code. To the extent of any inconsistency between this Policy and the Code, this Policy will prevail.

4. **SCOPE OF THE POLICY**

- 4.1 The Whistleblower’s role is that of a reporting party with reliable information of such nature that it impacts the credibility, reliability and ethical operations of the Company. They are not required or expected to act as investigators or finders of facts nor are they entitled to determine the appropriate corrective or remedial action that may be warranted in a given case.
- 4.2 Whistleblowers should neither act on their own to initiate/conduct any Disciplinary Action nor do they have a right to participate in any investigative activities other than as requested by the Audit Committee or the Whistleblower Committee regarding any Protected Disclosure received by it. In the event of any request made by the Whistleblower Committee for participation in any investigative process or even in the Disciplinary Action, the

Whistleblower is bound to participate as requested failing which the Company reserves the right to address the noncooperation as it deems fit in consultation with the Audit Committee.

- 4.3 Various Stakeholders of the Company are eligible to make Protected Disclosure under this Policy. These stakeholders may fall into any of the following broad categories:
- a. Directors/Employees of the Company
 - b. Contractors, vendors, suppliers or agencies providing any material or service to the Company

A person belonging to any of the above-mentioned categories can avail of the channel provided by this Policy for raising any issue of concern covered under this Policy as enumerated below:

- 4.4 The Policy covers all malpractices and events which have taken place/ suspected to take place involving:
- a. Abuse of authority impacting ethical operations of the Company
 - b. Negligence in discharge of duties by any of the Senior Personnel or employees of the Company causing substantial and specific danger to safety of the other employees
 - c. Manipulation of Company data/records leading to substantial misinformation to all or any of its Stakeholders
 - d. Financial irregularities, including fraud or suspected fraud or deficiencies in internal control and check or deliberate error in preparations of Financial Statements or misrepresentation of financial reports
 - e. Commercial exploitation of third party confidential/propriety information
 - f. Deliberate violation of law/regulation by the Company with the intention to profit illegally and unlawfully from such violation
 - g. Misappropriation of Company funds/assets by any Senior Personnel of the Company impacting the financial status of the Company and the returns to the stakeholders.
 - h. Breach of or failure to implement or comply with any approved Company Policies.

Hereinafter collectively and severally referred to as “**Malpractices**”

- 4.5 The Policy is only to address all or any of the Malpractices committed or likely to be committed by any of the Senior Personnel whether independently or in collusion with any of the employees or Stakeholder of the Company. This Policy must be utilized judiciously by Stakeholders and must not be resorted to for frivolous matters with the intention of settling

any personal grievances or scores with all or any of the Senior Personnel or other employees of the Company. If any Whistleblower is found guilty of such misuse the Whistleblower Committee in consultation with the Audit Committee has the right to recommend such disciplinary action against the erring Whistleblower as it may deem fit and the Company will be bound to act on such recommendation of the Audit Committee.

4.6 List of exclusions

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

1. Complaints that are Illegible, if handwritten
2. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body.
3. Complaints that are trivial or frivolous in nature
4. Any matter that is very old from the date on which the act constituting violation, is alleged to have been committed
5. Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc.) or also any customer/product related grievance.

5. **GUIDING PRINCIPLES FOR IMPLEMENTAION OF THE POLICY**

5.1 To ensure that this Policy is utilized responsibly and to assure that all Protected Disclosure will be acted upon, the Audit Committee will:

- a. Ensure that the Whistleblower is not victimized in any manner for providing the Protected Disclosure and therefore will maintain the identity of the Whistleblower confidential at all times except where it is statutorily required to disclose the identity of the Whistleblower.
- b. Treat any kind of victimization as a serious offence and will be entitled to initiate appropriate disciplinary action against such person(s) including report on such victimization to any appropriate Statutory Authority as having jurisdiction in the matter.
- c. Ensure complete confidentiality of the Protected Disclosure and all Disciplinary Action initiated.
- d. Not to conceal evidence or any kind of proof in support of the Protected Disclosure.
- e. Provide an opportunity of being heard to the Subject without disclosing the identity of the Whistleblower.
- f. Unanimous complaints will not be entertained under this policy.

6. PROCEDURE TO SUBMIT PROTECTED DISCLOSURE

6.1 The Whistleblower Committee constituted by the Board of Directors of the Company is the authority to whom the Protected Disclosure must be made and it will report to the Chairman of the Audit Committee which is empowered to take note of and act on the Protected Disclosure made to it. The Whistleblower has the right to submit the Protected Disclosure anonymously or with his identification at his discretion. The contact details of the Chairman of the Audit Committee of the Company.

“Mr N. Muthuraman
Chairman of the Audit Committee

6.2 The Protected Disclosure must be neatly printed with double spacing and be inserted in an envelope which should be closed/secured/sealed. The Protected Disclosure shall be factual and should not be speculative or in the nature of a conclusion. The Protected Disclosure must contain as much specific information as possible to allow proper assessment of the nature and extent of the concern and the urgency to commence preliminary investigation procedure.

6.3 The envelope thus secured/sealed should be addressed to any member of the Whistleblower Committee or the Chairman of the Audit Committee and forwarded to his address as provided below or should be deposited with the Company Secretary who on receipt of the same is duty bound to acknowledge receipt and forward the same to the Whistleblower Committee on the same day if received during working hours but not later than one day from the date of receipt of the Protected Disclosure from the Whistleblower in any manner.

6.4 The Whistleblower shall maintain confidential all Protected Disclosure and shall not divulge all or any portion of the Protected Disclosure to any other employee or stakeholder or any third party except as instructed by the Whistleblowers Committee. Any breach of the confidentiality requirement regarding the Protected Disclosure will entitle the Whistleblower Committee in consultation with the Company to initiate such disciplinary action as it may deem fit against the Whistleblower whether under the terms of this Policy or under the terms of the Employment Agreement if any entered into by the employee and if any other stakeholder under any document executed by them.

7. PROCEDURE OF THE WHISTLEBLOWERS COMMITTEE

- 7.1 On receipt of the Protected Disclosure the concerned person shall forward the Protected Disclosure to the other members of the Whistleblower Committee and call for a meeting of the Whistleblower Committee at the cost and expense of the Company.
- 7.2 The Whistleblower Committee shall at a duly convened meeting of the Whistleblower Committee, which shall not be beyond a period of one week from the date of receipt of the Protected Disclosure consider the contents of the Protected Disclosure in detail to examine if any prima facie issue has been established by the Whistleblower.
- 7.3 If the Whistleblower Committee by a majority decision is convinced that a prima facie case has been established by the Protected Disclosure under the guidance of the Chairman Disciplinary Action can be initiated as deemed fit. The first step of the Disciplinary Action will be to commence investigation into the allegations made in the Protected Disclosure to examine and establish the allegations made.
- 7.4 If no prima facie case has been established as per the Whistleblower Committee, the Whistleblower Committee reserves the right to reprimand the Whistleblower without impacting his employment or association with the Company and dismiss the Protected Disclosure without any further action on it without prejudice to the provisions of Clause 11 below. The Whistleblower Committee at its discretion may initiate proceedings as reserved under the provisions of Clause 11 below which shall be binding on the Company and the concerned Stakeholder.
- 7.5 The Whistleblower Committee has the authority to seek such information, data, documents and other statements as may be required for investigation and all the Senior Personnel of the Company shall extend their fullest cooperation to the Whistleblower Committee to conduct the investigation as reserved under Clause 8 below.
- 7.6 The contact details of the members of the Whistleblower Committee are given below:
Chairman:
Name: N. Muthuraman
Address: Flat No. 1008, TVH Quadrant, 55, L.B. Road, Adyar Chennai-600020

Other Members of the Audit Committee:

Mr. B. Jayaraman
Ms. Jayashri Murali
Mr. Sukumar Srinivas

7.7 The Company in consultation with the Audit Committee and the Board of Directors of the Company reserves the right to reconstitute the Whistleblowers Committee as may be required for whatever reason.

8. **INVESTIGATION PROCEDURE**

8.1 All Protected Disclosures where a prima facie case has been established under this Policy shall be thoroughly investigated by the Whistleblower Committee. If any member of Whistleblower Committee has a conflict of interest in any given case then he/she should recuse himself/herself and the other members of the Whistleblower Committee shall deal with the matter on hand.

8.2 The Whistleblower Committee or the Chairman of the Audit Committee may at its discretion consider involving any third party or other employee investigators for the purpose of the investigation.

8.3 It must be noted that the decision to conduct an investigation taken by the Whistleblower Committee by itself is not an accusation and must be treated merely as a neutral fact-finding process. The outcome of the investigation may or may not support the conclusion of the Whistleblower's Protected Disclosure that an act of Malpractice has been committed.

8.4 The identity of the Subject shall be kept confidential to the extent possible given the legitimate needs of law and the investigation.

8.5 The Subject will be informed of the allegations at the outset of a formal investigation and shall be given as many opportunities as required to counter the allegations made in the Protected Disclosure.

8.6 The Subject shall have a duty to co-operate with the Whistleblower Committee or the Chairman or any of the investigators during the investigation to the extent that such co-operation will not compromise the self incrimination protections available under applicable laws.

- 8.7 The Subject shall have the right to consult any person including to represent him in the investigation. The Subject shall also have the right to engage a counsel at his own cost.
- 8.8 The Subject shall have a responsibility not to interfere with the investigation. Any evidence pertaining to a particular Protected Disclosure shall not be withheld, destroyed or tampered with and witnesses shall not be threatened, influenced, coached or intimidated by the Subject.
- 8.9 No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 8.10 The investigation shall be completed normally within 45 (Forty-five) days of the receipt of the Protected Disclosure.
- 8.11 The investigators are required to conduct a process towards fact-finding and analysis. The investigators shall derive their authority and access rights from the Whistleblower Committee when acting within the course and scope of their investigation.
- 8.12 Technical and other resources may be drawn up as necessary to help in the investigation. The investigators shall be independent, unbiased, fair, objective and thorough. The investigators shall have duty of ethical behaviour and maintaining strict legal and professional standards.

9. **DECISION**

- 9.1 If an investigation leads the Whistleblower Committee to conclude that an improper or unethical act has been committed, the Whistleblower Committee shall recommend to the Audit Committee and the management of the Company to take such disciplinary or corrective action as the Audit Committee deems fit.
- 9.2 Based on such recommendations made by the Whistleblower Committee, the Audit Committee and the management of the Company will take all such necessary actions including reporting of such Malpractice to the concerned Statutory Authority, having jurisdiction in the matter. It is clarified that 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 Code.

10. **PROTECTION**

- 10.1 No unfair treatment shall be meted out to any Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any

kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers.

10.2 Complete protection will be accorded to the Whistleblowers against any unfair practice 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 Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure.

10.3 A Whistleblower may report any violation of the above clause to the Whistleblower Committee or the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

10.4 The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. The Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Whistleblower Committee or the Chairman (e.g. during investigations carried out by Investigators).

10.5 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

11. **FALSE DISCLOSURE**

11.1 While the Whistleblowers are accorded protection in the manner provided in Clause 9 above, any sort of false disclosure will attract severe disciplinary action.

11.2 Any person who knowingly makes false allegations of Malpractice shall be subject to strict disciplinary action, which may result even in termination of employment, if the person is an Employee, in accordance with Company's rules, policies and procedures.

11.3 Further this Policy may not be used as a defense by an Employee against whom an adverse personal action has been taken independent of any disclosure made by him and for legitimate reasons or cause under Company's rules and policies.

12 **REPORTING**

- 12.1 The Whistleblower Committee shall maintain a report on a regular basis about all Protected Disclosures referred to them and the action initiated by the Whistleblower Committee including the results of investigations, if any.
- 12.2 All such reports including the documents and evidences pertaining to the investigations conducted and decisions declared for every incident of Protected Disclosure shall be retained by the Company for a minimum of 7 years (**Protected Disclosure Documents**) and the safe custody of all the Protected Disclosure Documents shall be the responsibility of the Company. All Protected Disclosure Documents will be destroyed after the said period in the presence of at least one member of the Whistleblowers Committee and with the authorization of the Whistleblowers Committee and as instructed.
- 12.3 The Protected Disclosure Documents shall be examined only in the presence of at least one member of the Whistleblowers Committee and with the authorization of the Whistleblowers Committee. Any violation of the above whether by the Company or any of the Stakeholders including any Employee and disclosure of all or any of the Protected Disclosure Documents will be viewed seriously and the Whistleblowers Committee will be entitled to suo moto initiate such disciplinary action as it may deem fit and all decisions of the Whistleblowers Committee in that regard shall be final and binding on the Company.
- 12.4 The Company shall extend its fullest cooperation to implement all the decisions of the Whistleblowers Committee whether as relating to any Protected Disclosure or as relating to breach of confidentiality requirement vis a vis Protected Disclosure/ Protected Disclosure Documents.
- 12.5 On all matters relating to this Policy only the Whistleblowers Committee shall have the right to take such decisions as it deems fit by simple majority of votes of those present and voting in a duly convened meeting.