

CUBE CONSTRUCTION ENGINEERING LIMITED

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VIGIL MECHANISM POLICY

1. BACKGROUND

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a Vigil Mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

CUBE CONSTRUCTION ENGINEERING LIMITED proposes to establish a Vigil Mechanism and to formulate a policy for the same.

2. POLICY OBJECTIVES

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 (Complainant) 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 the Codes of conduct or policy. 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 Chairman / CEO / Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and /or colleagues in general.

3. SCOPE

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by Complainants concerning its employees.

4. DEFINITIONS

“Alleged wrongful conduct” shall mean violation of law, infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

“Audit Committee” means a Committee constituted by the Board of Directors of the Company in accordance with the guidelines of Listing Agreement and Companies Act, 2013.

“Board” means the Board of Directors of the Company.

“Company” means the CUBE CONSTRUCTION ENGINEERING LIMITED and all its Units / Branch Offices etc.

“Employee” means all the present employees (including Contract Employees on Contractual Basis) and Managing / Whole Time / Executive Directors of the Company whole time Directors of the Company whether working in India or abroad.

“Vigilance 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 gossip/speculative or in the nature of hearsays and should contain to the point information for its appropriate assessment / review.

5. COVERAGE

All Employees of the Company are eligible to make Vigilance Disclosures under the Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF VIGILANCE DISCLOSURES

All Vigilance Disclosure should be reported in writing, duly signed by the Complainant as soon as possible after the Employee becomes aware of the same.

The Vigilance Disclosure should be submitted in a closed and secured envelope. Alternatively, the same can also be sent through email with the subject Line “Vigilance Disclosure”.

7. INVESTIGATION

All Vigilance Disclosures under this policy will be recorded and thoroughly investigated.

The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.

Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

Subject(s) have a right to consult with a person or persons of their choice.

Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed.

Subject(s) have a right to be informed of the outcome of the investigations

The investigation shall be completed normally within 60 days of the receipt of the Vigilance Disclosure and is extendable by such period as the Audit Committee deems fit.

8. DECISION AND REPORTING

If outcome of the investigation indicates that an improper or unethical or wrongful act has been committed, it will be recommended to the management of the Company to take appropriate corrective action. Any such disciplinary or corrective action shall be subject to the applicable personnel or staff conduct and disciplinary procedures.

If Complainant is not satisfied with Report, he has the right to report the event to the appropriate legal or investigating agency.

A Complainant who makes false allegations or about alleged wrongful conduct shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. SECRECY / CONFIDENTIALITY

The Complainant, Members of Audit Committee, the Subject and everybody involved in the process shall:

Maintain confidentiality of all matters under this Policy.

Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

10. PROTECTION

No unfair treatment will be meted out to a Complainant by virtue of his / her having reported a Vigilance Disclosure under this policy. Complete protection will, therefore, be given to Complainants against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, or the like including any direct or indirect use of authority to obstruct him to perform his duties / functions.

The identity of the Complainant shall be kept confidential to the extent possible and permitted under law. The identity of the Complainant will not be revealed by the Company

Any other Complainant assisting in the said investigation shall also be Vigilance to the same extent as the Complainant.

11. RETENTION OF DOCUMENTS/ PROCEEDINGS

All Vigilance Disclosures in writing or documented along with the results of investigation relating thereto, shall be retained by the Company for a period of 5 (Five) years or such other period as specified by any other law in force, whichever is more.

12. 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, such amendment or modification will be binding on the Employees and Directors upon its notification to them in writing.