

# **TWENTY FIVE SOUTH REALTY LIMITED**

## **VIGIL MECHANISM- WHISTLE BLOWER POLICY**

**MODIFIED IN BOARD MEETING HELD ON DECEMBER 14, 2019**

A handwritten signature in black ink, appearing to read "J. S. S.", is positioned to the left of the circular stamp.

**TWENTY FIVE SOUTH REALTY LIMITED**  
**VIGIL MECHANISM-WHISTLE BLOWER POLICY**

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# **TWENTY FIVE SOUTH REALTY LIMITED**

## **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

### **1. INTRODUCTION:**

Vigil Mechanism is an important mechanism in the prevention and detection of improper conduct, harassment or corruption and it can also be an integral component in the management of fraudulent activities.

Sub-section (9) of Section 177 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 stipulates that all listed companies shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed. This mechanism shall also provide for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

This Vigil Mechanism policy is based on a process that allows directors and employees to report alleged improper conduct without fear of retribution. Implementing a structurally sound and business effective policy is a significant step towards maintaining an atmosphere of mutual workplace respect and proper business behavior that is vital to the integrity and success of the organization.

This Policy has been modified by the Board at its meeting held on December 14, 2019 and shall be effective with an immediate effect.

### **2. PURPOSE :**

The purpose of this Policy is to:

- act as a reference guide to potential Whistle Blowers wishing to make a disclosure;
- define the structure of the Whistle Blower system, including:
  - Reporting System
  - Roles and Responsibilities;
  - Assessment of Disclosures;
  - Investigation;
  - Post-Investigation Procedures;
  - Whistle Blower Protection;
  - Confidentiality; and
  - Review of the Policy.
- provide necessary safeguards for protection of employees from reprisals or victimization, for whistle blowing in good faith.



### 3. SCOPE:

This Policy is an extension of Company's Code of Conduct and Ethics. This Policy applies to the Directors on the Board and all employees of the Company including associates, joint ventures, subsidiaries, and partnerships, which provides them an avenue to raise concerns which seem to go against the Company's commitment to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication.

Company's internal controls and operating procedures are intended to detect and prevent improper conduct, as set out in the Company's Code of Conduct and Ethics. However, even the best systems of control cannot guarantee absolute immunity from inappropriate workplace behavior. Company recognises that intentional and unintentional violations of laws, regulations, policies and procedures may occur and constitute improper conduct as defined by this policy.

The Company will not tolerate improper conduct, which generally involves violations of the Company's Code of Conduct and Ethics. All allegations of suspected improper activity will be dealt with at a level of severity consistent with Company's desire to eradicate the same.

The Company will take all reasonable steps, and do all things necessary, to protect those who make protected disclosures from any detrimental action in reprisal for the making of the disclosure. The Company will also deal fairly with employee (s) who are the subject of the disclosure.

### 4. POLICY:

The Policy is intended to cover serious concerns that could have a large impact on Twenty Five South Realty Limited such as actions (actual or suspected) that:

- may lead to incorrect or fraudulent financial reporting;
- are not in line with applicable company policy;
- are detrimental to the image of the Group
- are unlawful;
- violate the accepted value of the group; and
- otherwise amount to serious improper conduct (including any kind of harassment)

A director or an employee making a disclosure under this Policy is commonly referred to as a complainant (Whistle Blower). The Whistle Blower's role is that of a reporting party. He or she is not expected to prove the truth of an allegation but needs to demonstrate to the Audit Committee that there are sufficient grounds for concern.

Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators.



Protected disclosure will be appropriately dealt with by the Chairman of the Audit Committee as the case may be.

The measures documented in this Policy endeavour to raise awareness of whistle blowing, improve the operation of the whistle blowing process, eliminate the risk of reprisal and detrimental action against Whistle Blowers and to improve the integrity of the organization as a whole through transparent policies and effective procedures.

## **5. SAFEGUARDS:**

### **5.1 Discrimination, Retaliation, Harassment or Victimisation**

Twenty Five South Realty Limited strictly prohibits any discrimination, retaliation or harassment against any person who makes a report in good faith or participates in any investigation of a report under this Policy. Employees who believe they have been subjected to any discrimination, retaliation or harassment for having submitted a complaint or for participating in an investigation relating to such a complaint should immediately report the concern to his immediate superior or to the Chairman of the Audit Committee. Any complaint of such discrimination, retaliation or harassment will be promptly and thoroughly investigated and, if substantiated, appropriate disciplinary action will be taken, upto and including termination.

### **5.2 Confidentiality**

Every effort shall be made to protect the complainant's identity, subject to legal constraints.

### **5.3. Anonymous Allegations**

Complainants must put their names to allegations and follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness of the issue raised, the Chairman of the Audit Committee may initiate investigation independently.

### **5.4 Malicious Allegations**

Malicious allegations may result in disciplinary action. Whistle Blowers who make any protected disclosures, which have been subsequently found to be malafide or malicious or Whistle Blowers who make 3 or more protected disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further protected disclosures under this Policy. Appropriate action may also be taken against such Whistle Blower including reprimand.

## **6. DEFINITIONS:**

- 6.1** Twenty Five South Realty Limited Employee for the limited purpose of this Policy and for sake of convenience would include employees of the Company and its subsidiaries, associates, joint ventures, and partnerships, if any.



**6.2**      **Audit Committee** means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013, Rule 6 of the Companies' (Meetings of Board and its Powers) Rules, 2014 read with Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015).

**6.3**      **Corporate Malfeasance or Fraud for the purpose of this Policy is defined as:**

"The unlawful and intentional making of a misrepresentation or inducement of a course of action by deceit or other dishonest conduct, involving acts or omissions or the making of false statements, orally or in writing, with the object of obtaining money or other benefits from or evading a liability to Twenty Five South Limited."

Dishonest or fraudulent activities include, but are not limited to, the following:

- Forgery or alteration of documents (cheques, expense reports, time sheets, agreements, purchase orders, budgets, etc.);
- Misrepresentation of information on documents; -
- Misappropriation of funds, securities, supplies, or any other asset;
- Theft, disappearance, or destruction of any asset;
- Improprieties in the handling or reporting of monetary transactions;
- Authorising or receiving payments for goods not received or services not performed;
- Authorising or receiving payment for hours not worked;
- Any violation of State, or Local laws related to dishonest activities; or
- Any similar or related activities.

**6.4**      **Director** means a director on the Board of Directors of Twenty Five South Realty Limited

**6.5**      **Ethical Behaviour** means behaviour which is in accordance with the accepted principles of right and wrong that govern the conduct of a profession / vocation including but not restricted to financial impropriety and accounting malpractices.

**6.6**      **Good Faith has been defined as:** 'A Whistle Blower communicates in 'good faith' if there is a reasonable basis for the communication of the concern or of a violation or has observed about unethical or improper practices. 'Good Faith' is lacking when the employee does not have personal knowledge of a factual basis for communication or where the employee knew or reasonably should have known that the communication about unethical or improper practices is malicious, false or frivolous'.

**6.7**      **Harassment**

For the purpose of this Policy, harassment is defined as offensive, inappropriate conduct that interferes with an employee's working conditions or performance and/or creates a hostile work environment. Sexual harassment may include unwelcome sexual advances; unwelcome requests for sexual favors or



unwelcome verbal or physical conduct of sexual nature. The decision of the Audit Committee as to whether a particular 'conduct' constitutes 'harassment' as described hereinabove shall be final.

#### **6.8 Improper Conduct**

For the purpose of this Policy, improper conduct is defined as:

- a) Corrupt conduct
- b) Harassment
- c) Corporate malfeasance
- d) Substantial mismanagement of the Company
- e) Conduct involving substantial risk to public health or safety
- f) Conduct involving substantial risk to the environment
- g) Insider trading in the company's securities.
- h) Falsification of statutory reports and records including the Company's financial statements and accounting standards.
- i) Failure to comply with other legal obligations that would, if proven constitute:
- j) A criminal offence
- k) Reasonable grounds for dismissing or dispensing with, or otherwise terminating the services of Twenty Five South Realty Limited employee who was, or is engaged in that conduct or
- l) Reasonable grounds for disciplinary action.

#### **6.9 Improper Business Conduct**

for the purpose of this Policy is defined as an intentional promise, offer, or gift by any person, directly or indirectly, of an advantage of any kind whatsoever to a person, as undue consideration for themselves, or for anyone else, to act or refrain from acting in the exercise of their functions, or the intentional request or receipt by a person, directly or indirectly, of an undue advantage of any kind whatsoever, for themselves or for anyone else, or the acceptance of offers or promises of such advantages to act or refrain from acting in the exercise of their functions.

All acts are to be regarded as corruption that involve a person in a position to make decisions using his/her power in that field not in the interest of the organisation he/she represents but to promote his/her personal goals.

**6.10 Investigators** means those persons authorised, appointed, consulted or approached by the Audit Committee and includes the Auditors of the Company and the police

**6.11 Motivated Complaint** means a complaint which is found to be deliberately false or motivated by revenge, enmity or mischief or other extraneous considerations.

**6.12 Protected Disclosure** means any communication made in good faith that discloses or demonstrates an intention to disclose information that may evidence unethical or improper activity



**6.13 Subject** means a person against whom or in relation to whom a protected disclosure has been made or evidence gathered during the course of an investigation.

**6.14 Supervisor** means the seniors of the employee to whom he/she is supposed to report in his/her official work.

**6.15 Violation** means an infraction or a breach which is not necessarily a violation of law, of the Company's policies and the Company's, Code of Conduct and Ethics and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders.

**6.16 Whistle blowing** is defined for the purpose of this Policy as the deliberate, voluntary disclosure of individual or organisational malpractice by a person who has or had privileged access to data, events or information about an actual, suspected or anticipated wrongdoing within or by an organisation that is within its ability to control.

**6.17 Whistle Blower** is defined as any director or employee of Twenty Five South Realty Limited, and its associates, joint ventures, subsidiaries and partnership firms who makes or attempts to make a protected disclosure as defined in Clause 6.13.

## **7. INTERPRETATION:**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and the Rules made thereunder and/or SEBI Act and/or SEBI Listing Regulations, 2015 / Guidelines / Circulars in force and as amended from time to time.

## **8. RESPONSIBILITY OF DIRECTORS AND TWENTY FIVE SOUTH REALTY LIMITED GROUP EMPLOYEES**

The Directors and all Twenty Five South Realty Limited employees are encouraged, and have the responsibility to, report any known or suspected incidences of improper activity or detrimental action in accordance with this policy. The Directors and all employees of Twenty Five South Realty Limited Group also have an important responsibility concerning the welfare of the Whistle Blower within the organisation. All employees must refrain from any activity that is, or could be perceived to be, victimisation or harassment of a person who makes a disclosure. All employees must not, under any circumstance, engage in any activity that would constitute detrimental action (as defined by this policy). The Directors and all employees of Twenty Five South Realty Limited Group must take all reasonable steps to attempt to maintain the confidentiality of a person they know or suspect to have made a disclosure.

## **9. PROCEDURE:**

**9.1** Any director / employee who observes any unethical or improper practices or alleged wrongful conduct may make a disclosure to the Audit Committee in writing as soon as possible but not later than 45 (forty five) consecutive calendar days after becoming aware of the same.





9.2 If the director / employee is unwilling or unable to put an oral disclosure in writing, he may approach Compliance Officer directly or through his superior. The Compliance Officer shall prepare a written summary of the directors /employee's disclosure and provide a copy of the same to the concerned employee.

9.3 If a Protected Disclosure is received by any Executive of the Company other than the Compliance Officer or the Chairman of the Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action. Appropriate care should be taken to keep the identity of the Whistle Blower confidential.

9.4 Protected Disclosures should preferably be reported in writing so as to ensure clear understanding of the issues raised and should be either typed or written in legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower. Alternatively, the Protected Disclosures can also be reported by e-mail to [whistleblower@twenty5south.com](mailto:whistleblower@twenty5south.com) in, a secure e-mail address accessible only by the Chairman of the Audit Committee.

9.5 Protected Disclosures should be factual instead of speculative or in the nature of conclusion, and should contain as much specific information as possible to allow the persons investigating the report to adequately assess the nature, extent and urgency of the situation. Whistle Blowers should realize that if an anonymous report cannot be properly investigated without additional information, we may have to close the matter for lack of sufficient information.

9.6 For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure.

## 10 INVESTIGATIONS:

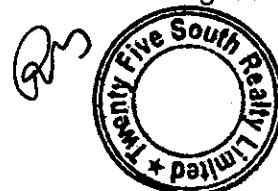
### 10.1 Introduction

10.1.1 All Protected Disclosures reported under this Policy shall be thoroughly and expeditiously investigated by the Chairman of the Audit Committee of the Company.

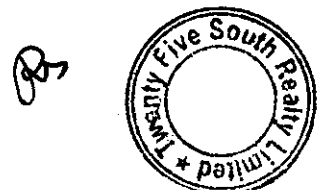
10.1.2 if the circumstances so suggest, the Chairman of the Audit Committee may appoint a senior officer or a committee of managerial personnel to investigate into the matter or the Chairman may at his discretion, consider involving any investigator (hereinafter collectively referred to as 'the Investigator') for the purpose of investigation.

10.1.3 The Audit Committee shall have a right to outline detailed procedure for an investigation.

10.1.4 Where the Audit Committee has designated an investigator or a senior officer or a committee of managerial personnel for investigation, they shall mandatorily adhere to the procedure outlined by the Audit Committee for investigation.



- 10.1.5** The Audit Committee or the said investigator or the said senior officer or the said committee of managerial personnel, as the case may be, shall have the right to call for any information documents and examination of any employee of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this Policy.
- 10.1.6** The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- 10.1.7** The identity of the Subject and the Whistle Blower shall be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- 10.1.8** Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 10.1.9** Subjects shall have a duty to co-operate with the Chairman of the Audit Committee or any of the investigators or senior officer or the committee of managerial personnel during investigation to the extent that such co-operation will not undermine self-incrimination protections available under the applicable laws.
- 10.1.10** Subjects have a right to consult with a person or persons of their choice, other than the members of the Audit Committee and/or the Whistle Blower or the investigator or the senior officer or the committee of managerial personnel. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. However, if the allegations against the Subject are not sustainable, then the Company may see reason to reimburse such costs.
- 10.1.11** Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- 10.1.12** Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 10.1.13** Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 10.1.14** The investigation shall be completed normally within 45 (forty five) days of the receipt of the Protected Disclosure.



**10.1.15** A report shall be prepared after completion of investigation and the Audit Committee shall consider the same.

**10.1.16** After considering the report, the Audit Committee shall determine the cause of action and may order for remedies which may inter-alia include:

- a) An order for injunction to restrain continuous violation of this policy.
- b) Reinstatement of the employee to the same position or to an equivalent position.
- c) Order for compensation for lost wages, remuneration or any other benefits etc.

## **10.2 Terms of reference**

Before commencing an investigation, the Chairman of the Audit Committee will draw up terms of reference which will set a date by which the investigation report is to be concluded, and will describe the resources available to the senior officer or the committee of managerial personnel or the investigator as the case may be, to complete the investigation within the time set. The terms of reference will require the senior officer or the committee of managerial personnel or the investigator to make regular reports to the Chairman of the Audit Committee of general progress.

## **10.3 Investigators**

**10.3.1** Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.

**10.3.2** Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

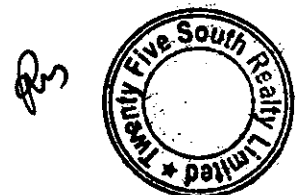
**10.3.3** Investigations will be launched only after a preliminary review by the Chairman of the Audit Committee, which establishes that:

- i. the alleged act constitutes an improper or unethical activity or conduct, and
- ii. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review. Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct

## **10.4 Investigation Plan**

The investigator will prepare an investigation plan for approval by the Chairman of the Audit Committee. The Plan will address the following issues:

- what is being alleged?
- what are the possible findings or offences?



- what are the facts in issue?
- How enquiry is to be conducted?
- What resources are required?
- What are the avenues available for addressing the matter?
- Was there any past history regarding the subject matter of protected disclosure?

At the commencement of the investigation, the Whistle Blower should be

- Notified by the investigator that he/she has been appointed to conduct the investigation.
- Asked to clarify any matters and provide any additional material he/she might have.

#### **10.4 Natural Justice.**

Any investigation and resulting disciplinary proceedings will be conducted by the Company having regard to the principles of natural justice.

#### **11 DECISION:**

At the conclusion of the investigation, the investigator will submit a written report of his or her findings to the Chairman of the Audit Committee. The report will contain:

- The allegations
- An account of all relevant information received and, if the investigator has rejected evidence as being unreliable the reasons for this opinion being formed.
- The conclusions reached and the basis for them; and
- Any recommendations arising from the conclusion

The report shall be accompanied by all documents statements or other exhibits received by the investigator and accepted as evidence during the course of investigation.

Where the investigator's report is to include any adverse comment against any person that person shall be given an opportunity to respond and his/her defence will be fairly included in the report.

The report of the investigator will also include recommendation of steps to be taken by Twenty-Five South Realty Limited to prevent the conduct from continuing or occurring in the future.

The report will not disclose particulars likely to lead to the identification of the Whistle Blower.

Based on the report submitted by the investigator, if the chairman of the Audit Committee comes to a conclusion that an improper or unethical act has been



committed, the Chairman of the Audit Committee shall recommend to the management of the company to take such disciplinary or corrective action as chairman of the Audit may deem fit. 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 applicable provision or staff conduct and disciplinary procedures.

## **12 MANAGING THE WELFARE OF THE WHISTLE BLOWER**

### **12.1. Commitment to protecting Whistle Blower**

Twenty Five South Realty Limited is committed to the protection of genuine Whistle Blowers against detrimental action taken in reprisal for the making of protected disclosures. The Chairman of the Audit Committee is responsible for ensuring Whistle Blowers are protected from direct and indirect detrimental action, and that the culture of the workplace is supportive of protected disclosures being made.

All employees are advised that it is an offence for a person to take detrimental action in reprisal for a protected disclosure.

