



## VIGIL MECHANISM/ WHISTLE BLOWER POLICY

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### Tenon Group of Companies:

Company Name	Approved by BoD in their Meeting held on:
Tenon Facility Management India Private Limited	25 <sup>th</sup> March, 2019
Peregrine Guarding Private Limited	25 <sup>th</sup> March, 2019
Soteria Command Center Private Limited	18 <sup>th</sup> March, 2019
Roto Power Projects Private Limited	18 <sup>th</sup> March, 2019
Tenon Project Services Private Limited	18 <sup>th</sup> March, 2019
Tenon Support Services Private Limited	18 <sup>th</sup> March, 2019

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

### **1. Preface**

Tenon Group of Companies is committed for conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics and to full and accurate disclosures. The 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.

### **2. Objective**

The objective of this mechanism is to eliminate and ensure the prevention of malpractices, to investigate and resolve complaints, take appropriate action to safeguard the interests of the Company and to ensure that any person making a complaint (referred to as "a whistleblower") is protected, while at the same time actively discouraging frivolous and false complaints.

Company shall oversee the vigil mechanism through Audit committee and if any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others non-interested members of the committee would deal with the matter on hand.

### **3. Scope of Policy**

- The Whistleblower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- Whistleblowers 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 Ethics Committee or the Investigators.
- Protected Disclosure will be appropriately dealt with by the Ethics Committee
- This policy seeks to ensure that anyone who is aware (director or employee of the company) of a breach of Company policies and procedures, suspected or actual frauds and embezzlement, illegal, unethical behavior or violation of company's code of conduct



or ethics etc., feels free to bring this to the attention of appropriate personnel in the Company, without fear of victimization, harassment or retaliation.

#### **4. Applicability**

This Mechanism applies to the following:

- All the Directors
- All the employees and ex-employees and their representative bodies of different departments of the Company
- All the Business Associates of the Company

#### **5. Legal Provision**

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of The Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism

- i. Every listed company;
- ii. Every other company which accepts deposits from the public; and
- iii. Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 Crores.

#### **As per Rule 7 of The Companies (Meetings of Board and its powers) Rules, 2014 {Section 177 of Companies Act, 2013, Establishment of Vigil Mechanism}**

(1) Every listed company and the companies belonging to the following class or classes shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances-

(a) the Companies which accept deposits from the public;

(b) the Companies which have borrowed money from banks and **public financial institutions in excess of fifty crore rupees.**

(2) The companies which are required to constitute an audit committee shall oversee the vigil mechanism through the committee and if any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.

**(3) In case of other companies, the Board of directors shall nominate a director to play the role of audit committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.**

(4) The vigil mechanism shall provide for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee, as the case may be, in exceptional cases.



(5) In case of repeated frivolous complaints being filed by a director or an employee, the audit committee or the director nominated to play the role of audit committee may take suitable action against the concerned director or employee including reprimand.

Accordingly, this Vigil Mechanism (“the Policy”) has been formulated with a view to provide adequate safeguards against victimization of persons who use such mechanisms and also to ensure direct access to the Ethics Committee.

## 6. **Definitions**

- a. Act”** means the Companies Act, 2013 r/w relevant rules; as amended from time to time;
- b. “Tenon Group of Companies”** means the following Companies:
- (i) Tenon Facility Management India Private Limited
  - (ii) Peregrine Guarding Private Limited
  - (iii) Soteria Command Center Private Limited
  - (iv) Roto Power Projects Private Limited
  - (v) Tenon Project Services Private Limited
  - (vi) Tenon Support Services Private Limited
- c. Audit Committee”** means a Committee constituted by the Board of Directors of the respective Company of Tenon Group of Companies made in accordance with the Companies Act, 2013;
- d. “Board”** means the Board of Directors of the respective Company of Tenon Group of Companies;
- e. Nominated Director”** are the following Directors as nominated by the Board of Directors of respective Companies for the purpose of rule 7(3) of Companies (Meeting and its powers) Rules, 2014 :

<b>Company Name</b>	<b>Nominated Director</b>
Tenon Facility Management India Private Limited	Mr. Siddharth Dahiya
Peregrine Guarding Private Limited	Mr. Rajan Oberoi
Soteria Command Center Private Limited	Mr. Puneet Malhotra



Roto Power Projects Private Limited	Mr. Sangram Dhar
Tenon Project Services Private Limited	Mr. Anil Tripathi
Tenon Support Services Private Limited	Mr. Govind Ram

- f. **“Company”** means respective Company of Tenon Group of Companies
- g. **“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.
- h. **“Directors”** means all the directors of the respective Companies of Tenon Group of Companies including directors of their subsidiaries and associates.
- i. **“Employee”** means every employee on the permanent or temporary rolls of the Tenon Group of Companies and ex-employees including its subsidiaries and associates (whether working in India or abroad) and includes their representative bodies.
- j. **“Ethics Committee”** means a Committee responsible for ensuring investigation and consists of personnel mentioned in Clause 8 of this policy
- k. **“Fraud”** in relation to affairs of a company or anybody corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any **wrongful gain or wrongful loss**.
- l. **“Investigators”** mean those persons authorized & appointed by Ethics Committee
- m. **“Policy”** means The Vigil Mechanism/Whistle Blower Policy.
- n. **“Protected Disclosure”** means any communication made in good faith by the whistle blower that discloses or demonstrates information that may indicate evidence towards unethical or improper activity.



- o. “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.
- p. “Whistle Blower”** means a person making a Protected Disclosure under this Policy. Whistle Blower or complainant could be Director(s)/employee/ex- employee including their representative bodies /business associate whether at the Senior Management level or at lower level.
- q. “Wrongful Gain”** means the gain by unlawful means of property to which the person gaining is not legally entitled.
- r. “Wrongful Loss”** means the loss by unlawful means of property to which the person losing is legally entitled.

## **7. Disclosure**

The information on suspected wrongful conduct should be such information which is intended to cover serious concerns that could have a large impact on the Company such as actions that:

1. Abuse of Authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of employee Code of Conduct or Rules
11. Any other unethical, biased, favored, imprudent event
12. Amount to serious improper conduct

The above list is only illustrative and should not be considered as exhaustive.

Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

## 8. Procedure

- a. The Nominated Directors of the respective group Companies of Tenon has authorized and delegated to the Ethics Committee to report the genuine concerns or grievances of employees and Directors and also to report protected disclosures.
- b. All Protected Disclosures should be addressed to any one or all personnel of Ethics Committee, contact details of which is given below:-

Sr. No.	Name & Designation	Contact Details
1.	Mr. Manjit Rajain Group Chairman	<a href="mailto:manjit@tenonworld.com">manjit@tenonworld.com</a>  Tenon Group of Companies, Plot No. 13, Electronic City, Udyog Vihar, Phase IV, Sector-18, Gurgaon-122015, Haryana (India)
2.	Brig. Rajan Oberoi Global CEO	<a href="mailto:rajan.oberoi@tenonworld.com">rajan.oberoi@tenonworld.com</a>  Tenon Group of Companies, Plot No. 13, Electronic City, Udyog Vihar, Phase IV, Sector-18, Gurgaon-122015, Haryana (India)
3.	Mr. Sandeep Gupta Global CFO	<a href="mailto:sandeep.gupta@tenonworld.com">sandeep.gupta@tenonworld.com</a>  Tenon Group of Companies, Plot No. 13, Electronic City, Udyog Vihar, Phase IV, Sector-18, Gurgaon-122015, Haryana (India)

- c. If a protected disclosure is received by any executive of the Company other than members of Ethics Committee, the same should be forwarded to the members of Ethics Committee as mentioned above for further appropriate action.
- d. Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.
- e. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.

- f. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- g. If initial enquiries 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 basis for such dismissal will be recorded and such decision will be documented.

## 9. Investigation

- All Protected Disclosures reported under this Policy will be thoroughly investigated by the Ethics Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand. In case where a company is not required to constitute an Audit Committee, then the Board of directors shall nominate a director to play the role of Audit Committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.
- The Ethics Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- The decision to conduct an investigation taken by the Ethics 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 Whistleblower that an improper or unethical act was committed.
- The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation
- 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.
- Subjects shall have a duty to co-operate with the Ethics Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- 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.
- 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.





- 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.
- The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.
- Depending upon the seriousness of the matter, the Ethics Committee may refer the matter to the Audit Committee with proposed disciplinary action/countermeasures. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.
- In case of repeated frivolous complaints being filed by a director or an employee, the Ethics committee may take suitable action against the concerned director or employee.

#### **10. Reward for Whistle Blower**

- If an investigation reveals that an actual act of fraud or misconduct did occur, then the concerned whistleblower will be rewarded appropriately as recognition.
- Mode of reward vary case to case basis as Management feels appropriate as depending on quality of the allegation reported which might be cash incentive (Fixed amount or percentage of amount recovered) or non- monetary such as lunch with Global CEO, Public Recognition (if he/she wishes) etc.

#### **11. Protection**

- No unfair treatment will be meted out to a Whistle Blower 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 Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the 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 Protected Disclosure.



- As a matter of general deterrence, the Company shall publicly inform employees of the penalties imposed and discipline of any person from misconduct arising from retaliation.
- Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.
- The Company will take steps to remove difficulties if any, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- The identity of the Whistle Blower shall be kept confidential
- Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.
- The independent directors shall ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

## **12. Secrecy and Confidentiality**

The Whistle Blower, the Subject, the Ethics Committee, the investigator and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

## **13. Amendment**



Tenon Group reserves the right to amend or modify this Policy in whole or in part, at any point of time. Any amendment to the Policy shall take effect from the date when it is approved by the Audit Committee of the Company and hosted on the Company website.

**Tenon Group of Companies**

**Protected Disclosure Form**

Name of the Whistle Blower: .....

Designation.....

Department / Division: .....

Location: .....

Date of Joining/Appointment: .....

Contact Number: .....

E-mail: .....

Correspondence ..... address:  
.....

I hereby declare, that the accompanying statements and supporting documentation (if any) is true and correct, to the best of my knowledge and in complete good faith.

Date:\_\_\_\_\_

\_\_\_\_\_

Signature of the Whistle Blower

