



# VIGIL MECHANISM POLICY (WHISTLE BLOWER)

## 1. PURPOSE:

a) Section 177 read with Companies ( Meeting of Board and its Powers) Rules, 2014 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.

b) Pursuant to the provisions of Section 177 (9) & (10) read with rule 7 of Chapter XII of the Companies Act, 2013, the Company has set up and adopted the following Vigil Mechanism which lays down the principles and standards governing the management of grievances and concerns of employees and Directors of the Company and shall be over seen by the Audit Committee (hereinafter referred to as ‘Committee’) of the Company.

## 2. ELIGIBILITY:

This policy is applicable to all directors and employees of Committed Cargo Care Limited across all the branches in India. The Mechanism as set up herein-below shall enable the employees and the directors of the Company to report their genuine concerns or grievances about the actual and potential violation of the principles and standards laid down herein.

## 3. APPLICABILITY:

In compliance of the above requirements, Committed Cargo Care Limited, being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism at its Meeting of Board of Directors held on January 19, 2018.

## 4. OBJECTIVES:

a) The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy.

b) The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company



encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

c) The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

d) It will provide an opportunity to employees to report any dishonest behaviour/ fraud / misconduct/ wilful negligence/ suspicious activity/ critical information/ evidence, violations of legal or regulatory requirements, incorrect or misrepresentation of financial statements, reports etc.

## **5. DEFINITIONS:**

The definitions of some of the key terms used in the policy are given below:

- a) “Audit Committee” means a Committee constituted by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013.
- b) “Board” means the Board of Directors of the Company.
- c) “Company” means the Committed Cargo Care Limited
- d) “Employee” means all the present employees of Head Office & Branches (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.
- e) “Protected 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 hear says and should contain to the point information for its appropriate assessment / review.
- f) “Whistle Blower” is a Director or employee who makes a Protected Disclosure under this Policy.
- g) “Code” means the Code of Conduct for Board Members and Senior Management Executives of the Company.

## **6. PROCEDURE:**

All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible, after he becomes aware of the same and should either be typed or written in a legible handwriting in English. The Protected Disclosure before the submission should be



signed by the Whistle blower in a closed and secured envelope stating as “Protected disclosure under the Whistle-blower policy”. If the complaint is not stated and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

No acknowledgement shall be issued to the Whistle-blower in order to protect his identity. The Whistle-blower shall not write their name/ address on the envelope nor enter into any further correspondence with the Vigilance Officer. For any further clarification if required the Vigilance Officer would get in touch with the Whistle-blower.

All Protected Disclosures should be addressed to the Whistle Officer of the Company or to the Chairman of the Audit Committee or Managing Director in exceptional cases.

The contact details of the Whistle Officers or Vigilance Officers are as under:-

Mr. Nitin S Bharal, CEO  
Committed Cargo Care Limited,  
A-406, Road No.4, Street No.8, Mahipalpur, New Delhi-110037.  
Email – [nitin@committedgroup.com](mailto:nitin@committedgroup.com)

Ms. Heena Arora, Company Secretary and Compliance Officer  
Committed Cargo Care Limited,  
A-406, Road No.4, Street No.8, Mahipalpur, New Delhi-110037.  
Email – [heena.cs@committedgroup.com](mailto:heena.cs@committedgroup.com)

## **7. INVESTIGATION:**

All Protected Disclosures will be thoroughly investigated by the Vigilance Officer of the Company who will investigate/ oversee the investigations under the authorization of the Audit committee. Chairman of Audit Committee /Vigilance Officer may at its discretion consider involving any investigators for the purpose of investigation.

The Audit Committee, if deems fit, may call for further information or particulars from the Whistle-blower and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation. Vigilance Officer shall normally complete the investigation within 90 (ninety) days of the receipt of the Protected Disclosure.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

## **8. DECISION MAKING:**

If the result 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 the report of investigation is not to the satisfaction of the Whistle-blower, the Whistle-blower has the right to report the event to the appropriate legal or investigating agency. A Whistle-blower who makes false allegations of unethical and improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

#### **9. SECRECY / CONFIDENTIALITY:**

The Whistle-blower, Vigilance Officer, 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 and keep the papers in safe custody.

#### **10. 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 identity of the Whistle-blower shall be kept confidential. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle-blower.

#### **11. PRESERVATION OF DOCUMENTS:**

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be preserved by the Company for a period of 8 (Eight) years or such other period as specified by any other law in force, whichever is more.

#### **12. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

#### **13. COMMUNICATION:**

Directors and Employees shall be informed of the Policy by taking approval in the Board Meeting and on the website of the Company.

#### **14. 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, no such amendment or modification will be binding on the Employees and Directors unless the same is communicated in the manner prescribed above.