

**SABARMATI RIVERFRONT  
DEVELOPMENT CORPORATION LIMITED  
(SRFDCL)**

(A SPV of Ahmedabad Municipal Corporation)  
(CIN U73100GJ1997PLC032419)



**VIGIL MECHANISM / WHISTLE  
BLOWER POLICY  
SEPTEMBER - 2023**



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**VIGIL MECHANISM / WHISTLE BLOWER POLICY**

**1. BACKGROUND:**

1. The Ahmedabad Municipal Corporation (AMC) launched a Special Purpose Vehicle (SPV) - the Sabarmati Riverfront Development Corporation Limited (SRFDCL) under Section 149 (3) of the Indian Companies Act, 1956. The SRFDCL was entrusted with the responsibility of developing the Riverfront Project having a total land area of 204.91 hectare.
2. The Project approach is to bring about an overall environmental improvement, social upliftment and sustainable development along the Riverfront. Today, the SRFD Project has become a model Riverfront Development in the Country and has inspired other Cities in the Country to create such Riverfronts.
3. The provisions of Section 177 of the Companies Act, 2013 provide that every listed company or such class or classes of companies, as may be prescribed shall establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism. The mechanism shall also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
4. As per Rule 7 of the Companies (Board Meeting and its Powers) Rules, 2014, 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 genuine concern and grievances:
  - (i) Companies which accept deposits from the public; and
  - (ii) Companies which have borrowed money from banks and public financial institutions in excess of Rs. 50 crores.
5. SABARMATI RIVERFRONT DEVELOPMENT CORPORATION LIMITED (SRFDCL or the Company) is covered under criteria (ii) above and hence it is required to establish a vigil mechanism and to formulate a whistle blower policy as contemplated under the Companies Act, 2013 read with Rule 7 of the Companies (Board Meeting and its Powers) Rules, 2014.

**2. APPLICABILITY:**

This policy applies to all present employees and Directors of the Company.

**3. POLICY OBJECTIVES:**

1. A Whistle Blower (Vigil) mechanism enables the employees and Directors of the Company to approach the management with their 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 to avail of the mechanism and also enables the employees to have direct access to the Chairman of the Audit Committee in exceptional cases.
2. This policy doesn't absolve the employees from their duty of confidentiality in the course of their work; and will not be used as a tool for raising malicious or unfounded allegations against



people in authority and / or colleagues in general.

**4. SCOPE OF THE POLICY:**

This Policy is meant to deal with the malpractices and events which have taken place or are suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, negligence detrimental to public health and safety, misappropriation of moneys, and other matters or activity on account of which the interest of the Company is affected and reported by whistle blowers concerning its employees.

**5. INTERPRETATION:**

1. **"Alleged wrongful conduct"** shall mean violation of law, Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority".
2. **"Audit Committee"** means a Committee constituted/reconstituted by the Board of Directors in accordance with the provisions of the Companies Act, 2013.
3. **"Board"** means the Board of Directors of the Company for the time being in force.
4. **"Company"** shall mean SABARMATI RIVER FRONT DEVELOPMENT CORPORATION LIMITED (SRFDCL).
5. **"Employee"** means all the present employees of the Company.
6. **"Director"** means a Director appointed to the Board of a Company.
7. **"Compliance Officer"** means Company Secretary of the Company and Secretary of the Audit Committee
8. **"Nodal Officer"** means **The Chairman, Audit Committee, SRFDCL**, nominated by the Managing Director (MD) to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the whistle bower the result thereof.
9. **"Protected Disclosure"** means a concern raised by an employee or group of employees of the Company or a Director 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. However, the Protected Disclosures should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
10. **"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.
11. **"Whistle Blower"** is an employee or group of employees or Directors who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

**6. PROCEDURES:**

1. Protected Disclosures should be reported in writing by the complainant as soon as possible after the whistle bower becomes aware of the same but not later than 45 consecutive calendar days after becoming aware of the same so as to ensure a clear understanding of the issues



raised and should either be typed or written in a legible handwriting in English or in Gujarati.

2. All Protected Disclosure should be addressed to the Nodal Officer i.e. **The Chairman, Audit Committee, SRFDCL** and in exceptional cases to the Audit Committee:

Address of Nodal Officer i.e. Chairman of Audit Committee:

Hon'ble Mayor, Ahmedabad,  
Amdavad Municipal Corporation,  
Sardar Patel Bhavan Danapith,  
Ahmedabad-380001, Gujarat

3. The Protected Disclosure should be submitted in a closed and secured envelope and should be super-scribed as **"Private and Confidential"**. If the complaint is not submitted as per this clause, the protected disclosure will be dealt with as a normal disclosure. In order to protect identity of the complainant, no acknowledgement will be issued to the complainant and the complainants are instructed not to write the name / address of the complainant on the envelope nor to enter into any further correspondence with the nodal officer / audit committee.
4. Anonymous disclosure shall not be entertained by the Nodal Officer.
5. Upon receipt of the protected disclosure, the Nodal Officer / Chairman of the Audit Committee shall record the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not before referring the matter to the Audit Committee of SRFDCL for further appropriate investigation and action. The record will include:
- Brief facts;
  - Whether the same Protected Disclosure was raised previously on the same subject;
  - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
  - Details of actions taken by nodal officer/ MD for processing the complaint.
  - Findings of the Audit Committee;
  - The recommendations of the Audit Committee / other action(s).
6. The Nodal officer in consultation with Managing Director of the Company shall make preliminary inquiry and after preliminary inquiry, if required, shall report the same to the Audit Committee. The nodal officer will prepare the detailed report and submit the same to the Compliance Officer who shall place the report before the Audit Committee. If, in the opinion of the Managing Director, no further action on disclosure is warranted, nodal officer shall inform the same to the Whistle Blower in writing.
7. Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, Audit Committee, if the circumstances so suggest, may appoint a senior executive or a committee of senior executives to investigate into the matter and prescribe the scope and time limit therefore.
8. Audit Committee shall be authorized to prescribe detailed procedure for investigation.
9. Where the Audit Committee has designated as senior executive or a committee for investigation, they shall adhere to scope and procedure outlined by Audit Committee for investigation.



10. The Audit Committee or officer or committee as the case may be, shall have right to call for any information/document 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.
11. The protected disclosure made by the whistle blower must be genuine with adequate supporting data/proof. If it is established that the allegation was made with mala-fide intentions or was frivolous in nature, or was not genuine, the whistle blower shall be subject to disciplinary action. In case of repeated frivolous complaints being filed by a Director or an employee, the audit committee may take suitable action against the concerned director or employee including reprimand.

#### **7. DECISION AND REPORTING:**

1. Audit Committee along with its recommendations will report its findings to the Managing Director through the nodal officer within 30 days of receipt of report for further action as deemed fit. In case, it is found that prima facie case exists against the subject, then the Managing Director shall forward the said report with its recommendation to the concerned disciplinary authority for further appropriate action in this regard or shall close the matter, for which he shall record the reasons. Copy of above decision shall be addressed to the Audit Committee, the Nodal Officer, the complainant and the subject.
2. In case the subject is a nodal officer of the Company, the protected disclosure shall be addressed to the Managing Director who, after examining the protected disclosure shall forward the matter to the audit committee. The audit committee after providing an opportunity to the subject to explain his position and after completion of investigation shall submit a report along with its recommendation to the MD. After considering the report and recommendation as aforesaid, MD shall forward the said report with its recommendation to the concerned disciplinary authority for further appropriate action in this regard or shall close the matter, for which he shall record the reasons. Copy of the above decision shall be addressed to the Audit Committee, the Nodal Officer, the complainant and the subject.
3. In case the Subject is the Managing / Executive / Whole-time Director of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the Protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall expeditiously investigate the Protected Disclosure.

#### **8. NOTIFICATION OF POLICY AND ITS CONTENTS:**

All departmental heads are required to notify this policy and its contents to their respective department/employees. Every departmental head shall submit a certificate duly signed by him to the Compliance Officer that this policy was notified to each employees of his department. The new employees shall be informed about the policy by the Personnel department and statement in this regard should be periodically submitted to the Compliance Officer.

This policy (as amended from time to time) shall be made available on the website of the Company.



**9. PROTECTION:**

Protection shall be afforded to the whistle blower and no unfair treatment shall be meted out to a whistle blower for reporting a Protected Disclosure under this policy. The Company believes in compliance of law and shall accordingly give complete protection to Whistle Blowers against likely retaliation, threat or termination / suspension of service, transfer, demotion, refusal of promotion or disciplinary action, or such action including any direct or indirect use of authority to refuse the Whistle Blower's right to continue or make to further Protected Disclosure.

**10. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly when protected disclosure is against the Nodal officer or Managing Director of the Company.

**11. MAINTENANCE AND RETENTION OF DOCUMENTS:**

All protected disclosures documented along with result of Investigation relating thereto, shall be retained by the Nodal Officer for a period of 2 (Two) years or such other period as specified by any other law in force.

**12. ADMINISTRATION AND REVIEW OF THE POLICY:**

The Managing Director shall be responsible for the administration, interpretation, application and review of this policy. The Managing Director also shall be empowered to bring about necessary changes to this Policy, if required at any stage in consultation with the Audit Committee.

**13. ACT NOT IN DEROGATION OF ANY OTHER LAW:**

The provisions of the Whistle Blowers Protection Act and Rules shall be in addition to and not in derogation of the provisions of any other law for the time being in force.

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