

**ATRIUM PLACE DEVELOPERS PRIVATE LIMITED
(FORMERLY KNOWN AS AADARSHINI REAL ESTATE DEVELOPERS PVT. LTD.)
WHISTLE-BLOWER POLICY**

1. INTRODUCTION

This policy seeks to define and establish the ATRIUM PLACE DEVELOPERS PRIVATE LIMITED (FORMERLY KNOWN AS AARDARSHINI REAL ESTATE DEVELOPERS PRIVATE LIMITED) (hereinafter referred to as the 'Company') on the framework for reporting instances of unethical/improper conduct and actioning suitable steps to investigate and correct the same.

This policy specifies:

- Procedure to disclose any suspected unethical and/or improper practice taking place within the Company;
- Protection available to the person making such disclosure in good faith;
- Mechanism for action and reporting on such disclosures to the relevant authority within the Company; and
- Relevant authority and its powers to review disclosures and direct corrective action relating to such disclosures.

2. OBJECTIVE

The Company seeks to maintain the highest ethical and business standards in the course of conduct of its business. The Whistle-Blower Policy seeks to provide a mechanism for its employees, directors, vendors or customers to disclose any Unethical Practice(s) taking place in the Company for appropriate action and reporting. Through this policy, the Company provides the necessary safeguards to all Whistle-Blowers for making disclosures in good faith.

3. DEFINITIONS

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

- a) **"Company"** means Atrium Place Developers Private Limited.
- b) **"Director"** means any executive, non-executive, nominee or alternate director of the Company.
- c) **"Disclosure"** means any communication in writing in relation to an Unethical Practice (including anonymous disclosures) made in good faith by the Whistle-Blower to the Vigilance Officer.
- d) **"Employee"** means any employee or officer of the Company.



- e) **“Investigators”** mean any person(s) duly appointed/consulted by the Vigilance Officer to conduct an investigation under this policy.
- f) **“Subject Employee”** means an employee against or in relation to whom a Disclosure is made under this policy.
- g) **“Unethical Practice”** means and includes, but not limited to, the following activities/ improper practices being followed in the Company:
 - i. Manipulation of Company data / records;
 - ii. Abuse of authority at any defined level in the Company;
 - iii. Disclosure of confidential / proprietary information to unauthorized personnel;
 - iv. Any violation of applicable legal law and regulations to the Company, thereby exposing the Company to penalties/ fines;
 - v. Any instances of misappropriation of Company assets;
 - vi. Activity violating any laid down Company policy;
 - vii. Any other activities whether unethical or improper in nature and injurious to the interests of the Company.
- h) **“Vigilance Officer”** means the director nominated by the Board of Directors to play the role of audit committee.
- i) **“Whistle-Blower”** shall have the meaning assigned under clause 4.

4. WHISTLE-BLOWERS

Whistle-Blowers shall mean and include the following categories of people in this Policy:

- a) Employees of the Company;
- b) Directors of the Company;
- c) Customers of the Company; and
- d) Vendors doing business with the Company.

5. VIGILANCE OFFICER

The Board of Directors of the Company in their meeting held on Friday, 22nd October 2021 vide resolution No.17 had nominated Mr. Monish Krishna as the Vigilance Officer of the Company to play the role of the audit committee for the purpose of vigil mechanism to whom directors and other employees may report their concerns.

6. PROCEDURE FOR REPORTING

Any employee or director shall submit a report of the genuine concerns or grievances to the Vigilance Officer of the Company.

The Vigilance Officer shall appropriately investigate all grievances received.

The Vigilance Officer shall have right to outline detailed procedure for an investigation.

The Vigilance Officer, as the case may be, shall have right to call for any information/ document and examination of any employee or director of the Company or other person(s), as he/she may deem appropriate for the purpose of conducting investigation under this policy.

The decision or direction of The Vigilance Officer shall be final and binding.

The Contact details of the Vigilance Officer for addressing and sending the Complaints is as follows:

Mr. Monish Krishna

Director

Atrium Place Developers Private Limited

12th Floor, One Horizon Centre, DLF Phase-V, Golf Course Road, Gurgaon-122002

Monish.krishna@hines.com

Alternatively, the Whistle-Blower can submit the Disclosure to the e-mail info@theatriumplace.com

On receipt of any Disclosure at the above mail id, it shall be forwarded to the Vigilance Officer of the company.

It is strongly advised that the Whistle-Blower should disclose his/ her identity in the Disclosure for ensuring that adequate protection is granted to him/ her under the relevant provisions of this policy. However, anonymous Disclosures, though discouraged, may also be made.

The Whistle-Blower must address the following issues, while reporting any Disclosures under this policy:

- i. The Disclosures made should bring out a clear understanding of the issue being raised.
- ii. The Disclosures made should not be merely speculative in nature but should be based on actual facts.
- iii. The Disclosure made should not be in the nature of a conclusion and should contain as much specific and quantitative information with supporting's to the extent possible to allow for proper conduct of the inquiry/ investigation.
- iv. The Whistle-Blower is not required to give reasons for such Disclosure.

7. INVESTIGATION OF DISCLOSURES

- a) The investigation would be carried out to determine the authenticity of the allegations and for fact-finding process.
- b) The investigation team should not consist of any member with possible involvement in the said allegation.



- c) During the course of the investigation:
 - i. The Vigilance Officer will have authority to take decisions related to the investigation.
 - ii. Any required information related to the scope of the allegation would be made available to the investigators.
- d) The findings of the investigation should be submitted to the Vigilance Officer by the investigator with all the supporting documents.

8. SUBJECT EMPLOYEES

- a) All Subject Employees shall be duly informed about the disclosures of Unethical Practice(s) made against them at the commencement of the formal inquiry/ investigation process and shall have regular opportunities for providing explanations during the course of the inquiry/ investigation process.
- b) No Subject Employee shall directly/ indirectly interfere with the investigation process, till the completion of the inquiry/ investigation.
- c) The Subject Employee shall not destroy or tamper with any evidence and shall have a duty to co-operate with the Vigilance Officer in the inquiry/ investigation process or with any of the Investigators appointed, till the time the inquiry/ investigation process is completed.
- d) During the course of the inquiry/investigation process, all Subject Employees shall have a right to consult any person(s) of their choice, other than the Investigators, and engage any legal counsel at their own cost to represent them in any inquiry/ investigation proceedings.
- e) All Subject Employees shall have a right to be informed about the results of the investigation process and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process.
- f) All Subject Employees shall be given an opportunity to respond to results of the inquiry/ investigation as contained in an investigation report. No allegation of wrongdoing against any Subject Employee shall be considered as tenable unless the allegations are duly supported by valid evidence in support of the allegation.
- g) Where the results of the inquiry/ investigation highlight that the allegations made against the Subject Employee are eventually dismissed as non-tenable, then the Company shall reimburse all such reasonable costs as shall have been incurred by the Subject Employee to defend him/her, during the process of inquiry/ investigation. In such cases, the Subject Employee will also be consulted whether a public disclosure of the investigation result should be in their best interest. The Vigilance Officer shall have the final discretion on whether such disclosure is necessary and if so, the scope and medium of such disclosure.

9. PROTECTION TO WHISTLE-BLOWER

- a) The identity of the Whistle-Blower, Subject Employee and any other Employee assisting the inquiry/ investigation, shall be kept confidential at all times, except during the course of any legal proceedings, where a Disclosure/ statement is required to be filed.
- b) The Company, as a policy, strongly condemns any kind of discrimination, harassment or any other unfair employment practice being adopted against the Whistle-Blowers for Disclosures made under this policy. No unfair treatment shall be vetted out towards the Whistle-Blower by virtue of his/her having reported a Disclosure under this policy and the Company shall ensure that full protection has been granted to him/her against:
 - i. Unfair employment practices like retaliation, threat or intimidation of termination/suspension of services, etc;
 - ii. Disciplinary action including transfer, demotion, refusal of promotion, etc;
 - iii. Direct or indirect abuse of authority to obstruct the Whistle-Blowers right to continue performance of his duties/functions during routine daily operations, including making further Disclosures under this policy.

10. MANAGEMENT ACTION ON FALSE DISCLOSURES

If an employee knowingly makes false disclosures under this policy, such employee shall be subject to disciplinary action on the terms deemed fit by the Vigilance Officer.

11. AMENDMENTS

This policy may be amended or modified by the Company after due consultation with the Board of Directors of the Company.

12. RETENTION OF DOCUMENTS

All Disclosures made by the Whistle-Blower or documents obtained during the course of inquiry/ investigation, along with the results of investigation relating thereto, shall be retained by the Company for a minimum period of 2 years.