

## **Landmark Property Development Company Limited**

Regd. Office - 11<sup>th</sup> Floor, Narain Manzil,  
23, Barakhamba Road,  
New Delhi- 110001

CIN : L13100DL1976PLC188942

Phone No. 011-43621200

Fax No. 011-41501333

Email: [info@landmarkproperty.in](mailto:info@landmarkproperty.in) Web Site: [www.landmarkproperty.in](http://www.landmarkproperty.in)

---

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY** **{AMENDED POLICY DATED 11<sup>TH</sup> FEBRUARY, 2025}**

#### **1. PREAMBLE**

In terms of Securities Exchange Board of India {Listing Obligations and Disclosure Requirements} Regulations, 2015, as amended, the Company has established a vigil mechanism called "Whistle Blower Policy" for stakeholders including directors and individual employees to freely report/ communicate genuine concerns about illegal or unethical practices / behaviour, actual or suspected, fraud or violation of the Company's Code, provide adequate safeguards against their victimization and also provide direct access to the Chairman of Audit Committee in appropriate or exceptional cases.

Section 177 of the Companies Act, 2013 provides for establishing a vigil mechanism for directors and employees to report genuine concerns and grievances in the prescribed manner. In terms of The Companies {Meeting of Board and its Powers} Rules 2014, inter alia, the vigil mechanism shall provide for adequate safeguards against victimisation of stakeholder including directors and employees and also provide for direct access to the Chairperson of the Audit Committee, in appropriate or exceptional cases.

The purpose of this Mechanism/ Policy, in terms of SEBI {Listing Obligations and Disclosure Requirements} Regulations 2015, as amended, and Section 177 of the Companies Act, 2013 and its applicable Rules, is to provide a framework for stakeholders including directors and individual employees to freely report/communicate his/her genuine concerns and grievances. It also provides framework to protect stakeholders including directors and such employees against their victimisation and also provide for direct access to the Chairperson of the Audit Committee, in appropriate or exceptional cases.

The Audit Committee shall oversee the vigil mechanism and if any of the members of the Committee have a conflict of interest in a given case, they shall recuse themselves and the other members of the Committee would deal with the matter appropriately.

## 2. DEFINITIONS

**"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013, the applicable Rules, read with SEBI {Listing Obligations and Disclosure Requirements} Regulations 2015, as amended.

**"Chief Vigilance Officer"** means Company Secretary of the Company who shall also be Member of the Whistle Blower Committee.

**"Code"** means the Code of Conduct for Board of Directors and Senior Management.

**"Director"** means any executive, non- executive, independent, additional, nominee director filling a casual vacancy or alternate director of the Company in terms of the Companies Act, 2013 and the applicable Rules.

**"Disciplinary Action"** means any action that can be taken on the completion of / during the investigation proceedings or for any false complaints, such actions to include but not limited to issue of warning, imposition of fine, suspension from official duties, dismissal from employment or in terms of the employment rules of the Company or any such action as is deemed to be fit considering the gravity of the matter.

**"Employee"** means every employee or officer of the Company (whether working in India or abroad) and includes their representative bodies.

**"Investigator/s"** means that/ those person/s, appointed and authorised by the Chairperson of the Audit Committee or the Audit Committee and includes the statutory auditors or internal auditors of the Company and/ or the police.

**"Mechanism / Policy"** means Vigil Mechanism/ Whistle Blower Policy for directors and employees of the Company framed in terms of section 177 of the Companies Act 2013 and applicable rules and SEBI {Listing Obligations and Disclosure Requirements} Regulations, 2015, as amended.

**"Protected Disclosure"** means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity.

**"Stakeholder"** means as interpreted in terms of SEBI {Listing Obligations and Disclosure Requirements} Regulations 2015, as amended.

**"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.

**"Whistle Blower"** means the stakeholder including the Director or the individual employee who makes a Protected Disclosure under this Mechanism/ Policy.

## 3. SCOPE

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

- a) Manipulation of Company data /records;
- b) Abuse of authority;
- c) Breach of contract;
- d) Negligence causing substantial and specific danger to public health and safety;
- e) Manipulation of company data/ records;
- f) Financial irregularities, including fraud, or suspected fraud;
- g) Pilferage of confidential/ propriety information;
- h) Deliberate violation of law/regulation;
- i) Wastage/ misappropriation of company funds/ assets;
- j) Breach of the Company' Code of Conduct;
- k) illegal or unethical conduct including that which adversely affects investors, shareholders, customers, suppliers, other employees or the business performance or image or reputation of the Company;
- l) discrimination against a member of staff, service recipient or service provider on grounds of sex, caste, religion or disability;
- m) misuse of company assets & resources;
- n) non-adherence to health, safety and environmental guidelines;
- o) Any other activity/ies or behaviour or events, whether unethical or improper in nature, which are against the interests of the Company.

#### **4. FALSE COMPLAINTS**

While this Mechanism/ Policy is intended to protect genuine Whistle blowers from any unfair treatment as a result of their Protected Disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited and liable for Disciplinary Action/s.

In case of repeated frivolous complaints being filed by the Whistle blower, the Audit Committee may take suitable action against the concerned them including issuing reprimand.

#### **5. PROCEDURE**

Stakeholders/Employees can make Protected Disclosure to the Chief Vigilance Officer, as soon as possible but not later than 30 consecutive days after becoming aware of the same, who shall refer the same to Whistle Blower Committee of the Company.

However, in case the whistle blower is a Director or KMP of the Company, he/she shall directly refer the matter to the Chairman of the Audit Committee.

Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.

To the extent possible, the Complaint or Protected Disclosure must include the following:

- a. The name/details of Stakeholder, Employee, and /or outside party or parties involved;
- b. The sector of the Company where it happened (division, office);
- c. When did it happen; a date or a period of time;

- d. Type of concern such as: i) Financial reporting; ii) Legal matter; iii) Management action; iv) Employee misconduct; v) Health & safety environmental issues, etc.
- e. Submit proof of identity where proof can be found, If possible;
- f. Who to contact for more information, if possible; and/or
- g. Prior efforts to address the problem, if any.

## **6. INVESTIGATION**

If initial enquiries by the Whistle Blower Committee indicate that the concern has no basis, or it is not a matter to be investigated/pursued under this Policy, it may be dismissed at this stage and the decision has to be documented.

Where initial enquiries indicate that further investigation is necessary, this would be carried out by the Whistle Blower Committee. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt.

The Whistle Blower Committee shall:

i) Make a detailed written record of the Protected Disclosure . The record will include:

- a) Facts of the matter;
- b) Whether the same Protected Disclosure was raised previously by anyone, and If so, the outcome thereof;
- c) Whether any Protected Disclosure was raised previously against the same Subject;
- d) The financial/ otherwise loss which has been incurred / would have been incurred;
- e) Findings of Whistle Blower Committee;

ii) The Whistle Blower Committee may depute the Internal Audit team or a team of such persons (whether from within the organization or hire persons from outside) to investigate into any matter within the scope defined by the Committee;

iii) The Whistle Blower Committee shall finalize the report within 90 days of receiving the complaint;

lv) In case the Protected Disclosure is proved, take such Disciplinary Action as it may think fit and take preventive measures to avoid reoccurrence of the matter;

iv) In case of matters of high concern, the Whistle Blower Committee may refer the matter to Audit Committee for taking such disciplinary/other actions as it may deem fit.

vi) In case the Protected Disclosure Is not proved, extinguish the matter;

In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, she/he can make a direct appeal to the Chairman of the Audit Committee.

## **7. SECURITY & CONFIDENTIALITY**

The Whistle Blower, Whistle Blower Committee 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
- e. keep the electronic mails/files under password

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

## **8. NON-RETALIATION/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 behaviour or the like 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. The Company will take steps to minimize difficulties, 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 person assisting in the said investigation or furnishing evidence shall also be protected to the same extent as- the Whistle Blower,

## **9. DOCUMENT RETENTION**

The Company shall maintain documentation of all complaints or reports subject to this Policy, The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of six (6) years from the date of receipt of the complaint.

## **10. DISPLAY**

The Whistle Blower Policy shall be uploaded on the Company's website.

## **11. REPORTING**

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

## **12. AMENDMENT/ MODIFICATION**

The Company may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organizational changes within the Company.

Any amendment in the Companies Act 2013, rules and regulations and the Listing Agreement shall automatically have the effect of amending this Policy to that extent without the need of any approval by the Audit Committee and the Board of Directors. However, any such amendment shall be annexed to this Policy and put on the website of the Company for ready reference of all concerned persons and placed before the Audit Committee and the Board of Directors in the next meeting.

Note 1: The Chairman of the Audit Committee to be Member and the Chairman of the Whistle Blower Committee

Note 2: The Company Secretary to be the Member and Chief Vigilance Officer of the Whistle Blower Committee.

Note3: If any member of Whistle Blower Committee is named in the Complaint, he/she shall not participate in the discussion/vote on the matter and the final outcome in such case shall be subject to approval of the Audit Committee.