

USS GLOBAL LIMITED

(Formerly known as SURNIDHI INVESTMENT LIMITED)

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WHISTLE BLOWER POLICY / VIGIL MECHANISM

(Pursuant to Section 177 of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Company "USS Global Limited (Formerly Known as Surnidhi Investment Limited)" is committed to conduct its business in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

Pursuant to Section 177 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended ("the rules") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, it is mandatory for every listed company to establish/ formulate a vigil mechanism for Directors and employees of the Company to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of Company's code of conduct (that could adversely impact the Company's operations, business performance and reputation) and which 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.

Accordingly, Vigil Mechanism has been formulated by the Company for its Directors and Employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct to approach the Chairman of the Audit Committee or any other vigilance officer or any other Authorized Person for that purpose.

The Policy provides the Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that requisite standards of professional and ethical conduct are always upheld.

1. PURPOSE

This Policy provide every employee of the Company shall promptly report to the Management when he/she become aware of any actual or possible violation of event of misconduct or act in Company's interest.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects every employee/director of the Company who intend to raise a concern about serious irregularities within the Company.



2. DEFINITIONS:

Unless otherwise stated, the following expressions wherever used in this Policy, shall have the meaning assigned as follows:

a. **"Company"** means **USS Global Limited (Formerly Known as Surnidhi Investment Limited)**.

b. **"Policy or This Policy"** means, **"WHISTLE BLOWER POLICY/ VIGIL MECHANISM."**

c. **"Employee"** means employees of **USS Global Limited (Formerly Known as Surnidhi Investment Limited)**.

d. **"Director"** means a Director on the Board of the Company whether whole time or otherwise.

e. **"Audit Committee"** means the Committee constituted in accordance to the provisions of Section 177 of the Companies Act, 2013 or Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

f. **"Protected Disclosure"** means any written communication made in good faith that discloses information that may evidence unethical or improper activity/behaviour.

g. **"Whistle blower"** is someone who makes a Protected Disclosure under this Policy.

h. **"Subject"** means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

i. **"Whistle Officer"/"Vigilance Officer"** means an officer or Committee of persons who is/are nominated/ appointed to conduct detailed investigation of the disclosure received from the whistle blower and recommend disciplinary action.

j. **"Disciplinary Action"** shall mean any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any other action considering the matter of grievance.

The terms that have not been defined in this policy shall have the same meaning as assigned to them in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. INVESTIGATION PROCEDURE:

a. Employees can make Protected Disclosure to Chairman of the Audit Committee/Vigilance officer or any other person authorized for this purpose, on immediate basis but not later than 30 days after becoming aware of the same.

b. Whistle Blower must put his/her name to allegations and the name of Whistle Blower shall not be disclosed except as required to disclose for any legitimate purpose only.

c. If initial enquiries by the Chairman of the Audit Committee/Vigilance officer or any other person authorized for this purpose 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 decision is documented.



d. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Chairman of the Audit Committee/Vigilance officer or any other person authorized for this purpose. Further, the investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

e. If any member of Audit Committee or any other person authorized for this purpose 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.

f. The Chairman of the Audit Committee or any other person authorized for this purpose 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 by the Company;

e) The recommendations of the Chairman of the Audit Committee/Vigilance officer or any other person authorized for this purpose on disciplinary action/(s).

g. Depending upon the seriousness of the matter, Chairman of the Audit Committee/Vigilance officer or any other person authorized for this purpose may refer the matter to the Audit Committee for necessary action with its proposal. 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.

h. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosures.

i. If the Whistle blower is not satisfied with the outcome of the investigation, he can make direct appeal to the Audit Committee or to the Board of the Company.

OTHER FACTS

a. The Chairman of the Audit Committee/Vigilance officer or any other person authorized for this purpose may, at its discretion, consider any investigator(s) for the purpose of investigation.

b. The Audit Committee shall analyse the report and recommendations submitted by the investigators appointed, if any.

c. 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.



d. 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.

e. 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.

f. The disclosure shall be in a sealed envelope and addressed to the Chairman of the Audit Committee/Vigilance officer or any other person authorized for this purpose.

4. **DUTIES OF WHISTLE BLOWER:**

a. The Whistle Blower shall make a Disclosure to the Chairman of the Audit Committee/Vigilance officer or any other person authorized for this purpose on immediate basis after becoming aware of any genuine concerns/grievances in violation of the Company's code of conduct.

b. The Whistle Blower shall submit adequate & proper documentary proof in support of his Disclosure and specify the name of the employee who is ready to act as witness for the Disclosure.

c. Protected Disclosures should be factual and not speculative in nature and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

d. The Whistle Blower shall Cooperate with investigating authorities in the course of investigation.

5. **PROTECTION TO WHISTLE BLOWER:**

a. This policy provides an adequate safeguard to Whistle Blowers, who make Protected Disclosure and provides a Complete protection against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion including any direct or indirect use of authority to obstruct the Whistle blowers right to continue to perform his / her duties / functions.

b. The identity of the Whistle blower shall be kept confidential to the extent possible. Whistle blowers are cautioned that their identity may become known for reasons outside the control of the Chairman of the Audit Committee/Vigilance officer or any other person authorized for this purpose.

c. Any Whistle Blower against whom any adverse action has been taken due to his disclosure of information under this policy may approach Audit Committee. The Audit Committee may advise the Management of the Company in this regard after going through the matter.

d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle blower.

e. However, Malicious allegations or disclosures made by the Whistle blower/other employee may make him/her liable for disciplinary or other action, as may be the case.



6. **RIGHTS OF A SUBJECT :**

- a) Subjects have the right to be heard and the Chairman of the Audit Committee/Vigilance officer or any other person authorized for this purpose must give adequate time and opportunity for the subject to communicate his/her say on the matter.
- b) Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process.
- c) **Subjects have no right to ask for or be given information about the identity of the whistle blower.**

7. **DISQUALIFICATIONS :**

Whistle blowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

While it will be ensured that genuine whistle blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Further, any personal grievances against the Company with regard to employment terms and conditions or any personal issues with colleagues shall be reported through existing organizational channels and shall not covered under this Policy.

8. **REPORTING**

The Chairman of the Audit Committee/Vigilance Officer/ any other authorized person shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him / her since the last report together with the results of investigations, if any.

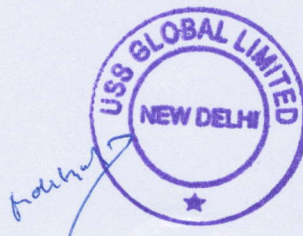
9. **PRESERVATION OF DOCUMENTS:**

All Protected Disclosures as made and the results of investigation relating thereto along with the necessary supportive documents related thereto, shall be retained by the Company as per the Policy on Preservation of Documents /Policy on Archival of Documents of the Company.

10. **REVIEW/ALTERATION/ AMENDMENT OF THE POLICY:**

The Audit Committee shall be responsible for the effective administration, interpretation, application and review of the policy from time to time on regular basis.

The Board or Audit Committee thereof shall have inherent powers to make such alteration(s)/amendment(s) in the policy as considered appropriate, however, subject to the condition that such alteration(s)/amendment(s) shall be in consonance with the provisions of the Act, Rules and Regulations, amended from time to time. However, no such alterations/ amendments will be binding on the Directors and employees of the Company unless the same has been notified to them in writing.



In any circumstance, where the terms of this Policy differ from any existing or newly enacted law, rule or regulation, the existing or newly enacted law, rule or regulation will take precedence over this Policy until such time as this Policy is changed to confirm to the existing or newly enacted law, rule or Regulation.

11. **UPLOADING ON THE WEBSITE:**

A copy of this Policy including alteration(s), amendment(s) in the policy thereof, if any, shall be uploaded from time to time on the website of the Company i.e. www.ussglobaltd.com.

