



- A Vigil Mechanism provides a channel to the Directors and Employees to report to the Management concerns about unethical behaviour, actual or suspected fraud or violation or legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports etc. The mechanism provides for adequate safeguards against victimization to avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.
- In view of this, the Company has established a secured system to enable our Director & Employees to report their genuine concerns, generally impacting / affecting business of our Company, including but not limited to improper or unethical behavior / misconduct / actual or suspected frauds / violation of code of conduct.

Applicable Provisions

Section 177(9) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires every listed company, companies which accept deposits from the public and companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees to establish a vigil mechanism for Directors and Employees to report their genuine concerns about unethical behavior / misconduct / actual or suspected frauds / violation of code conduct.

Eligibility

All employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or any other Subsidiary Company.

Activities Covered

The following acts are covered under the Policy:

- a) Misappropriation of assets.
- b) Embezzlement of Money/Assets.
- c) Pilferage.
- d) Financial fraud.
- e) Corruption
- f) Taking Bribes.
- g) Insider Trading.
- h) Abuse of position.
- i) Disclosing confidential information.
- j) Manipulation of Records.
- k) Inappropriate Relationship.
- l) Unethical behaviour
- m) Biased decision

Accountabilities

The intent of the Policy is to bring genuine issues and violations into the knowledge of Company's management; therefore the Company expects you to ensure that the facility is not misused in any manner. Please note that if during or after the investigation proceedings, it is found that an Employee has made malicious or frivolous allegations against any person, then the Company reserves the right to take any disciplinary action against such person, including permanent suspension from employment.

Company's Investigation

- a) The Investigation in the Company for the suspected violation will be carried on by those persons authorized, appointed, consulted or approached by the Management/ Chairman of the Audit Committee.
- b) All Protected Disclosure under this Policy will be recorded and thoroughly investigated. The Vigilance and Ethics Officer will carry out an investigation either himself or by involving any other officer of the Company before referring the matter to the Audit Committee of the Company. The report will be submitted through the management to the Audit Committee while identity of the Complainant will be protected.

- c) The Audit Committee, if deems fit, may call for further information or particulars from the Complainant and at its discretion, consider involving any other officer of the Company and/or Committee for the purpose of investigation.
- d) The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.
- e) Any member of the Audit Committee having conflict of interest in a given case, he shall disclose his concern/interest and shall recuses to deal with the matter and the others in the Committee would deal with the matter on hand.

Actions taken

- 1) If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.
- 2) Any disciplinary or corrective action initiated as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- 3) In case of repeated frivolous complaints being filed by a Director or an Employee, the Audit Committee may take appropriate disciplinary

VIGIL MECHANISM

action in accordance with the rules, procedures and policies against the concerned Director or Employee.

Reporting Mechanism

All Protected Disclosures concerning the said matters should be addressed to the Vigilance and Ethics Officer of the Company.

Contact details of the **Vigilance and Ethics Officer** of the Company are as under:

Mr. Ankit P. Patel

Address:

24 Park Avenue, Nr. Gulab Tower,
Sola Road, Thaltej, Ahmedabad- 380054.

(m) 9825072313

Email id - ceo@kzgroup.in

On receipt of the Protected Disclosure, the Vigilance and Ethics Officer/ Managing Director/Chairperson of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the Complainant whether he was the person who made the Protected Disclosure or not

All the Directors and Employees are assured that this mechanism provides adequate safeguard against victimization of the concerned Director / Employee.

In case of repeated frivolous complaints being filed by a Director or an employee suitable action will be taken against the concerned Director or Employee.

Documents Retention

All Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of five years. The Management 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.

Amendment

The Board reserves its right to amend or modify this mechanism in whole In part at any time. However, no such amendment or modification shall be inconsistent with the applicable provision of Listing Agreement, Companies Act, 2013 and any law for the time being in force.