



R R KABEL LIMITED

VIGIL MECHANISM POLICY

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VIGIL MECHANISM / WHISTLE BLOWER POLICY

1. Preface:

- a) The Company is committed to conduct its business by adopting the highest standards of professional integrity and ethical behaviour and comply with all the regulatory requirements under the laws and regulations prevailing from time to time. The Vigil Mechanism Policy is a mechanism to reinforce implementation of the Company's Code of Conduct which encourages all concerned to take positive actions which not only commensurate with the Company's values and beliefs, but are also perceived to be so. Any violations of the Code shall be reported by Employees and Directors under this Policy. Through this Policy, the Company seeks to provide a procedure for all the Employees and Directors of the Company to disclose any concerns about any Improper Act. The Company provides adequate safeguards against victimization to all Whistle Blowers for making Protected Disclosures.
- b) Section 177(9) and (10) of the Companies Act, 2013 makes it mandatory for all listed companies and other prescribed companies to establish a Vigil Mechanism / Whistle Blower Policy for all its Employees and Directors to report Improper Acts. Accordingly, this Policy is formulated with a view to provide such a mechanism.

2. Policy:

This Policy shall be called Vigil Mechanism / Whistle Blower Policy of the Company.

3. Objective:

- a) To provide all Employees and Directors a mechanism to report Improper Acts.
- b) To provide adequate safeguards against victimization for making Protected Disclosures.

4. Definitions:

The definitions of some of the key terms used in this Policy are given below. In case any terms are not defined herein, they shall have the same meaning assigned to them under the Code of Conduct of the Company.

- a) "Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act.
- b) "Code" means the Code of Conduct of the Company.
- c) "Director" means a member of the Board of Directors of the Company.
- d) "Employee" means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.

- e) “Improper Act” means any concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct.
- f) “Investigator” means those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee including Auditors of the Company and the police.
- g) “Policy” means this Vigil Mechanism / Whistle Blower Policy.
- h) “Protected Disclosures” means any communications made by a Whistle Blower in good faith that expresses concerns of Improper Acts.
- i) “Unethical and/or Improper Activity” means activities which does not confirm to the approved standard of social and professional behavior thereby resulting in unethical business practice.
- j) “Whistle Blower” means an Employee or a Director making a Protected Disclosure or Anonymous Disclosure under this Policy. Protected Disclosure or Anonymous Disclosure has collectively known as Disclosures.

5. **Scope:**

- a) The Whistle Blowers’ role is that of a person reporting with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- b) Whistle Blowers’ should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Ethics Counsellor or the Chairman of the Audit Committee or the Investigators.
- c) **Disclosures** will be appropriately dealt with by the Ethics Counsellor or the Chairman of the Audit Committee, as the case may be.

6. **Eligibility:**

All Employees and Directors of the Company are eligible to make Disclosures under the Policy. The Disclosures may be in relation to matters concerning the Company but not limited to:

- a) Abuse of authority
- b) Breach of contract
- c) Negligence causing substantial and specific danger to public health and safety
- d) Manipulation of the Company data/records
- e) Financial irregularities, including fraud or suspected fraud
- f) Criminal offense
- g) Perforation of confidential/propriety information
- h) Deliberate violation of law/regulations
- i) Breach of code of Conduct or rules
- j) Any other unethical, biased, favored or imprudent event.

The Policy should not be used in place of the Company grievance procedure or be a route for raising malicious or unfounded allegations against colleagues.

7. Disqualification:

- a) Any abuse of the protection given under this Policy to the Whistle Blower will warrant disciplinary action.
- b) In case any person is found misusing this Policy or making disclosures which are found to be mala fide, malicious, baseless, frivolous or reported otherwise than in good faith, such person will be disqualified from reporting any further Disclosures under this Policy.

8. Procedure:

- a) All Disclosures should be addressed to the Chairman of the Audit Committee.
- b) The Contact details for reporting of ~~Protected~~ Disclosures are as under:
 - Chairman of the Audit Committee
 - R R Kabel Limited
 - Ram Ratna House, Oasis Complex,
 - Pandurang Budhkar Marg,
 - Worli, Mumbai – 400 013
- c) Disclosures shall be reported in writing so as to ensure a clear understanding of the issue/s raised and should be typed or handwritten in legible handwriting in English, Hindi or regional language of the place of employment of the Whistle Blower.
- d) Disclosures shall be forwarded with a covering letter which shall bear the identity of Whistle Blower. The Chairman of the Audit Committee shall detach the covering letter and identity of the Whistle Blower before sending the matter for investigation to the Investigator.

9. Investigation:

- a) All Disclosures received will be recorded and looked into by the Chairman of the Audit Committee. If initial inquiries made by the Chairman of the Audit Committee indicate that the Disclosure has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at this stage, and shall be sent to the Managing Director or the Board of Directors of the Company and the decision shall be documented with the justification for arriving at such decision. In such cases, the Chairman of the Audit Committee will also give a proper feedback to the Whistle Blower, explaining the reasons of such dismissal. The Chairman of Audit Committee, to the extent feasible, shall endeavour to take all these steps within a period of 15 working days from the date of receipt of the Disclosure.
- b) If initial inquiries made by the Chairman of the Audit Committee indicate that further investigation is necessary, this will be carried through either by the Chairman of the Audit Committee alone or by an Investigation Committee. In case the Chairman of the Audit Committee decides to get the investigation carried out by an Investigation Committee, he shall form the Committee within 7 working days of arriving at such decision.
- c) The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. To the extent feasible, the Chairman of the Audit Committee or the Investigation Committee, as the case may be, shall conclude the Investigation within a period of 30 working days

from the commencement of the Investigation, and shall make a written report of the findings on the conclusion of such Investigation.

10. Protection:

- a) No unfair treatment shall be meted out to Whistle Blower on account of his / her having reported a Disclosure under this Policy. The Company, as a Policy, condemns any kind of discrimination, harassment or victimization or unfair employment practices being adopted against any Whistle Blower.
- b) A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall forthwith investigate into the matter.

11. Investigator:

- a) Investigators are required to conduct a process towards fact-finding with detailed analysis and reasoning. Investigators derive their authority and rights from the Chairman of the Audit Committee during investigation.
- b) Investigations will be launched only after a preliminary review by the Chairman of the Audit Committee, as the case may be establishes that an investigation is necessary under this Policy.

12. Decision:

If an investigation concludes that an Improper Act has been committed, the Chairman of the Audit Committee shall recommend to the Managing Director or the Board of Directors of the Company to take corrective or disciplinary action as may be deemed fit.

13. Reporting:

The Chairman of the Audit Committee shall submit a report about all Protected Disclosures referred to him with the results of the Investigation to the Managing Director or the Board of Directors of the Company.

14. Retention of documents:

All Protected Disclosures, documentation in relation to the Investigation and the results of the Investigation shall be retained by the Company for a minimum period of 3 years.

15. Review:

A quarterly report with the number of complaints received under the Policy and their outcome shall be placed by the Ethics Counsellor before the Audit Committee and the Board. However, if neither any complaint received nor complaint is pending to resolve under this policy then no report is required to submit.

16. Secrecy/ Confidentiality:

The Whistle Blower, the Subject, the Investigators and everyone involved in the process shall:

- a) Maintain complete confidentiality/ secrecy of the matter.
- b) Not to discuss the matter in any informal/social gathering/social media/meeting.
- c) Discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
- d) Not to keep the papers unattended anywhere at any time.
- e) Keep the electronic mails/files under a secure password.

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

17. Disclosure:

This Policy shall be posted on the website of the Company. The employees shall also be communicated about this Policy through the departmental heads. A copy of this Policy shall also form part of the HR Policy of the Company.

18. Amendment:

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.