



# **RAM RATNA WIRES LIMITED**

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

(Approved on 14<sup>th</sup> February, 2015 and revised on 30<sup>th</sup> May, 2019)

## 1. Introduction

The Company is committed to conduct its business by adopting the highest standards of professionalism, integrity and ethical behavior 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 are 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.

This policy is issued pursuant to Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). SEBI Regulations inter-alia, provides, for all listed companies to establish a vigil mechanism enabling stakeholders, including individual employees, their representative bodies and business associates, to freely communicate their concerns about illegal or unethical practices including instances of leak of Unpublished Price Sensitive Information ("UPSI").

## 2. Objective

- a) To provide all Employees and Directors a mechanism to report Improper Acts.
- b) To provide a platform for Employees and Directors to disclose information internally, without fear of reprisal or victimization.
- c) To provide protection to those who report such irregularities or unfair practices including instances of leak of UPSI.

## 3. 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, the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law or regulation.

- 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, 2013 and Regulation 18 of the SEBI LODR Regulations, as amended from time to time.
- b) "Code" means the Code of Conduct of the Company.
- c) "Company" means Ram Ratna Wires Limited.
- d) "Director" means a member of the Board of Directors of the Company.
- e) "Employee" for the purpose of this policy means every employee of the Company (whether working in India or abroad) including the people employed on contractual basis.
- f) "Improper Act" shall mean violation of law, non-compliance or default in complying with the

Company rules, unethical behavior or violation of the Company's Code of Conduct, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

- g) "Disciplinary Action" means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- h) "Investigator" means those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee including Auditors of the Company and the police.
- i) "Protected Disclosures" means any communications made by a Whistle Blower in good faith that expresses concerns of Improper Acts including leak of UPSI.
- j) "Unpublished Price Sensitive Information" or "UPSI" shall have the meaning assigned to it under the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons adopted by Ram Ratna Wires Limited.
- k) "Whistle Blower" means an Employee or director or any stakeholder making a Protected Disclosure under this Policy.

#### **4. Scope and Coverage**

The Policy covers any concern with respect to unlawful or unethical or improper practice or act or activity that could have grave impact on the operations and performance of the Company and may include, but is not limited to, any of the following:

- i. Abuse of power/authority (through physical, sexual, psychological or financial abuse, exploitation or neglect);
- ii. Breach of Code of Conduct of the Company or any other rule or Policy as may be formulated by the Company from time to time;
- iii. Negligence causing substantial and specific danger to public health and safety and the environment;
- iv. Manipulation of company data /records;
- v. Unauthorized Disclosure of confidential / proprietary/ Price Sensitive information to unauthorized personnel;
- vi. Financial irregularities, including fraud, or suspected fraud;
- vii. Criminal activity or offence affecting operations or functioning of the Company;
- viii. Deliberate violation of law/regulation/ legal obligation;
- ix. Wastage/misappropriation of company funds/assets;
- x. Leak of UPSI; and
- xi. Any other unethical, biased, favored or fraudulent activity.

#### **5. 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 Protected Disclosures under this Policy.

## 6. Procedure

- a) All Protected 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  
Ram Ratna Wires Limited  
Ram Ratna House, Oasis Complex,  
Pandurang Budhkar Marg,  
Worli, Mumbai – 400 013  
Email: [investorrelations@rrglobal.com](mailto:investorrelations@rrglobal.com)
- c) Protected Disclosures shall be reported in writing so as to ensure clear understanding of the issue/s raised and should be typed or handwritten in legible handwriting in English, Hindi or regional language of place of employment of the Whistle Blower.
- d) Protected 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.
- e) 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.
- f) Anonymous disclosures shall not be entertained under this Policy.

## 7. Investigation

- a) All Protected Disclosures received will be recorded and looked into by the Chairman of the Audit Committee. If initial enquiries made by the Chairman of the Audit Committee indicate that the Protected Disclosure has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at this stage, 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 endeavor to take all these steps within a period of 15 working days from the date of receipt of the Protected Disclosure.
- b) If initial enquiries 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 he may appoint such person or persons as he may consider necessary for conducting the investigation (hereinafter referred to as "Investigation Committee").
- 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. The Investigation Committee may

seek an extension for submitting the report to the Chairperson of Audit Committee for a further period of 30 days or such other period, which may be allowed at the discretion of the Chairperson of Audit Committee provided that there is sufficient cause shown by the Investigation Committee for extending the time period.

- d) The Whistle Blower is expected to co-operate with the Investigation Committee, when the matter is under inquiry and is expected to disclose such information or provide documents as may be required for the purpose of the investigation.
- e) The Investigation Committee may appoint external advisers as consultants to assist them in the inquiry, if necessary
- f) On submission of Investigation report, the Chairperson of Audit Committee may:
  - In case the Protected Disclosure is proved, shall recommend to the Managing Director or the Board of Directors to order such Disciplinary or corrective Action as may be necessary and may order adoption of preventive measures to avoid recurrence of the matter.
  - In case the Protected Disclosure is not proved, close the matter and record the investigation findings for future reference and give feedback to the Whistleblower along with reasons.

## **8. Protection**

- a) No unfair treatment shall be meted out to Whistle Blower on account of his / her having reported a Protected 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.
- c) Protection under this Policy would not mean protection from disciplinary / penal action arising out of false or bogus allegations made by a whistle-blower knowing it to be false or bogus or with a malafide intention and shall not preclude the company to initiate action against such person.
- d) The identity of the Whistle Blower shall be kept confidential. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

## **9. Investigator**

- a) Investigators are required to conduct a process towards fact finding with detailed analysis and reasoning. Investigators shall 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.

## **10. 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.

**11. Retention of documents**

All Protected Disclosures in writing or 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.

**12. Communication of this Policy**

This Policy shall be posted on the website of the Company. A copy of this Policy shall be provided to every Employee on requisition. The establishment of the vigil mechanism shall also be disclosed in the Report of the Company's board of directors.

**13. 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. However, no such amendment or modification will be binding on the directors, employees and stakeholders unless the same is notified to the Directors and Employees in writing and displayed on the website in case of stakeholders.