RAMHAN INDUSTRIES LIMITED

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

Table Of Content

Sr No.	Particulars	Page nos.
1	PREAMBLE	3-3
2	POLICY	3-3
3	POLICY OBJECTIVES	3-3
4	DEFINITIONS	3-4
5	SCOPE	4-5
6	REPORT OF LEAK OR SUSPECTED LEAKAGE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)	5-5
7	ELIGIBILITY	5-5
8	PROCEDURE	5-6
9	INVESTIGATION	6-7
10	DECISION AND REPORTING	7-7
11	REPORT OF COMPLAINT	7-7
12	ACTIONS AGAINST FALSE ALLEGATION	7-7
13	CONFIDENTIALITY	7-7
14	PROTECTION	7-8
15	RETALIATION IS NOT TOLERATED	8-8
16	DISQUALIFICATIONS	8-8
17	ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE	8-8
18	COMMUNICATION	8-8
19	RETENTION OF DOCUMENTS	9-9
20	AMENDMENT	9-9

1. PREAMBLE

Section 177 of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, mandates that the Company shall establish a robust Vigil Mechanism. This mechanism provides a secure and formal framework for Directors and employees to report genuine concerns or grievances, ensuring adequate safeguards against victimization while outlining the prescribed manner for institutional redressal.

Further Code for Independent Directors, Schedule-IV of Companies Act, 2013 prescribes Role and Functions of Independent Directors wherein it is stated that Independent Director shall ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel. The role of the Directors, Employees, and stakeholders in pointing out such violations of the Code cannot be undermined.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

2. POLICY

In compliance of the above requirements, **RAHMAN INDUSTRIES LIMITED** (hereinafter referred to as or 'the **RAHMAN INDUSTRIES LIMITED** or **"the Company'**), has established a Vigil Mechanism and Whistle Blower and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

3.POLICY OBJECTIVES

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees and all other stakeholders to report genuine concerns or grievances about unethical behaviour, wilful misuse of power, leakage of unpublished price sensitive information or suspected leakage of unpublished price sensitive information actual or suspected fraud or violation of the Code of Conduct or policy. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns or grievances about suspected misconduct to come forward and express these concerns or grievances without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of director(s) or employee(s) or any other person to avail of the mechanism and also provide direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

4.DEFINITIONS

"Alleged wrongful conduct" shall mean violation of law, Infringement of Companies rules misappropriation of monies, actual suspected fraud, substantial and specific danger to public health, illegal and unethical practices, and safety or abuse authority".

"Audit Committee" means a committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013.

"Board" means the Board of Directors of the Company.

"Company" means the **RAHMAN INDUSTRIES LIMITED** and including all its offices.

"Code" means Code of the Conduct for Directors and Senior Management Personnel, as adopted by the Company.

"Director" means a director appointed to the Board of a Company;

"Employee" means all the present employees

"Stakeholder "means and includes vendors, suppliers, lenders, customers, business associates, and others with whom the Company has any financial or commercial dealings.

Protected Disclosure" means a written communication of a concern made in good faith, which discloses or demonstrates information about an activity covered under the definition of Alleged Wrongful Conduct under the scope of the Policy with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

"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.

"Vigilance and Ethics Officer" means an officer appointed to receive protected disclosures from whistle blower, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

"Whistle Blower" is a director(s) or employee(s) or any other person who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

"Disciplinary/Corrective Actions" means actions and / or measures taken against the Subject by the Vigilance and Ethics Officer and / or the Audit Committee, which shall be as per the prevailing Service Rules of the Company and Civil and / or Criminal Laws as may be applicable.

5. SCOPE

1. This Policy covers any Alleged Wrongful Conduct and other matters or activity on account of which the interest of the Company is affected and is formally reported by Whistle Blower(s) including but not limited to

i. Breach of the Company's Code of Conduct;

ii. Breach of Business Integrity and Ethics;

iii. Breach of etiquette or morally offensive behavior

iv. An abuse of authority .

v. Breach of terms and conditions of employment and rules thereof;

vi. Intentional Financial irregularities, including fraud, or suspected fraud;

vii. Deliberate violation of laws/regulations;

viii. Gross or Wilful Negligence causing substantial and specific danger to health, safety and Environment;

ix. Manipulation of company data/records;

x. Pilferage of confidential/propriety information.

xi. Gross Wastage/misappropriation of Company funds/assets;

2. Whistle Blowers should not act on their own in conducting any investigative activities nor do they have right to participate in any investigative activities other than as requested by the Vigilance and Ethics Officer or the Chairman of the Audit Committee.

3. Protected disclosure will be dealt appropriately by the Vigilance and Ethics Officer or the Chairman of the Audit Committee, as the case may be.

4. List of exclusions

The following types of complaints will ordinarily not be considered and taken up:

i. Complaints that are Illegible, if handwritten;
ii. Complaints that are trivial or frivolous in nature;
iii. anonymous / pseudonymous complaints
iv. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body;
v. Any matter that is very old (6 years) from the date on which the act constituting violation, is alleged to have been committed;
vi. Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc.) or also any customer/product related grievance.
vii. Any other matter as the Audit Committee deems fit.

6. REPORT OF LEAK OR SUSPECTED LEAKAGE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

The employees, if any, aware of any instance of leak of or suspected leakage of Unpublished Price Sensitive Information (UPSI) must report to the Compliance Officer or any other authority as provided here under this policy, and the names and identity of those reporting employees/ persons shall be kept secret and will be fully protected by the Company.

7. ELIGIBILITY

All Directors and Executives/Employees or any other person are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

8. PROCEDURE

a) All Protected Disclosures should be reported in writing by the Complainant/ Whistle Blower as soon as possible, preferably not later than fifteen days after the Whistle Blower becomes aware of the same and should either be typed or legibly handwritten in English, Hindi or in the regional language of the place of employment of the Whistle Blower.

b) The Protected Disclosure should be submitted under a covering letter signed by the Complainant / Whistle Blower in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower Policy” or sent through email with the subject “Protected disclosure under the Whistle Blower Policy”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

c) All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

d) In order to protect the identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants, and they are not advised neither to write their name/ address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer.

e) The Vigilance and Ethics Officer shall not entertain Anonymous/Pseudonymous disclosure. On receipt of the protected disclosure the Vigilance and Ethics Officer shall detach the covering letter bearing the identity of the Complainant / Whistle Blower and process only the Protected Disclosure.

f) The Vigilance and Ethics Officer shall ensure that in case any further clarification is required he will get in touch with the Complainant / Whistle Blower.

g) **The manner of reporting of Protected Disclosures shall be as follows:**

i. All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of

Name & Address of Vigilance and Ethics Officer	**Mr. Ahmad Iqbal** **Human Resources (HR Head)** **Designated Vigilance and Ethics Officer** **Rahman Industries Limited** 184/167, Wajidpur, Jajmau, Kanpur (U.P)-208010
E-mail ID	ril@rahman-group.com

ii. Complaint against the Vigilance and Ethics Officer

In case Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Managing Director of the Company and the Protected Disclosure against the Managing Director & CEO of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the Managing Director & CEO and the Chairman of the Audit Committee are as under:

Name and Address of Managing Director	**Mr. Kamran Rahman** **Managing Director** **Rahman Industries Limited** 184/167, Wajidpur, Jajmau, Kanpur (UP)-208010 Email: ril@rahman-group.com
Name and Address of the Chairman of Audit Committee	**Mr. Mohd Razi Uddin** **(Chairman Audit Committee)** **Rahman Industries Limited** 184/167, Wajidpur, Jajmau, Kanpur (UP)-208010 Email: ril@rahman-group.com

9. INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance and Ethics Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee, if any, constituted for the same or an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee, if any, and/ or an outside agency for the purpose of investigation.

The investigation by itself would not be tantamount to an accusation and is to be treated as a neutral fact-finding process. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such further period as the Audit Committee deems fit. All Protected Disclosures received by the Chairman of the Audit Committee against the Vigilance and Ethics Officer will be recorded and may be investigated by a person authorized by the Chairman of the Audit Committee. Where any Protected Disclosure is received by the Chairman of the Audit Committee, the report of the investigation shall be submitted to the Audit Committee.

10. DECISION AND REPORTING

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 to take such disciplinary or corrective action as it may deem fit. Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall be adhere to by the Subject.

11. REPORT OF COMPLAINT

In case of any complaint under this Policy filed/ pending, 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. ACTIONS AGAINST FALSE ALLEGATION

Every Whistle Blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate facts/data to substantiate the complaint and not complain merely based on hearsay or rumour. This also means that no action will be taken against the whistle blower if the complaint was made in good faith, but no misconduct was confirmed on subsequent investigation.

A Complainant / Whistle Blower who makes false allegations of unethical and improper practices or about alleged wrongful conduct of the Subject to the Vigilance and Ethics Officer or to the Audit Committee, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

13. CONFIDENTIALITY

The Complainant / Whistle Blower, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and every person involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

14. PROTECTION

No unfair treatment will be meted out to a Complainant / 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 Complainant / Whistle Blowers. Complete protection will, therefore, be given to Complainant / Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Complainant's / 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 Complainant / Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Complainant / 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.

A Complainant / Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the Board.

The identity of the Complainant / Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the Complainant / Whistle Blower will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extent regulations against the person or agency making such disclosure.

The identity of the Complainant / Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

Any other Employee assisting in the said investigation shall also be protected to the same extent as the Complainant / Whistle Blower. Provided however that the Complainant / Whistle Blower before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the Complainant / Whistle Blower shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his Protected Disclosure of unethical and improper practice etc. unrelated to a Protected Disclosure made pursuant to this policy. The Board may at its' discretion recommend suitable reward to the Whistle Blower.

15. RETALIATION IS NOT TOLERATED

No one may take any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company's Code of Conduct and Ethics. The Company takes reports of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

16. DISQUALIFICATIONS

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. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Complainant / Whistle Blower knowing it to be false or bogus or with a mala-fide intention. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala-fide, frivolous or malicious, shall be liable to be prosecuted as per the law of Land.

17. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Complainant / Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

18. COMMUNICATION

Directors and Executives/Employees/ or other person shall be informed of the Policy by publishing on the notice board and the website of the Company.

19. RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 8 (eight) years or such other period as specified by any other law in force, whichever is more.

20. AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part thereof, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and Executives/Employees unless the same is not communicated in the manner described above.