RAMGOPAL POLYTEX LIMITED

WHISTLE BLOWERS POLICY

**Preamble**:

Ramgopal Polytex Limited “Company”) believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. This policy is formulated to provide a secure environment and to encourage all employees and Directors of the Company to report unethical, unlawful or improper practices, acts or activities in the Company and to prohibit managerial personnel from taking any adverse action against those employees who report such practices in good faith.

**Definitions**:

“Act” means the Companies Act, 2013

“Audit Committee” means the Audit Committee of the Board of Directors of the Company constituted in accordance to the provisions of Section 177 of the Companies Act, 2013.

“Code of conduct” means the Code of Conduct of the Company

“Employee” shall mean a person employed with the Company and includes the Directors of the Company.

“Policy” means this Whistle Blowers Policy

“Wrongful conduct” means unlawful or unethical or improper practice or act or activity and may include, but is not limited to, any of the following:

a) A violation of any law;

b) Misuse or misappropriation of the Company’s assets;

c) Gross waste or misuse or misappropriation of the Company’s funds;

d) A substantial and specific danger to health and safety;

e) An abuse of authority

“Adverse Personnel Action” means an employment related act or decision (relating to, but not limited to, compensation, promotion, job location, job profile, leave or other privileges) or a failure to take appropriate action by a manager, which may affect the employee negatively.

“Whistle blower” means an employee making a disclosure under this Policy

**Policy**

1. Every employee is expected to promptly report to the Chairman of the Audit Committee of the Board of Directors of the Company of any actual or possible violation of the Company’s Code of Conduct or any other unlawful or unethical or improper practice or any wrongful conduct or act or activity concerning the Company.
2. The contact details of reporting of alleged wrongful conduct are as under:

**Mr. Sarwankumar Lihala, Chairman of Audit Committee**

**701, Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021**

1. No manager, Director, Departmental head, or any other employee with authority to make or materially influence significant personnel decisions shall take or recommend an adverse personnel action against an employee in knowing retaliation for a disclosure of information, made in good faith, about an alleged wrongful conduct.

**Disqualification**

1. Any abuse of the protection given under this Policy to the Whistle Blower/s will warrant disciplinary action.
2. Whistle Blower/s who make Protected Disclosures, which have been found to be mala fide, malicious, baseless, frivolous or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.
3. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a whistle-blower knowing it to be false or bogus or with a mala fide intention.

**Procedure**

1. Any employee who has knowledge of an alleged wrongful conduct shall make a disclosure to the Audit Committee as soon as possible but not later than 60 consecutive calendar days after becoming aware of the same. The disclosure shall be made in writing (by e-mail or on paper).
2. Whistle-Blowers shall refrain from obtaining evidence for which they do not have a right of access. Such improper access may itself be considered an improper activity.
3. Anonymous whistle-blowers must provide sufficient corroborating evidence to justify the commencement of an investigation. An investigation of unspecified wrongdoing or broad allegations would not be undertaken without verifiable evidence. As investigators are unable to interview anonymous whistleblowers, it may be more difficult to evaluate the credibility of the allegations and, therefore, less likely to cause an investigation to be initiated.
4. Whistle-Blowers are “reporting parties,” not investigators. They are not to 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 investigating authority.
5. The identity of the whistle-blower will not be disclosed except where required under the law or for the purpose of the investigation. Should, however, the whistle-blower self-disclose his or her identity, there will no longer be an obligation not to disclose the whistle-blower’s identity.
6. A whistle-blower’s right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the allegations or an ensuing investigation or any other misconduct or wrong doing. This policy may not be used as a defense by an employee against whom an adverse personnel action has been taken for legitimate reasons or cause under Company rules and policies. It shall not be a violation of this policy to take adverse personnel action against an employee, whose conduct or performance warrants that action, separate and apart from that employee making a disclosure.
7. Investigation: The Audit Committee shall appropriately and expeditiously investigate all whistle-blower reports received. In this regards, the Committee may, if the circumstances so suggest, appoint a senior officer or a committee of managerial personnel to investigate into the matter. The Committee shall have the right to outline a detailed procedure for an investigation.
8. Protection: No later than 30 days after a current or former employee is notified or becomes aware of an adverse personnel action taken against him/her, he or she may protest the action by filing a written Whistle-Blower complaint with any member of the Audit Committee if the employee believes the action was based on his or her prior disclosure of alleged wrongful conduct. The Committee on receipt of a Whistle-Blower complaint shall appoint a senior officer or a Committee of managerial personnel to review the complaint.
9. Reporting: Within 45 days of the complaint, the senior officer or Committee shall submit a report to the Committee on his findings thereon.
10. After considering the report, the Committee shall determine the future course of action and may order remedial action.

**Communication of this Policy:**

For all new Employees and Directors, a copy of this Policy shall be handed over as a part of the joining documentation, alongwith other HR related policies. For all existing Employees and Directors, a copy of this Policy shall be circulated within one month of the adoption of this Policy by the Board of Directors of the Company. This Policy shall also be posted on the web-site of the Company.

**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.