

Vigil Mechanism / Whistle Blower Policy

(Amended and approved by the Board of Directors on September 05, 2024)

1. PURPOSE

1. As a part of our commitment to implement best practices on Corporate Governance, Rathí Industries Limited (RIL) has created a “Whistle Blower Policy” thereby providing a secured framework, which a person can use to share his/her views along with factual details, observations and objections with regards to unacceptable work behaviour, management practices, business practices, physiologically adverse work conditions, and other such activities of reasonably negative nature which may be seen to tarnish the image of the organization, its products, its social image, employee morale and employee’s safety at the workplace including but not limited to violation of integrity norms like leak or suspected leak of Unpublished Price Sensitive Information under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
2. All employees are expected to display highest levels of integrity in their behavioural conduct, including honesty & professionalism in their business dealings. However, there may be certain instances when the conduct displayed by a fellow colleague including their professional dealings may not be in the best interest of the organization; such instances include malpractices, deliberate violation and /or disregard for organization policies, inappropriate use / embezzlement of funds, biased behaviour with respect to vendors / suppliers and service providers, compromise in client suitability & assessment etc., and such other activities which may adversely impact the rights of employees of the Organization and/or tarnish the image and reputation of the Organization, its products and services.
3. Directors, RIL employees, Business/Vendor Partners, their employees or any other person including contractors, subcontractors, consultants, and any other third parties are hereafter collectively referred as “Person(s)”.
4. A “Whistle blower” is a person, who, in the interest of the organization, discloses such information about malpractices he/she may have observed or have information about. The Whistle Blower policy encourages such a person to raise his/her concern along with verifiable factual details, without any fear of retribution or vengeance, if he / she has reasonable grounds to believe that the “malpractices” observed are likely to be detrimental to the interest of the organization.

2. SCOPE & APPLICABILITY

This policy is applicable to all Directors and employees of Rathí Industries Limited across all levels and bands, including other category of Person(s) referred above.

3. STRICT CONFORMITY

This policy is to be adhered to strictly and there shall be no deviations to this policy except by way of an Organization approved amendment.

4. VALIDITY

This policy may be amended/ modified from time to time and will remain effective until withdrawn and communicated.

5. INCIDENT REPORTING

Every/ All Person(s) is/are required to report any incident of violation/suspected violation of any law that applies to Rathí Industries Limited and any suspected violation of the Organization’s Code of Conduct and Ethics and/or policies. Reporting is crucial for early

detection, proper investigation and remediation, and deterrence of violations of policies and/or applicable laws. No Person(s) should fear about reporting reasonably suspected violations because the Company prohibits any retaliation against reporting of suspected violations. Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and any failure will be addressed with appropriate disciplinary action, after the Company gains knowledge of such occurrence.

6. PROCESS

6.1 REPORTING MECHANISM

Organization has created following channels for a Person(s) to raise a concern:

- Person(s) can write an email to investor@rilstelmax.com
- Person(s) can call on +91 9311904448 and share their inputs.

6.2 COMPLETE DETAILS TO BE DISCLOSED

The concern reported should include all possible and available information about the suspected violation as one can provide. Where possible, it should describe the nature of the suspected violation, identities of persons involved in the suspected violation, supporting evidence along with the time frame of the reported incident.

6.3 INVESTIGATION

- All reported incidents under this Policy will be thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law, Policies and Code of Conduct of the Organization.
- The complainant/Persons(s) is/are duty bound to cooperate in the investigation wherever required. Failure to cooperate in an investigation or deliberately providing false information during an investigation, may form the basis for disciplinary action, including termination of employment/agreement/relationship with the person(s).
- If, at the conclusion of its investigation, RIL determines that a violation has occurred, RIL shall take effective remedial action commensurate with the nature of the violation. This action may include disciplinary action against the Person(s)/ accused party, up to and including termination of employment/agreement. Reasonable and necessary steps will also be taken to prevent any further violations of RIL Policy(ies).

6.4 PRESERVATION OF DOCUMENTS

All documents/data related to reporting, investigation, and enforcement pursuant to this Policy shall be kept in accordance with RIL's record retention practice and applicable law.

6.5 GUIDELINES FOR EMPLOYEES

1. This policy has been introduced with an aim to provide employees with a safe and confidential channel to share their inputs about those aspects which are:

- adversely impacting their work environment each day,
- likely to result or has resulted in any violation of with the prevailing insider trading policy and/or any law/regulation applicable to Rath Industries Limited (RIL).
- likely to affect the image and reputation of the Organization. All concerns will be

treated to be absolutely confidential, and every effort will be made not to reveal the identity of the complainant.

2. In keeping with this objective, employees are expected to report those actions, occurrences, events, and observations which exhibit the following characteristics:

- Activities, actions and practices in their immediate work environment that are not aligned to the organization's culture, values or business practice.
- Actions of supervisors, peers and/or leaders which may not be aligned to the organization's culture and ethics.
- Incidents which are adversely impacting an individual employee's performance.
- Any act of physical assault which endangers or puts the fear of life endangerment in the mind of an employee while at work.
- Any verbal volley or targeted communication which psychologically intimidates the self-respect and social image of an employee in the opinion of another.
- Any issue or grievance which the employee has experienced due to an action or series of actions at work which the employee has reason to believe that it cannot be shared with anyone other than a third person who may be able to independently assess and resolve the issues.
- Malpractices (verifiable) by employees which jeopardize the corporate brand image of the organization, its ethics and its products in the market.

6.6 CONFIDENTIALITY OF INFORMATION

The incident reported and the accompanying information / documents related to the incident shall be treated as confidential information and appropriate action as contemplated under this Policy shall be initiated. However, RIL shall not be obliged to share the investigation details and/or the outcome of such investigation with employee/Person(s), and it will be the prerogative / discretion of RIL to evaluate all information, evidences and arrive at a conclusion based on the veracity of the complaint, evidences, the outcome of the investigation and the employee/Person(s) shall not have any right to insist for the outcome of the investigation and/or action initiated against the incident reported.

7. PERIODIC REPORTING OF WHISTLE BLOWER INCIDENTS

A report on all actioned whistle-blower incidents will be submitted to the Audit Committee of the Board on a quarterly basis.

8. MISUSE OF WHISTLE BLOWER POLICY

The organization recognizes the need to offer employees this safe and secure channel to share their inputs and grievances about instances covered under this policy with a neutral and independent committee for investigation and action. It is also important for employees to be cognizant of the fact that the organization discourages and will take strict action in case of any misuse of Whistle Blower Policy and channel for any other purpose than for which they have been incorporated.