



ROYAL INDIA CORPORATION LIMITED

WHISTLEBLOWER POLICY

(Revised on May 30, 2025)

“To see wrong and not to expose it, is to become a silent partner to its continuance.”

-Dr. John Raymond Baker

PREAMBLE:

A: The Corporation believes in the conduct of the affairs of its constituents in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Corporation has adopted the Code of Ethics (“the Ethics”), which lays down the principles, standards and behavior that should govern the actions of all the Company and their employees. Any actual or potential violation of the Ethics, howsoever insignificant or perceived as such, would be a matter of serious concern for the Corporation. The role of employees in pointing out such violations of the Ethics cannot be undermined. There is a provision under the Ethics policy requiring employees to report violations, which states: “Every employee of Company shall promptly report to the management any actual or possible violation of the Ethics or an event he or she becomes aware of that could affect the business or reputation of Company.”

B: Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and

its Powers) Rules, 2014 mandates the following classes of Companies to constitute a vigil mechanism:-

- Every Listed Company;
- Every other Company which accepts deposits from the public;
- Every Company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

In keeping with its beliefs and in terms of Regulation 4 (2) (d) (iv) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”), it has been decided by the Company to introduce a Whistle Blower Policy (hereinafter referred to as “Policy”). The purpose of this Policy is to provide a framework to promote responsibility and secure whistle blowing. This Policy will enable all employees, directors and other stakeholders to raise their genuine concerns and report to the management in a responsible and effective manner if and when they discover information which they reasonably believe shows instances of unethical behavior, actual or suspected, fraud or violation of Company’s code of conduct or ethics policy.

1. POLICY:

In compliance of the above requirements, Royal India Corporation Ltd. (RICL), being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

The Whistleblower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2. OBJECTIVES:

The main objective of Company is to raise confidence of stakeholder and remove in ethical/ improper practices misconduct. The aim of the Company is to lay proper mechanism of systems. To establish confidentiality/ security maintenance system.

3. DEFINITION:

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Ethics Code.

“Employee” means every employee (including ex-employee) of the Company (whether working in India or abroad), including the Directors in whole time employment of the Company and temporary/contractual employees..

“Board” or “Director” means the Board of Directors of the Company.

“Whistleblower” is someone who makes a Protected Disclosure under this Policy.

“Investigator(s)” mean those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee, Whistle Blowers’ Internal Grievance Redressal Committee (“IC”) and includes any officers of the Company, the auditors of the Company, police and other investigating agency(ies) appointed in terms of this Policy.

“Protected Disclosure” or Complaint means any communication made in good faith that discloses or demonstrates information that may evidence related to any unethical or improper activity, malpractice and any event of misconduct.

“Company” means, “Royal India Corporation Ltd.”

“Policy or This Policy” means, “Whistleblower Policy.”

“Vigilance Officer/Vigilance Committee or Committee” is a person or Committee of persons, nominated/appointed to receive protected disclosures from whistle blowers, maintaining records

thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

“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 rules framed thereunder read with Regulation 18 of the Listing Regulations.

“Stakeholder” includes Shareholders, business associates of the Company including all suppliers, vendors, consultants, auditors, service providers etc., with whom the Company has been dealing with or proposed to enter into any transactions. **“Whistle Blower”** shall have the meaning ascribed to it in Clause 3.1 hereinbelow.

“Ombudsman” means the Company Secretary of the Company, who shall be receiving all complaints and taking necessary action under this Policy, provided that the Ombudsman may be replaced by the IC;

“Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

4. ELIGIBILITY:

All Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or any other Royal India Corporation Ltd.

5. CONSTITUTION OF INTERNAL GRIEVANCE REDRESSAL COMMITTEE

An Internal Grievance Redressal Committee (IC) shall be constituted comprising of a chairman, who shall be the chairman of the Audit Committee of the Board (“Chairman”) and such other number of members nominated by the chairman, as he may deem fit. The IC shall meet as and when required for matters referred to IC. The Chairman of the IC shall have the power to invite any other person to the IC meeting, if considered necessary.

In the following exceptional cases a complainant under this Policy may directly approach the Chairman of the Audit Committee:

- (i) Where the Complaint is against a Key Managerial Personnel or Director of the Company and the Whistle Blower is not satisfied with the outcome of the investigation and decision of the IC, within 15 days of the receipt of the outcome;
- (ii) In case the complaint is against the Ombudsman or any member of the IC.

6. ROLE AND RESPONSIBILITY OF THE INTERNAL GRIEVANCE REDRESSAL COMMITTEE

The role and responsibility of IC shall be as under:

- a. To conduct the enquiry in fair and unbiased manner;
- b. To ensure that complete fact finding exercise has been undertaken;
- c. To appoint investigating officer(s) / agencies (internal or external), if required;
- d. To maintain strict confidentiality;
- e. To decide on the outcome of the investigation;
- f. To recommend an appropriate course of action against the accused, if found guilty;
- g. To recommend an appropriate course of action against the complainant including any other person associated with the complainant initiating the false Complaints/claims.
- h. To review the Whistle Blower Policy of the Company and suggest modifications, if any.
- i. To report to the Audit Committee of the Board about the number of complaints received, investigated, redressed and un-resolved in a financial year.
- j. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so including by way any disciplinary action. IC may also delegate its powers to such officers of the Company as it may deem necessary to carry out initial investigations. Such officers shall submit its report to the IC.

The Ombudsman is duly authorized by the IC to receive / oversee any Protected Disclosures reported under this Policy.

7. COVERAGE OF POLICY

This Policy encourages all the Whistle Blowers to report any kind of misuse of Company's properties, malpractices which the Whistle Blower in good faith, believes, evidences any of the following:

- a. Grave and serious violation of the code of conduct or ethics policy.
- b. Criminal offence having repercussions on the Company's reputation.
- c. Procurement frauds.
- d. Misappropriation of company funds/assets.
- e. Manipulation of Company data/records.
- f. Misappropriating cash/company assets; leaking confidential or proprietary information.
- g. Activities violating Company policies.
- h. A substantial and specific danger to public health and safety.
- i. An abuse of authority.

8. COMPLAINT PROCEDURE:

The Whistle Blower shall lodge his/her Complaint to the Ombudsman at the following Address:-

The Company Secretary

Address: 3501, Floor-35, Vertu Tower, Katrak Road, Wadala Market, Mumbai, Maharashtra, 400031

Email: compliance@ricl.in

In case of exceptional cases, the complaints can be lodged at the following address:

The Chairman, Audit Committee

Address: 3501, Floor-35, Vertu Tower, Katrak Road, Wadala Market, Mumbai, Maharashtra, 400031

The Complaint must be either in the form of a written letter (in closed envelope) or by e-mail. The Whistle Blower must indicate his/her name, contact details and relationship with the Company in the Complaint. Relevant supporting documents/ evidences and a brief background must form an integral part of the written Complaint. The name and contact details of the complainant shall not be disclosed by the Ombudsman to anyone except the IC. No unnamed Complaint shall be entertained. If the Complaint relates to a specific fact or incident, the complainant must lodge the Complaint as soon as possible and preferably within 30 days from the date he became aware of such fact or incident. The Whistle Blower shall exercise caution before lodging a Complaint to ensure that he is not doing so under influence of any person and/or any past incidence.

The Whistle Blower shall be entitled to withdraw his/her Complaint within 10 days from the date of lodgment with appropriate explanations in writing to the satisfactions of the Ombudsman or the IC, as the case may be.

Ombudsman shall, at his end, examine the possible intentions and genuineness of the disclosure in advance before referring it to the IC for investigations. In case, the Ombudsman suspects that the allegation has been made with mala- fide intentions or is frivolous in nature, or is not genuine, he may drop the case and not refer the same to the IC provided he shall record the reason in writing and report the same to Chairman of IC.

On receipt of initial Complaint, the Ombudsman shall acknowledge receipt thereof within 48 hours and proceed to refer it to the IC for further action as the IC may deem fit.

9. GRIEVANCES REDRESSAL PROCEDURE

On receipt of a valid complaint from a Whistle Blower (as forwarded by the Ombudsman), the IC may perform all such acts as may deem fit and appropriate to safeguard the interests of the Company, including but not limited to, the following functions:

- a. Obtain legal opinion or expert's view in relation to the Protected Disclosure ;
- b. Appoint some Investigator or external agency to assist in investigation;
- c. Seek assistance of the statutory auditors;
- d. Request any officer(s) of the Company to provide adequate financial or other resources for carrying out investigation;
- e. Seek explanation and give reasonable opportunity to the accused to respond;
- f. Reviewing material findings contained in investigation report; and
- g. Recommend appropriate penal action against the accused or against the complainant for lodging false Complaint, as may be required.

During the period of investigation or even after completion of the investigation, identity of the Whistle Blower and the accused should be kept confidential and disclosed only to the extent necessary given the legitimate needs of law and the investigation process.

The accused will normally be informed of the allegations against him at the outset of a formal investigation and he shall be given requisite opportunities to defend his case during the investigation process.

It will be the duty of the accused to co-operate with the Investigator and not to interfere or obstruct with the investigation process. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the accused. If found indulging in any such actions, the accused shall be liable for appropriate disciplinary action. Under no circumstances, the accused should compel the Investigator to disclose the identity of the Whistle Blower.

A report shall be prepared after completion of investigation by the Investigators, which shall be submitted to the IC. Upon receipt of the report, the IC shall forward the same along with its recommendations to the managing director of the Company for Disciplinary Action. In case, the managing director is the accused and found guilty, the IC shall forward such report to the Chairman of the Board of Directors for taking appropriate action.

10. SUGGESTIVE MEASURES

The Company may take the following punitive or Disciplinary Actions against the accused, on the completion of or during the investigation proceedings where IC finds him guilty:

- a. Counseling and issue of a warning letter;
- b. Withholding of promotion / increments;
- c. Bar from participating in bonus review cycle;
- d. Termination or suspension from employment;
- e. Cancellation of orders placed as per purchase/work order;
- f. Recovery of monetary loss suffered by the Company; and
- g. Legal action or any such action as deemed fit considering the gravity of the matter.

11. REPORTING

The IC shall submit a report to the Audit Committee informing the status of the Protected Disclosures received from the Whistle Blowers, grievance resolved and action taken, grievances under investigation and number of false complaints lodged by Whistle Blowers, during each of the financial year.

12. PROTECTION AGAINST VICTIMIZATION

No unfair treatment shall be meted out to a 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 Whistle Blower. Subject to Clause 11.2 below, complete protection shall, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company shall take steps to remove difficulties if any, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company shall arrange, for the Whistle Blower, to receive advice about the procedure, etc.

Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

While it shall 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 should 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. Further this Policy may not be used as a defense by a Whistle Blower against whom an adverse personnel action has been taken independent of any disclosure of intimation by him and for legitimate reasons or cause under Company rules and policies.

13. PREVENTION OF DOCUMENTS AND RECORDS

All Protected Disclosures, documented along with the results of Investigation relating thereto, shall be retained by the Ombudsman of the Company for a minimum period of 5 (five) years or as mentioned in applicable law, if any.

14. AMENDMENTS

This Policy may be amended from time to time by the Board based on the recommendation of the IC.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc. The Company Secretary being the Compliance Officer is also authorized to make amendment in this policy, where there is any statutory changes necessitating the amendment in the policy.