

**VIGIL MECHANISM/WHISTLE BLOWER POLICY**

**RHC HOLDING PRIVATE LIMITED**

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

### **PREAMBLE**

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

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.

### **POLICY**

In compliance of the above requirements, RHC Holding Private Limited (RHC) 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.

### **POLICY OBJECTIVES**

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes 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 about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairperson 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.

### **DEFINITIONS**

**“Protected Disclosure”** means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title **“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 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.

**“Whistle Blower”** is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

## **SCOPE**

The Policy covers unethical and improper practices or alleged wrongful conduct and malpractices which have taken place/ suspected to take place on the part of any person employed by, who holds office in or is otherwise connected with the Company, which the Whistle Blower has highlighted while acting in good faith and these may include the following:

- a) Abuse of authority;
- b) Corruption;
- c) Negligence or unsafe work practice causing substantial and specific danger to public health and safety;
- d) Manipulation of company data/records;
- e) Financial irregularities, including fraud, or suspected fraud;
- f) Illegal actions (including theft, criminal offence etc.);
- g) Pilferage of confidential/propriety information;
- h) Wastage/misappropriation of company funds/assets;
- i) Breach of employee Code of Conduct;
- j) Actions that adversely impacts the goodwill of Company or is in any manner against the interests of Company and its employees;
- k) Any violation of Company’s Policy;
- l) Any other unethical, biased, favored, imprudent event.

The Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

## **ELIGIBILITY**

This policy is applicable to the various stakeholders of RHC Holding Private Limited. Various stakeholders under the policy may fall into any of the following broad categories:

- Directors of the Company
- Permanent & contractual employees of the Company based in India or outside
- Employees of other agencies deployed for the Company
- Contractors, vendors, suppliers or agencies (or any of their employees)
- Customers of the Company
- Any other person having an association with the Company

## **PROCEDURE**

- I. All Protected Disclosures should be addressed to the Chairman of the Audit Committee.
- II. The contact details of the Chairman of the Audit Committee is given at **Appendix A**.
- III. Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or Hindi. Protected Disclosures is to be provided in the Protected Disclosure Form as annexed to the Policy as **Exhibit – 1**.
- IV. If a Protected Disclosure Form is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.
- V. 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.
- VI. For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure.

## **INVESTIGATION**

- I. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit Committee.
- II. The Chairman of the Audit Committee, may at his/her discretion, consider appointing any senior officer or a team thereof to thoroughly investigate all whistle blower reports received with the objective of locating the evidence which either substantiates or refutes violations reported by the Whistle Blower.

- III. The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process.
- IV. The senior officer or a team thereof appointed by the Chairman of the Audit Committee shall have the right to call for any information/document and examination of any employee of the Company including the person against whom the complaint is made or other any other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.
- V. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- VI. Once the investigation is over, such senior officer or a team thereof, as may be authorised to deal with any particular case, shall prepare a report thereof and on the basis of Investigation Report, the Chairman of the Audit Committee shall determine the course of action.

## **DECISION**

If the Chairman of the Audit Committee is satisfied that the alleged unethical and improper practice or wrongful act existed or is in existence, then the Chairman may:

- a) Reprimand, take disciplinary action, impose penalty /punishment or order for recovery, when any alleged unethical and improper practice or wrongful conduct of any employee is proved;
- b) Recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical and improper practice or wrongful act.

The decision of the Chairman of the Audit Committee shall be final and binding.

## **PROTECTION**

- I. No unfair treatment will 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 Blowers. Complete protection will, therefore, be given to 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 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 Whistle Blower may experience as a result of making the Protected Disclosure.

- II. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- III. 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.

## **REPORTING**

- I. The Audit Committee will be kept informed about all whistleblowing disclosures & progress in terms of investigation and outcome on quarterly basis.
- II. Any investigation beyond 90 days of initial whistleblowing disclosure will be separately presented to the Audit Committee with reasons.
- III. Details of mechanism of Whistle Blower policy shall be disclosed on the website of the Company and its subsidiaries and also in their Directors' Report.

## **DOCUMENT RETENTION**

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the applicable law.

## **AMENDMENTS**

Any amendments to this policy will be recommended by the Audit Committee to the Board of Directors for their approval.

**Appendix A:**

**Contact Details:**

Chairman of the Audit Committee:

Mr. Malvinder Mohan Singh  
RHC Holding Private Limited  
54, Janpath,  
New Delhi - 110001  
Phone : +91 11 40188100 Fax : +91 11 40188151  
Email: **rhcholding@gmail.com**

**Exhibit I**

**Protected Disclosure Form**

For Employees of RHC Holding Private Limited:

Name of the Whistle Blower:	Designation :
Department:	Grade:
Location:	Date of Joining:
Contact No.:	E-mail:
Correspondence Address:	

I hereby declare, that the accompanying statements and supporting documentation (if any) is true and correct, to the best of my knowledge and in complete good faith.

Date:

Signature of the Whistle Blower



**NOTE: IN CASE OF ANONYMOUS DISCLOSURE, LEAVE THIS PAGE OF PROTECTED DISCLOSURE FORM BLANK.**

Name of the Investigation Subject:	Designation :
Department:	Grade:
Location:	

**In case of Multiple Subjects:**

Name of the 2nd Investigation Subject:	Designation :
Department:	Grade:
Location:	

Name of the 3rd Investigation Subject:	Designation :
Department:	Grade:
Location:	

(If the space provided in not sufficient, attach a separate sheet)

Nature of Violation:
Sequences of events (please provide Date/Time/Place):

Source of Information:

Role of the Subject(s):

Other individuals involved:

Perceived outcome of the violation:

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Any other information that you may like to provide:
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**List of Attachment:**

Attachment 1:	Attachment 2:
Attachment 3:	Attachment 4:
Attachment 5:	Attachment 6: