

RAJKUMAR FORGE LIMITED

VIGIL MECHANISM (WHISTLE BLOWER POLICY)

PREFACE

As per Section 177 of the Companies Act 2013 read with Rule 7 of The Companies (Meeting of Board and its Powers) Rules 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, every listed company is required to establish a mechanism called “Vigil Mechanism” (Whistle Blower Policy) for directors and employees to report concern about unethical behavior, actual or suspected fraud or violation of Companies’ code of conduct.

This Whistleblower Policy (herein after referred to as “the Policy”) has been formulated with a view to provide a mechanism for employees of the Company to raise concern on any violation of legal or regulatory requirement, incorrect or misrepresentation of any financial statements or reports etc. It protects directors and employees raising concern about serious irregularities within the Company.

OBJECTIVE

The Company is committed to the highest standards of ethical, moral and legal conduct of business operations. This policy aims to provide an avenue for employees to raise any concern on any violation of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports etc.

POLICY

The Whistleblower policy intends to cover serious concerns that will have impact on the operations and performance of business of the Company.

DEFINITIONS

1. **EMPLOYEE:** means every employee of the Company.
2. **PROTECTED DISCLOSURE:** Protected disclosure means concern raised by written communication that discloses or evidence un-ethical or improper activity. Protected disclosures should be factual in nature.
3. **SUBJECT:** means a person or group of persons against or in relation to whom a protected disclosure is made.
4. **WHISTLEBLOWER:** is someone who makes a protected disclosure under this policy.
5. **WHISTLE COMMITTEE :** means a committee of persons appointed to conduct detailed

Investigation of disclosure received from whistle blower and recommend disciplinary action.

6. **GOOD FAITH:** “Good faith” shall be deemed if there is reasonable basis for communication of unethical or improper practices or other wrongful conduct.
7. **COMPANY :** Company means “ **RAJKUMAR FORGE LIMITED**”
8. **POLICY :** Policy means “ Whistleblower Policy”
9. **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 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered in to with The Bombay Stock Exchange Limited.
10. **“NODAL OFFICER”** means an officer of the Company nominated by the Whole Time Director (WTD) 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.

SCOPE

Stakeholders of the Company are entitled to make Protected Disclosures under the Policy. These stakeholders may be:-

1. Employees of the Company;
2. Employees of the other agencies deployed by the Company;
3. Contractors, Vendors, Suppliers providing material or services to the Company;
4. Customers of the Company;
5. Any other person having association with the Company.

The policy covers malpractices and events which have taken place /suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparation of Financial Statements or Misrepresentation of financial reports
6. Any unlawful act whether Criminal or Civil
7. Perforation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of Company funds/assets
10. Breach of Company Policy or failure to implement or comply with any approved Company Policy.
11. Any other unethical, biased, favored, imprudent event.

Whistleblower should not act on their own in conducting any investigative activities. Whistleblower, who makes three or more Protected Disclosures which were found to be frivolous, baseless and or reported otherwise than in good faith, will be disqualified from reporting further protected disclosures.

GUIDING PRINCIPLES

In order to ensure that the policy is adhered to the Company will:-

1. Ensure that the Whistleblower and person processing the Protected Disclosure is not victimized for doing so.
2. Treat victimization as a serious matter, including initiating disciplinary action on persons involved in victimization.
3. Ensure complete confidentiality.
4. Not attempt to conceal evidence of Protected Disclosure.
5. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made or to be made.
6. Provide and opportunity of being heard to the persons involved.

ANONYMOUS ALLEGATION

Whistleblower must put their names to allegations as follow-up and or investigation may not be possible unless the source of the information is identified. **Disclosures expressed anonymously will ordinarily NOT be investigated.**

PROTECTION TO WHISTLEBLOWER

1. If whistleblower raises concern under this policy he will not be at risk of suffering any reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Employee will not be at risk of losing job or suffer loss in any manner like transfer, demotion, refusal of promotion or any obstruction to make further Protected Disclosure.

The protection under the policy is available provided that:-

- The Disclosure is made in good faith.
- Whistleblower reasonably believes that information and any allegations contained in it are substantially true.
- Whistleblower is not acting for personal gain.

Anyone making wrongful use of the above procedure will be subjected to disciplinary action and if considered necessary suitable legal action may also be taken against such individual. However, no action will be taken against anyone who makes protected disclosure in good faith, reasonably believing it to be true, even if the disclosure is not subsequently confirmed by investigation.

The Company will not tolerate the harassment or victimization of any one raising a genuine concern. Any other employee assisting in the said investigation shall also be protected as Whistleblower.

RESPONSIBILITIES OF WHISTLEBLOWER

2. Bring to attention of the Company any improper practice they became aware of.
3. Avoid anonymity when raising a concern.
4. Follow procedure prescribed for making disclosure
5. Co-operate with investigation authorities
6. Malicious allegation to be avoided
7. Maintain confidentiality of subject matter of disclosure

RESPONSIBILITIES OF WHISTLEBLOWER COMMITTEE

1. Conduct the enquiry in fair and unbiased manner
2. Ensure complete fact finding
3. Maintain strict confidentiality
4. Decide on allegation of commission of improper practice
5. Recommend an appropriate disciplinary action
6. Record committee discussions and document the result

RIGHTS OF PERSON AGAINST WHOM ALLEGATION IS MADE

1. The person against whom allegation is made has right to be heard and the Whistleblower Committee must give adequate time and opportunity to the person against whom allegation is made.
2. The person against whom allegation is made has right to be informed of the outcome of the investigation, which shall be informed to him in writing by Company.

MANAGEMENT ACTION FOR FALSE DISCLOSURES

An employee making false allegation shall be subject to disciplinary action as per company rules.

ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with 'Disclosure' shall be considered confidential information and access will be restricted to Whistleblower, whistleblower committee and person against whom allegation is made.

RETENTION OF DOCUMENTS

All Protected Disclosures in writing along with results of investigation thereto shall be retained by the Company for minimum period of seven years.

REPORT

A status report on number of complaints received during a quarter and summary of findings of Whistle Blower Committee and the Corrective action taken will be submitted to the Managing Director of the Company.

COMPANY'S POWERS

The Company reserves power to amend this policy at any time. Any ambiguity in policy will be resolved with broad intent of the Policy.

PROCEDURE FOR REPORTING AND DEALING WITH DISCLOSURES

1. How should Disclosure be made and to whom?

A Disclosure should be made in writing and can be submitted by hand delivery, courier or by post addressed to Whistleblower Committee appointed by the Company. When whistleblower feels necessary he can directly submit the disclosure directly to the Chairman of the Company at the registered office of the Company.

2. Is there specific format for submitting Disclosure?

There is no specific format for submitting a Disclosure; however following details must be mentioned:

- a. Name, address and contact details of the whistleblower.
- b. Brief description of incorrect practice giving the names of persons who have committed the incorrect practice. Specific details of time and place of occurrence should also be mentioned.
- c. The letter should be sealed and marked Whistleblower Committee or Managing Director depending upon the position of the person against whom allegation is made.

3. What will happen after Disclosure is submitted?

- a. The Whistleblower Committee shall accept the receipt of Disclosure as soon as practicable.
- b. The Whistleblower Committee shall proceed to determine whether the allegation made in the disclosure is incorrect practice by discussing with Managing Director of the Company.
- c. If the Committee determines that allegation do not constitute an incorrect practice, the committee shall record its' findings with reasons and communicate the same to Whistleblower.
- d. If the Committee determines that allegation constitute an incorrect practice, it will proceed to investigate the allegation.
- e. The persons against whom disclosure is made shall be informed of allegation at the outset of the investigation and shall have the opportunities of providing inputs during investigation.
- f. The person from whom the whistleblower committee requires information or personal presence shall do so at reasonable times and shall provide necessary co-operation for such purpose.
- g. If incorrect practice constitutes criminal offence the whistleblower committee shall take appropriate action including the reporting the matter to police.
- h. The Managing Director of the Company may at his discretion, participate in the investigation of any disclosure.
- i. The Whistleblower Committee shall conduct investigation and submit a written report containing the findings and recommendations within 90 (Ninety) days of disclosure.
- j. The Whistleblower shall be informed of the result of investigation and recommendations subject to obligation of confidentiality.
- k. Though no time frame is fixed for action on the recommendations, the company will make efforts to act as quickly as possible in case of proved incorrect practice.

4. How to deal with retaliatory action due to making of Protected Disclosure?

If you face retaliatory action as a result of making a Protected Disclosure please inform Whistleblower Committee immediately. It will investigate the same accordingly and recommend appropriate steps for your protection.

5. Members of whistle blower policy and their contact details:

All Protected Disclosures should be addressed to the Nodal Officer of the Company. The contact details of the Nodal Officer is as under:-

Address of Nodal Officer

Head - HR

Rajkumar Forge Limited

Gat 357, Kharabwadi, Chakan – Talegaon Road, Chakan, Khed, Pune – 410 501

Protected Disclosure against the Nodal Officer should be addressed to the Whole Time Director (WTD) of the Company and the Protected Disclosure against the WTD of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the WTD and the Chairman of the Audit Committee are as under:

Name and Address of WTD : The Whole Time Director
Rajkumar Forge Limited
Office no. 511 to 513, Global Square, S. No.
247, 14B, Yerawada, Pune – 411 006
Email : nitinrajore@rkforge.in

Name and Address of the
Chairman of the Audit Committee : Chairman of Audit Committee
Rajkumar Forge Limited
Office no. 511 to 513, Global Square, S. No.
247, 14B, Yerawada, Pune – 411 006
Email: secretarial@rkforge.in
