



## **RDB REAL ESTATE CONSTRUCTIONS LIMITED**

### **VIGIL MECHANISM POLICY**

#### **PREAMBLE**

Section 177 of the Companies Act, 2013 read with the Rules made thereunder requires every listed company or a Company which accepts deposits from public or a Company which have borrowed money from banks and public financial institutions in excess of Rs. 50 crore to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

Further, pursuant to Regulation 9(A)(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015, Company is required to have a Whistle Blower Policy and make employees aware of such policy to enable them to report instances of leak of Unpublished Price Sensitive Information (UPSI).

Further, Pursuant to Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The listed entity shall formulate a vigil mechanism [whistle blower policy] for directors and employees to report genuine concerns.

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 OBJECTIVES**

The Company aims to provide a channel to the Directors and employees by way of Vigil Mechanism to report genuine concerns about unethical behaviour, actual or suspected fraud or instances of leak of UPSI or violation of the Company's policy/ies. 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 or instances of leak of UPSI 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.

**“Unpublished Price Sensitive Information (UPSI)”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- a. Financial results, financial condition, projections, forecasts of the Company;
- b. Dividends (both interim and final);
- c. Change in capital structure;
- d. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- e. Changes in Board of Directors or Key Managerial Personnel; and

**“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”** is a person, nominated/appointed to receive Protected Disclosures from any Director or employee of the Company, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the person making Protected Disclosure the result thereof.

### **SCOPE OF THE POLICY**

The Policy covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

1. Breach of the Company’s Policy/ies
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations
6. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Pilferation of confidential/propriety information
9. Gross Wastage/misappropriation of Company funds/assets
10. Instances of leak of UPSI
11. Any other unethical or improper conduct.

### **ELIGIBILITY**

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy, in good faith, in relation to matters concerning the Company.

### **PROCEDURE**

All Protected Disclosures should be reported in writing by the Complainant as soon as possible, not later than 30 days after the he becomes aware of the same and should either be typed or written in a legible handwriting in English. The Protected Disclosure should be submitted under a covering letter signed by the Complainant in a closed and secured envelope and should be super scribed as “Protected Disclosure under the Vigil Mechanism Policy”. If the complaint is not super scribed and closed as mentioned above, the Protected Disclosure will be dealt with as if a normal

disclosure. All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairperson of the Audit Committee in exceptional cases.

***The name, address, contact number(s), etc. of the Vigilance Officer and the Chairperson of the Audit Committee will be notified from time to time on the Company's website.***

If any Protected Disclosure is received by any executive of the Company other than the Vigilance Officer, the same should be forwarded to the Vigilance Officer for further appropriate action. Further, in order to protect the identity of the Complainant, the Vigilance Officer will not issue any acknowledgement to the Complainants and the Complainants are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer. On receipt of the Protected Disclosure, the Vigilance Officer shall detach the covering letter bearing the identity of the Complainant and process only the Protected Disclosure.

### **INVESTIGATION**

All Protected Disclosures under this Policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company. The Audit Committee, if deems fit, may call for further information or particulars from the Complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process. The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit. Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter. In case the concern does not fall within the ambit of the Whistle Blower / Vigil Mechanism Policy, the sender shall be informed that the concern is being forwarded to the appropriate department/authority for further action, as deemed necessary.

### **DECISION AND REPORTING**

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairperson of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit. Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures. A report containing complaints received under the Policy, if any and their outcome shall be placed before the Audit Committee. A Complainant who makes repeated false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

## **CONFIDENTIALITY**

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

- Maintain confidentiality of all matters under this Policy
- Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- keep the papers in safe custody, and keep the electronic mails / files protected through a password.

## **PROTECTION**

No unfair treatment will be meted out to a Complainant by virtue of his/ her having reported a Protected Disclosure under this Policy. Adequate safeguards against victimization of Complainants shall be provided. The Company will take steps to minimize difficulties, which the Complainant may experience as a result of making the Protected Disclosure. The identity of the Complainant shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Complainant.

A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure.

The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

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

Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

## **DISQUALIFICATIONS**

While it will be ensured that genuine Complainants 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 would not mean protection from disciplinary action arising out of false or bogus allegations made by a Complainant knowing it to be false or bogus or with a mala fide intention. Complainants, who knowingly make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

#### **ACCESS TO CHAIRPERSON OF THE AUDIT COMMITTEE**

The Complainant shall have right to access Chairperson of the Audit Committee directly in exceptional cases and the Chairperson of the Audit Committee is authorized to give suitable directions in this regard.

#### **COMMUNICATION**

Directors and Employees shall be informed of the Policy by publishing on the notice board and / or the website of the Company, if any.

#### **RETENTION OF DOCUMENTS**

All Protected Disclosures, the results of Investigation relating thereto as well as any documents relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law for the time being in force, whichever is more.

#### **AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.