

## VIGIL MECHANISM/ WHISTLEBLOWER POLICY OF **RELICAB CABLE MANUFACTURING LIMITED**

I. PREFACE: The Company has adopted the Code of Conduct for Directors and Senior Management (“the Code”) which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Vigil Mechanism/ Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees of the Company to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy.

II. OBJECTIVE: The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about report to the management instances of unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy to come forward and express these concerns without fear of punishment or unfair treatment. This policy aims to provide an avenue for employees to raise concerns and report to the management the instances of unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy etc.

III. SCOPE: The Vigil Mechanism/ Whistleblower Policy intend to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. This mechanism provides a channel to the employees and Directors to report instances of unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman and Chairman of the Audit Committee in exceptional cases. The policy, however, 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.

### IV. DEFINITIONS:

“Alleged wrongful conduct” shall mean infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

“Actual or suspected fraud” means fraud of any kind including abuse of authority for personal gains or causing substantial loss to the company, stealing information / proprietary knowledge, behaviour which pollutes the atmosphere of the company in a way that people are not able to perform to the best of their ability etc.

“Audit Committee” means a Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.

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

“Company” means Relicab Cable Manufacturing Limited, its manufacturing unit and Mumbai Office

“Code” means Code of Conduct for Directors and Senior Management adopted by Relicab Cable Manufacturing Limited.

“Disciplinary Action” means any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“Employee” means all the present employees and whole time Directors of the Company.

“Protected Disclosure” means a concern raised by an employee of the Company, through a written communication and made in good faith which discloses or demonstrates information about instances of unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy.

“Policy or This Policy” means, “Vigil Mechanism/ Whistleblower Policy.” “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 and Ethics Officer” means an officer appointed to receive protected disclosures from whistle blowers, conducting investigation of the case, maintaining records thereof, placing the investigation report to Chairman/ Chairman of the Audit Committee as the case may be, for its disposal and informing the Whistle Blower the result thereof.

“Whistle Blower” is an employee or group of employees who make a Protected Disclosure under this Policy.

V. ELIGIBILITY: Various stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories: Employees of the Company ,Directors of the Compan, A person belonging to any of the above mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

VI. COVERAGE UNDER THE POLICY: The Policy covers malpractices and events which have taken place/ suspected to take place involving: Abuse of authority Breach of contract Negligence causing substantial and specific danger to public health and safety Manipulation of company data/records. Financial irregularities, including fraud or suspected fraud or breach of Internal Control and checks or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports. Perforation of confidential/propriety information. Misappropriation of company funds/assets. Breach of Company Policy or failure to implement or comply with any approved Company Policy.

VII. GUIDING PRINCIPLES: To ensure that this Policy is adhered to and to assure that the concerns will be acted upon seriously, the Company will Ensure that the Whistleblower and/or the person processing the Protected Disclosure are not victimized for doing so. Treat instances of unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy as a serious matter, including initiating disciplinary action on person (s). Ensure complete confidentiality. Not attempt to conceal evidence of the Protected Disclosure. Take disciplinary action, if any one destroys or conceals

evidence of the Protected Disclosure made/to be made. Provide an opportunity of being heard to the persons involved especially to the Subject.

VIII. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES. All Protected Disclosures should be reported in writing by the Whistleblower /complainant as soon as possible after he/ she becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English/ Hindi/ any local language. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”. Alternatively, the same can also be sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Vigilance and Ethics Officer to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the Whistleblower /complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the Whistleblower /complainants and they are advised not to enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the Whistleblower /complainant.

Anonymous disclosure shall not be entertained by the Vigilance and Ethics Officer. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer shall detach the covering letter bearing the identity of the Whistleblower /complainant and process only the Protected Disclosure.

All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company. The contact details of the Vigilance and Ethics Officer is as under

Name- Monil Kothari

Email – [investor.relicab@gmail.com](mailto:investor.relicab@gmail.com)

The Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman of the Company should be addressed to the Chairman of the Audit Committee.

The contact details of the Chairman and the Chairman of the Audit Committee are as under:

Name of Chairman – Mr.Suhir Shah

Email- [suhirshah1960@gmail.com](mailto:suhirshah1960@gmail.com)

Audit Committee –

Vijaya More

Email – [relicab2000@gmail.com](mailto:relicab2000@gmail.com)

On receipt of the protected disclosure, the Vigilance and Ethics Officer shall make a report on the Protected Disclosure and also ascertain from the Whistleblower /complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Chairman or the Chairman of the Audit Committee as the case may be, for further appropriate investigation and needful action. The report shall include

a) Brief facts

b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;

c) Details of actions taken by Vigilance and Ethics Officer / Chairman as the case may be for processing the complaint

d) Findings of the investigation.

e) The recommendations / other action(s). The Chairman or the Chairman of the Audit Committee as the case may be, if it deems fit, may call for further information or particulars from the Whistleblower /complainant.

IX. INVESTIGATION: The Vigilance and Ethics Officer after initial recording and investigation of the protected disclosures under this policy shall forward a report to the Chairman or the Chairman of the Audit Committee as the case may be.

After all the protected disclosures under this policy are recorded and investigated by the Vigilance and Ethics Officer and a report is submitted to them, the Chairman/ Chairman of the Audit Committee as the case may be, may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.

The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

Subject(s) shall have a duty to co-operate with the Vigilance and Ethics Officer /Chairman/ Chairman of the Audit Committee as the case may be or any of the Officers appointed by it in this regard. Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer/ Chairman/ Chairman of the Audit Committee and/or the Whistle Blower.

Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).

Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in the investigation report. Subject(s) have a right to be informed of the outcome of the investigations.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Chairman/ Chairman of the Audit Committee as the case may be, deems fit upon request by the Vigilance and Ethics Officer.

X.DECISION AND REPORTING: If an investigation leads the Vigilance and Ethics Officer / Chairman/ Chairman of the Audit Committee as the case may be to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Chairman/ Chairman of the Audit Committee as the case may be, shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that 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. The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any. In case the Subject is the Chairman of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure. A Whistle Blower/ complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance and Ethics Officer / Chairman/ Chairman of the Audit Committee as the case may be, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

XI. SECRECY / CONFIDENTIALITY: The complainant, Vigilance and Ethics Officer Vigilance and Ethics Officer/ Chairman/Chairman of the Audit Committee as the case may be and other Members of Audit Committee, the Subject and everybody involved in the process shall: o Maintain confidentiality of all matters under this Policy o Discuss only to the extent or with those persons as required under this policy for completing the process of investigations. o Not keep the papers unattended anywhere at any time o Keep the electronic mails / files under password.

XII. ACCESS TO REPORTS AND DOCUMENTS: All reports and records associated with Protected Disclosures are considered confidential information and access will be restricted to the Whistleblower, Vigilance and Ethics Officer / Chairman / Chairman of the Audit Committee as the case may be and other Members of Audit Committee and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations.

XIII. AMENDMENTS This policy may be amended, suspended or rescinded subject to the approval of Board of Directors, from time to time in line with any statutory enactment or amendment thereto.