

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.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel (“the Code”), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. 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.

Clause 49 of the Listing Agreement between Listed Companies and the Stock Exchanges, inter alia, provides for a mandatory requirement for all Listed Companies to establish a mechanism called “**Whistle Blower Policy**” for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company’s code of conduct.

POLICY

In compliance of the above requirements, Rajputana Investment & Finance Ltd, (RIFL), being a Listed Company has established a Vigil Mechanism/Whistle Blower Policy and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/Vigil Mechanism.

OBJECTIVES OF THE POLICY

The Company is committed to provide the good standard of ethical, moral and legal conduct related to the business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil Mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc.

DEFINITIONS

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

“**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 Clause 49 of the Listing Agreement with the Stock Exchange.

“**Code**” means the Code of Conduct.

“**Employee**” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

“**Protected Disclosure**” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“**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.

“**Vigilance Officer**” is a person 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.

SCOPE

The policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of an unethical malpractices and events which have suspected to take place involving:

- Breach of Company’s Code of Conduct
- Breach of Business Ethics
- Breach of terms and conditions of employment & rules thereof
- Intentional Financial irregularities, including fraud
- Deliberate violations of law
- Manipulation of Company’s data and records
- Wastage or misappropriation of Company’s asset.

ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures will be in relation to matters concerning the Company.

PROCEDURE

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

The contact details of the Vigilance Officer are as under:

Name and Address: Mr. Santanu Sen
18, Rabindra Sarani, Poddar Court,
Gate No.1, Room No. 502,
Kolkata – 700 001
Contact No. 033-3262 7550
Email ID: info@rajputanainvestment.com