



VIGIL MECHANISM / WHISTLE BLOWER MECHANISM POLICY

1. PREAMBLE

Section 177 (9) of the Companies Act, 2013, read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time, mandates the following classes of companies to constitute a vigil mechanism –

- ✓ Every listed company
- ✓ Every other company which accepts deposits from the public;
- ✓ Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crore.

Moreover, Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), *inter alia*, provides for the listed entity to devise an effective Whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

Accordingly, this Whistle blower Policy (“the Policy”) and Vigil Mechanism as part of this Policy has been formulated with a view to provide a mechanism for directors, employees as well as other stakeholders of the Company to approach the Chairman of the Audit Committee of the Company.

The Audit Committee shall review the functioning of the Whistle blower mechanism, at least once in a financial year.

The Whistle blower Policy & Vigil Mechanism will be displayed on the website of the Company.

a) Objectives

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. In pursuit of the same, the Company encourages its employees to raise genuine concern about any malpractices in the work place without fear of retaliation and will protect them from victimisation or dismissal.

The vigil mechanism aims to provide a channel to the directors and employees to report genuine concerns about unethical behaviour of any employee of the Company who shall promptly report to the management/audit committee of the Company (“Audit Committee”) when he/she becomes aware of any actual possible violation or an event of misconduct, fraud or act not in Company’s interest.



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The mechanism provides for adequate safeguards against victimisation of directors and employees to avail the mechanism and also provides for direct access to the Chairman of the Audit Committee in appropriate cases.

b) **Approval of the Board**

Accordingly, the Board of Directors of Company (“Board”) established a Vigil Mechanism/ Whistle Blower Mechanism by formulating and adopting a policy for providing a framework for responsible and secure whistle blowing/vigil mechanism at its meeting held on 5th May, 2015 which could be amended from time to time and since then Listing Regulations was amended and also the management of the Company has been changed, this amended policy has been adopted at the Board of Directors meeting held on 12th November, 2022.

Vigil Mechanism /Whistle Blower Mechanism Policy (the “Policy”) shall be as approved and amended by the Board of the Company from time to time.

2. **DEFINITIONS**

The definitions of some of the key terms used in this Policy are given below.

- a) **“Company”** shall mean Reliance Jute Mills (International) Limited.
- b) **“Employee”** means every employee of the Company.
- c) **“Director”** means every Director of the Company, past or present.
- d) **“Board”** shall mean the Board of Directors of the Company at any time consisting of the directors duly appointed and not ceased to be directors in terms of the Companies Act 2013, as amended (“Companies Act 2013”).
- e) **“Policy”** shall mean the Vigil Mechanism/Whistle Blower Mechanism Policy as contained hereunder in this document.
- f) **“Audit Committee”** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and read with Regulation 18 of Listing Regulations.
- g) **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- h) **“Subject”** means a person or group of persons against whom or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- i) **“Vigilance Officer”/ “Vigilance Committee”** shall mean a person authorised by the Audit Committee to receive any Protected Disclosure and to maintain the records from Whistle Blowers and to place same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof. In this Policy, the Vigilance Officer shall mean the Chairperson of the Audit Committee, where the context requires. Audit Committee shall act as the Vigilance Committee till such time a separate Vigilance Committee is appointed.
- j) **“Whistle Blower”** means an Employee or director or any stakeholder making a Protected Disclosure under this Policy.
- k) **“Stakeholders”** means and includes vendors, suppliers, lenders, customers, business associates, trainee and others with whom the Company has any financial or commercial dealings.



3. SCOPE

All the directors and employees of the Company are eligible to make Protected Disclosure under the Policy in relation to the matters concerning the Company and in any matters as laid in above paragraph.

- a) The Whistle-blowers' role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- b) The employees of the Company can also report instances of leak of Unpublished Price Sensitive Information (UPSI) under the mechanism provided in the Policy.
- c) Whistle-blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by Vigilance Officer/ Vigilance Committee.
- d) Protected Disclosure will be appropriately dealt with by Vigilance Officer i.e. the Chairman of the Audit Committee.

4. ELIGIBILITY

All Employees, Directors and Stakeholders of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

5. DISQUALIFICATIONS

- a) 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.
- b) Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle blower knowing it to be false or bogus or with a *mala fide* intention.
- c) The Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action against whistle blowers who make three or more Protected Disclosures, which have been subsequently found to be *mala fide*, frivolous, baseless, malicious, or reported otherwise than in good faith.

6. PROCEDURE

- a) All the Protected Disclosures should be reported in writing by the Complainant as soon as possible, not later than 30 days after the Whistle blower becomes aware of the same and should either be typed or written in legible handwriting either in English or Hindi or in the regional language of the place of employment of the Whistle blower.
- b) The Protected Disclosure should be submitted under a covering letter signed by the Complainant in a closed and secured envelop to the Chairman of the Audit Committee or may be sent through email with the subject "Protected Disclosure



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under Vigil Mechanism Policy”. The failure to super scribe the complaint as “Protected Disclosure under Vigil Mechanism” shall not relieve Vigilance Officer / the Chairman of the Audit Committee from his/her duty to treat such a complaint as Protected Disclosure.

- c) All Protected Disclosure should be addressed to Vigilance Officer/ the Chairman of the Audit Committee or to the Chairman/Managing Director of the Company. Protected Disclosure against the Chairman/Managing Director and / or Chairman of the Audit Committee should be addressed to the Board.
- d) If any Protected Disclosure is received by any executive of the Company other than Vigilance Officer /the Chairman of the Audit Committee and/or Chairman/Managing Director of the Company, the same should be forwarded to Vigilance Officer /the Chairman of the Audit Committee and/or Chairman/Managing Director of the Company for further appropriate action.
- e) In order to protect the identity of the Complainant, Vigilance Officer / the Chairman of the Audit Committee and/or Chairman/Managing Director of the Company, as the case maybe, shall not issue any acknowledgement to the Complainant and they are advised neither to write their name/address on the envelope nor enter into any further correspondence with Vigilance Officer /the Chairman of the Audit Committee and/or Chairman/Managing Director of the Company.
- f) Anonymous disclosure shall not be entertained by Vigilance Officer / the Chairman of the Audit Committee and/or Chairman/Managing Director of the Company; however it shall be the duty and responsibility of Vigilance Officer/ the Chairman of the Audit Committee and/or Chairman/Managing Director of the Company to protect the identity of the Whistle Blower.
- g) On receipt of the Protected Disclosure, Vigilance Officer / the Chairman of the Audit Committee and/or the Chairman/Managing Director of the Company shall detach the covering letter bearing the identity of the Whistle blower and process only the Protected Disclosure.

7. INVESTIGATION

- a) All Protected Disclosure under this Policy will be recorded and thoroughly investigated. Vigilance Officer / the Chairman of the Audit Committee and/or Chairman/Managing Director of the Company will carry out an investigation either himself/herself or by involving any other officer of the Company at the advice of Vigilance Officer/the Chairman of the Audit Committee and/or the Chairman/Managing Director of the Company or through an outside agency before presenting report of the matter to the Vigilance Committee.
- b) Vigilance Officer/the Chairman of the Audit Committee and/or the Chairman/Managing Director of the Company, if deems fit, may call for further information or particulars from the Complainant and at his discretion, consider involving any other additional officers of the Company or outside agency for the purpose of investigation.



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- c) The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.
- d) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation. Subject will be informed of the allegations at the outset of a formal investigation and shall be given an opportunity to explain his side.
- e) Subjects shall have a duty to co-operate with Vigilance Officer / the Chairman of the Audit Committee and/or the Chairman/Managing Director of the Company during investigation to the extent that such co-operation sought does not merely require them to admit guilt. Subjects shall have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- f) Unless there are compelling reasons not to do so, the Subject will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against the Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- g) 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.
- h) Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern forthwith and shall not deal with the matter.
- i) In case the concern does not fall within the ambit of the Whistle Blower Policy, the sender shall be informed that the concern is being forwarded to the appropriate department/authority for further action, as deemed necessary.

8. DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, Vigilance Officer / the Chairperson of the Audit Committee shall recommend to the Board 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. The company may also opt to reward the Whistle blower, based on merits of the case.

The investigation shall be deemed as closed upon conclusion of the inquiry and disciplinary action, recovery proceedings, initiation of extant legal proceedings, or reporting as required by the policies, after which the investigation shall be reported as closed to the Audit Committee. A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.



9. CONFIDENTIALITY

The Complainant, members of the Audit Committee, the Chairman/Managing Director, 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 and keep the papers in safe custody.

10. PROTECTION

- a) 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, if any which the Whistle blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle blower to receive advice about the procedure, etc.
- b) A Whistle blower may report any violation of the above clause to Vigilance Officer / the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management of the Company.
- c) The identity of the Whistle blower 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 Whistle blower.

10. CONTACT DETAILS

The Contact details of the Chairman/Managing Director of the Company are as under:

Shri Surendra Kumar Agarwal – Executive Chairman

Address: FD-356, Salt Lake City, Sector – III, Bidhan Nagar, IB Market, Salt Lake, North - 24 Parganas, West Bengal – 700106.

Shri Sunil Jain- Managing Director

Address: House No. 51, Near Metro Pillar No. 380m Raja Garden, Ramesh Nagar, West Delhi – 110015.

The contact details of Vigilance Officer /the Chairman of the Audit Committee are as under:

Shri Mohan Lal Agarwal – Chairman of Audit Committee

Address: 38, Murari Mohan Mitra Road, Agarpara Panihati (M), Kamarhati, North 24 Parganas West Bengal – 700058.



11. ACCESS TO CHAIRPERSON OF THE AUDIT COMMITTEE

The Whistle blower shall have right to access the Chairperson of the Audit Committee directly in appropriate or exceptional cases and the Chairperson of the Audit Committee is authorised to prescribe suitable directions in this regard, as may be deemed fit.

12. COMMUNICATION

This Policy shall be disseminated on the website of the Company. In addition, the details of establishment of vigil Mechanism/Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee shall be included in the Annual Report of the Company.

13. RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with the results of investigation relating thereto, shall be retained by for a period of 8 (eight) years or such other period as specified by any other law in force, whichever is more.

14. REVIEW AND 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 in accordance with applicable law and no such amendment or modification will be binding on the directors and employees unless the same is communicated in the manner described as above.

Consequent upon any changes in regulatory guidelines, such change shall be deemed to be a part of the Policy until the Policy is reviewed and approved by the Board.
