



R. T. EXPORTS LTD

VIGIL MECHANISM AND WHISTLE-BLOWER POLICY

1. Preface

1.1 R.T.Exports Ltd. ("the Company") is committed to conduct its business in accordance with applicable laws, rules, regulations, highest standards of business ethics, honesty, integrity and ethical conduct. Towards this end, the Company has adopted two separate Codes of Conduct viz. one for Directors and the other for Employees (collectively referred to as "Codes" or "the Codes") and various Corporate Governance Policies (collectively referred to as "CG Policies") which lays down the principles and standards that should govern the actions of the Company, its Directors and Employees. Any actual or potential violation of the Codes or CG Policies, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Directors or Employees in pointing out such violations of the Codes or CG Policies cannot be undermined.

1.2 The Vigil Mechanism and Whistle-blower Policy (the "Policy") has been formulated with a view to provide a mechanism for Directors, Employees and all stakeholders of the Company to approach the Vigil Committee or the Chairperson of the Audit Committee to report their genuine concerns. The Policy has been implemented to provide adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee. For any clarifications related to this Policy, you may reach out to Vigil Committee of the Company.

This Policy is in addition to the Codes and CG Policies, and is to be read alongwith the existing Codes and CG Policies which will continue to remain effective.

2. Definitions

The definitions of the key terms used in this Policy are given below: *[Terms not defined herein below shall have the meaning assigned to them under the*



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Codes/CG Policies.]

- a. **“Audit Committee”** means the committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- b. **“Vigil Committee”**- means a Committee of persons who is nominated / appointed to conduct detailed investigation of the disclosure received from the whistleblower and recommend disciplinary action.
- c. **“Codes”** means two separate Codes of Conduct viz. one for Directors and the other for Employees.
- d. **“Director”** means a Director appointed to the Board of the Company.
- e. **“Employee”** means every employee of the Company (whether working in India or abroad), including the Directors in the whole time employment of the Company
- f. **“Frivolous Complaint”** means any complaint which is registered or attempted to be registered under this Policy with no evidence or on hearsay basis or with malafide intentions against the Subject arising out of false or bogus allegations.
- g. **“Investigators”** means those persons authorized, appointed, consulted or approached by the Audit Committee including the Auditors of the Company to investigate the Protected Disclosure.
- h. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behaviour, actual or suspected fraud or violation of the Company's Codes or CG Policies or any improper activity.



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- i. **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of investigation.
- j. **“Whistle-blower”** means a Director, Employee, Vendor, Supplier or any other stakeholder making a Protected Disclosure under this Policy.

3. **Scope**

A Whistle-blower can make a Protected Disclosure related to the below mentioned issues under this Policy:

- a. Accounting or auditing irregularities or misrepresentations
- b. Fraud, theft, bribery and other corrupt business practices such as improperly tampering with Company’s books and records
- c. Antitrust or insider trading violations
- d. Significant environmental, safety or product quality issues
- e. Discrimination or harassment including sexual harassment
- f. Actual or potential conflicts of interest
- g. Violation of applicable laws or regulations, Code of Conduct
- h. Any matter concerning the Company, but not complaints concerning personal grievances, such as professional development issues or Employee Compensation, are not Reportable Matters for purposes of this Policy.

4. **Eligibility**

All Directors, Employees, vendors, suppliers or any other stakeholders of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters listed in the section 3 “Scope” above.

5. **Responsibility to Report**

Protected Disclosures are to be made whenever an employee becomes aware



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of a Reportable Matter. The Protected Disclosure should be made promptly, pursuant to the Procedure described in section 6 below.

The role of Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

6. Procedure

- a. The Company has formed a 'Vigil Committee' to process and investigate the Protected Disclosures. Vigil Committee operates under the supervision of the Audit Committee. All Protected Disclosures should be addressed to the Vigil Committee or to the Chairman of Audit Committee, wherever necessary. The Whistle-blower can make Protected Disclosure through 4 reporting channels viz. phone, email, fax and post. Please refer to Annexure I for contact details of the 'Vigil Committee' and Chairman of Audit Committee. Please refer Annexure II for the Names of Members of Vigil Committee.
- b. To enable the proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided:
 - The nature of the Reportable Matter(for example, if the Reportable Matter concerns an alleged violation of Code of Conduct, please refer to the provision of the Code of Conduct that is alleged to have been violated)
 - The names of the Director / Employee / Vendor /Supplier / any other stakeholder to which the Reportable Matter relates (for example, name of the person who has violated the Code of Conduct)
 - The relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns a violation of the Code of Conduct, please include information about the circumstances and timing of the violation);



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- c. It is mandatory for the Whistle-blower to share his/her details with the Vigil Committee. Appropriate care must be taken to keep the identity of the Whistle-blower confidential within the Company.
- d. All Protected Disclosures are taken seriously and will be promptly scrutinized and investigated in accordance with the Guidance on Responding to Protected Disclosures.
- e. In case, any member of the Vigil Committee has a perceived conflict of interest in the Protected Disclosure, the incident report will be shared with the Chairperson of the Audit Committee directly.
- f. Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- g. The Whistle-blower's 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 can they determine the appropriate, corrective or remedial action that may be warranted in a given case.
- h. Whistle-blower(s) 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 the Vigil Committee.
- i. Protected Disclosure(s) pertaining to sexual harassment should be made in writing.

7. **Disqualifications**

The Company reserves the right not to investigate in the following circumstances:

- a. Protected Disclosure pertaining to HR related issues viz. salary,

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performance evaluation etc.

- b. Protected Disclosure made without the following mandatory information:
 - i. Name, designation and location of the Subject(s)
 - ii. Detailed description of the incident
 - iii. Location and time/duration of the incident
 - iv. Specific evidences or source of evidences

8. **Investigation**

- a. A preliminary review will be performed for all Protected Disclosure(s) reported under this Policy. Based on the findings of the preliminary review, the decision for thorough investigation will be taken by the Vigil Committee.
- b. If the Protected Disclosure is reported to the Chairperson of the Audit Committee, he/she may or may not consult with the Chairman of the Company. The Chairperson of the Audit Committee may consider appointing an external agency or the Auditors of the Company to investigate the matter, as he/she may deem fit.
- c. The Vigil Committee may at their discretion, consider involving any internal or external Investigators for the purpose of investigation, depending upon the circumstances or severity of the Protected Disclosure.
- d. The Vigil Committee's decision to conduct an investigation is by itself not an accusation and should be treated as a neutral fact-finding process. The outcome of the investigation may or may not conclude that an improper or unethical act was committed.
- e. The identity of a Subject and the Whistle-blower would be kept confidential



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to facilitate effective conduct of the investigation.

- f. Subjects shall have a duty to co-operate with the Vigil Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self- incrimination protections available under the applicable laws.
- g. Subjects have a responsibility not to interfere in the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- h. Subjects would be given the opportunity to respond to material findings of an investigation report. No representative of the Whistle-blower, whether legal or otherwise would be permitted to attend the investigation. No allegation of wrong doing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- i. Subjects and whistle-blowers have a right to be informed about the outcome of the investigation, if allegation is proved.
- j. The investigation shall be completed normally within 90 calendar days of receipt of the Protected Disclosure.

9. **Investigators**

- a. Investigators are required to conduct investigation as a fact-finding process. Investigators shall derive their authority and access rights from the Vigil Committee when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of legal and professional standards.



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- c. Investigations would be launched only after a preliminary review by the Vigil Committee, which would establish that:
 - i. the alleged act constitutes an improper or unethical activity or conduct; and
 - ii. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of Management review.

10. **Protection**

- a. No unfair treatment would be meted out to a Whistle-blower(s) 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 the Whistle-blower(s). Complete protection would, therefore, be given to the Whistle-blower(s) against any unfair practice like retaliation, threat or intimidation of termination or suspension of service, transfer, demotion, refusal of promotion etc., including any direct or indirect use of authority to obstruct the Whistle-blower's right to continue to perform his duties or functions including making further Protected Disclosure. Subsequently, the Company would take steps to minimize difficulties, which the Whistle-blower(s) may experience as a result of making the Protected Disclosure. The Whistle-blower will be provided protection during the course of investigation and protection will not be extended if the allegation is proved to be false or frivolous.
- b. While it would be ensured that Whistle-blower(s) are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection would warrant disciplinary action.



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- c. Any other Director or Employee assisting in the said investigation shall also be protected to the same extent as the Whistle-blower(s).
- d. The identity of the Whistle-blower(s) shall be kept confidential unless otherwise required by law, and in which case the Whistle-blower(s) would be informed accordingly.
- e. A Whistle-blower(s) may report any violation of the above clause to the Chairperson of the Audit Committee, who shall investigate the same and recommend suitable action to the management.
- f. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle-blower(s) knowing it to be false or bogus or with a *mala fide* intention.
- g. In case of repeated frivolous Protected Disclosures made by the Whistle-blower, the Chairperson of the Audit Committee or the Company reserves the right to take appropriate disciplinary action against the Whistle-blower including reprimand or suspension.

11. **Decision**

If an investigation leads the Vigil Committee / Chairman of the Audit Committee, as the case may be, to conclude that an illegal or unethical behaviour, fraud or violation of the Company's Codes or CG Policies or any improper activity has taken place or has been committed, the Vigil Committee / Chairman of the Audit Committee, as the case may be, shall recommend to the management of the Company to take disciplinary or corrective action as they may deem fit.

12. **Reporting**

A report with number of complaints received under this Policy and their outcome shall be placed by the Vigil Committee before Board.



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13. Retention of document

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

14. Amendment

The Audit Committee reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification would be binding on the Directors, Employees and all other stakeholders unless the same is notified to the Directors or Employees on the Company's website.

Annexure I – Contact details of reporting channels

All Employees, Directors, vendors, suppliers or other stakeholders associated with the Company can make the Protected Disclosure through following reporting channels:

S. No.	Reporting channel	Contact details	Availability
1	Phone	(91 22)40813000	9.30 a.m. to 6.00 p.m. on weekdays.
2	Email	compliance@rtexports.com	24/7
3	Fax	(91 22)66307000	9.30 a.m. to 6.00 p.m. on weekdays
4	Address	508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai -400 021.	24/7



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The Chairman of the Audit Committee can be reached by sending an email to headoffice@rtexports.com or by sending a letter to the below address:

Chairman of the Audit Committee

R. T. Exports Ltd.,
508, Dalamal House,
Jamnalal Bajaj Road,
Nariman Point,
Mumbai-400021

The letter should be marked 'private and confidential'.

Annexure II – Composition of Vigil Committee

The Vigil Committee comprises of the following designated members authorized by the Company.

Sl. No.	Name	Designation
1	Mr. Zahurahmed Fakir	Independent Director
2	Mr. Bhavik R. Bhimjyani	Director and CFO
3	Mr. Yogesh Thakkar	Independent Director
4	Ms. Asha Dawda	Non-Executive Director