



# RAMKY ESTATES AND FARMS LIMITED & ITS SUBSIDIARIES & ASSOCIATES

## WHISTLE BLOWER POLICY

### 1.0 **Objective:**

Companies need to conduct business in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. This policy is formulated to provide a secure and a transparent working environment in the Companies and to encourage employees to report unethical, unlawful, corrupt & improper practices – wrongful conduct. The employees, who earn their livelihood while contributing to the growth and well being of the Company, play a responsible role to bring to light the aforesaid violations. This Policy also protects the employees who report such activities in good faith and for the overall good of the Company and their colleagues.

### 2.0 **Definitions:**

#### 2.1 **Wrongful Conduct**

The “**Wrongful Conduct**” will include the following:

- a) Causing wrongful loss to the Company
- b) Causing pecuniary advantage to Contractors / Suppliers/ Vendors / Service Providers etc
- c) Swindling of Company’s funds
- d) Misuse or misappropriation of Company’s assets

#### 2.2 **WhistleBlower (Complainant)**

An employee making a disclosure regarding ‘wrongful conduct’ in the Company in ‘good faith’ is referred to as a ‘Whistle Blower’.

#### 2.3 **Good Faith**

An employee shall be deemed to be communicating in ‘good faith’ if there is a reasonable personal evidence / knowledge for communication of the alleged wrongful conduct. Good faith shall be deemed lacking when the employee does not have credible basis for the communication of the alleged wrongful conduct. The employees should be extremely cautious that their communication on alleged wrongful conduct is not malicious, false or frivolous or tarnishes the image of individual / Company.

This policy may not be misused by an employee against whom an adverse personnel action has been taken or contemplated for legitimate reasons.



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### 2.4 Ombudsman

The Ombudsman is responsible for implementation of this Policy and Report to the Board of Directors/ Audit Committee of the Company.

“**Ombudsman**” refers to the officially authorized representative of the Company who receives the complaint and addresses it as per policy. The Group Vigilance Head or assigned person shall be the Ombudsman.

### 2.5 Whistle Blower – Roles & Responsibilities

Whistle Blower’s role is to provide initial candid information to the Ombudsman based on good faith that a wrongful conduct has occurred or there is likelihood of its occurrence. Whistle Blowers are “**Reporting parties**”, not investigators. They 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 asked by the investigating authority.

#### 2.5.1 WhistleBlower – Rights

The identity of the Whistle Blower will not be disclosed. Genuine Whistle Blowers will be accorded complete protection from any kind of retaliation or unfair treatment.

#### 2.5.2 WhistleBlower – Obligations

- Respond to enquiry made by the Ombudsman
- Provide any and all relevant evidence & respond
- If required and with his/her consent, be the witness

### Procedure for reporting Wrongful Conduct in ‘Good Faith’

2.6 Any employee, who observes or has knowledge of a wrongful conduct, shall make a disclosure to the Ombudsman orally in person or through an email /hard copy.

2.7 The disclosure should be made as soon as possible, after becoming aware of the concern and after ascertaining credibility of the complaint.

2.8 The Ombudsman after receiving the complaint shall take the matter to logical conclusion as follows:

2.8.1 If initial enquiry by the Ombudsman indicates that the complaint has no basis or it is not a matter to be pursued under this policy, it may be dismissed at the initial stage

2.8.2 Where the initial enquiry indicates that further investigation is necessary, the Ombudsman will arrange formal investigation:

- a) In cases where detailed investigation is required, the Ombudsman will appoint an ‘Investigation Officer’ to conduct a fair investigation within a due date.
- b) The investigation would be conducted as a neutral fact-finding without presumption of guilt.



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- c) The Investigator will be authorized access to Company officials / Records as pertinent to the cause of fair investigation.
- d) The Investigator will submit a written report to the Ombudsman. The Ombudsman will record his comments and present the Report to the Audit Committee / Board of Directors of the Company for further action.
- e) In case the report lacks substance or that needs further investigation/direction, the Ombudsman will re-investigate into the matter and revert with revised report.

2.9 Should the 'wrongful conduct' be established beyond doubt, the Audit Committee/Company Management will take appropriate deterrent disciplinary action against those responsible for the violations and indulging in wrongful conduct.

### **3.0 Access to Chairman of Audit Committee**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly when:

- (a) Ombudsman has not initiated investigation within 30 days of Complaint;
- (b) the complaint is against the Board of Directors of the Company and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard

### **4.0 Reporting by Ombudsman**

The Ombudsman shall submit a report to the Audit Committee of the Company on a regular basis about all the communication made in good faith by him/her since the last report together with the results of investigations, if any.

#### Note:

*The Company reserves the right to withdraw, alter or make amendments to this version of policy as and when required.*

**Signature:** \_\_\_\_\_

**Nanda Kishore Mudumbai**  
**Managing Director**