

## **Whistle Blower Policy**

The objective of a Whistle Blower mechanism is to provide an avenue to address concerns, in line with the policy of Rupa to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, as well as timely redressal of concerns and disclosures to build and strengthen a culture of transparency and trust in the company.

### **Disclosure**

The following serious concerns having adverse impact on business and organizational values can be brought to the notice of ombudsperson:

- Integrity violation
- Financial irregularities
- Unethical acts/ issues
- Serious Process malfunctioning
- Harassment or Victimization of individual or a group

### **Escalation Procedure**

#### **Level – 1 - Ombudsperson**

The ombudsperson is a confidential resource for all employees of the company. His role is that of a neutral that advocates not for a specific individual, but for equity, fair processes, and compliance with the company's policy and procedure. He would be authorised by the Management of the company for the purpose of receiving all complaints under this policy and ensuring appropriate action. The name of such ombudsperson shall be notified separately. The authority of the ombudsperson shall be as under:

- In exercising his/ her duties, the ombudsperson will be independent of any official, department, office, bureau, or other organizational entity.
- The ombudsperson shall have the right, on any matter pertaining to the exercise of his or her duties, to direct access to any staff member or contractual employee and to the senior Management. All staff members, contractual employees, and vendor personnel are expected to cooperate with the ombudsperson and to make available all information pertinent to matters he or she is reviewing.

- The ombudsperson shall have access to all records relevant to the exercise of his or her duties. In the event of a dispute regarding access to records, the matter will be referred to **Mr. LSS Lal- VP (Corporate Planning & Strategic Management)**.

Any employee, in the first place can write to the ombudsperson at [lsslal@rupa.co.in](mailto:lsslal@rupa.co.in) about any of the unethical/ inappropriate practices, if any, happening in the Organization. In case an employee is not willing to write, he/ she can also meet the ombudsperson and explain the case. The ombudsperson will forward the complaint to the Chairman of the Audit Committee for resolution of the complaints.

Employees at any given time are advised and expected to avoid making general, broad and sweeping statements or issues based on speculation. Disclosures if found to be frivolous, baseless, malicious or reported otherwise than in good faith will be subjected to appropriate disciplinary action.

## **Level – 2 – Audit Committee**

Audit committee is there to assist employees of the company and resolve issues pertaining to unethical practices by assuming one or more roles as active listener, facilitator, or mediator.

All the mails and complaints to ombudsperson shall be tracked by this Audit committee. In case of verbal complaints, it shall be the responsibility of the ombudsperson to report the 'disclosure' to the Audit committee. Standards of practice of the Audit committee shall include:

Conduct the enquiry in a fair, and unbiased manner

- Ensure complete fact-finding.
- Maintain strict Confidentiality.
- Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom.
- Recommend an appropriate course of action-suggested disciplinary action, including dismissal (if required), and preventive measures.
- Minute committee deliberations and document the final report.

## **Confidentiality**

- The ombudsperson/ Audit committee will keep all dealings with persons who seek their services strictly confidential, except to the extent that the person seeking assistance consents to disclosure for the purpose of the performance of the duties specified. However, the ombudsperson/ Audit committee may, at their sole discretion, break confidentiality if the physical safety of any person is threatened.
- All information and records compiled by the ombudsperson/ audit committee shall be for the use of the ombudsperson/ audit committee and for no other purpose than the functions of the office of the ombudsperson/ audit committee. Any reports of the ombudsperson/ audit committee shall be prepared in a manner that will preserve the right to confidentiality of the persons who have brought matters to the attention of, or

provided information to, the ombudsperson/ audit committee. Details of specific cases may be disclosed only with the concurrence of such persons.

### **Protection**

No unfair treatment will be meted out to an employee by virtue of his/ her having reported a disclosure under this policy. As a policy, the company condemns any kind of discrimination, harassment, victimization or any other unfair employment practice against the employee. Complete protection will be given to the Whistle Blower against any unfair employment practice like retaliation, threat or intimidation of termination/ suspension of service, disciplinary action, transfer, demotion, refusal to promotion or the like including any direct or indirect use of authority to obstruct his right to continue or perform duties. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

The Company reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever with prior approval of the Board of Directors of the Company.