




Vigil Mechanism Policy

Rishi FIBC Solutions Private
Limited

7th Floor, Indra Complex, Manjalpur, Vadodara -
390 004, Gujarat, INDIA. |
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1. PREFACE

A. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standard of professionalism, honesty, integrity and ethical behavior. Towards this end, the company has adopted the Rishi FIBC code of conduct ("the Code") as prevalent from time to time, which lay down the principals and standards that should govern the actions of the company, its associates and its employees.

The Vigil mechanism is implemented not only as a safeguard to unethical practices. This mechanism is intended to provide mechanism for reporting genuine concerns or grievance and ensure that deviations from the Company's Business Conduct Manual and Values are dealt with in a fair and unbiased manner as provided in Section 177 (9) and (10) of the Companies Act, 2013 and the Companies Rules, 2014.

B. Section 177(9) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 mandates the following companies to constitutes a Vigil Mechanism-

- Every listed company,
- Companies which accept deposits from the public and
- **Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees**

In view of this, the Company has establish a secured system to enable our Director & Employees to report their genuine concerns, generally impacting / affecting business of our Company, including but not limited to improper or unethical behavior / misconduct / actual or suspended frauds / violation of code of conduct.

2. DEFINITIONS

Definitions of some key terms used in this mechanism are given below:-

- A. **“Associates”** means and includes vendor, supplier and others with whom the company has any financial and commercial dealing.
- B. **“Employee”** means every employee of the company, including the directors in the employment of the company.
- C. **“Board of Director”** a Body of elected or appointed members who jointly oversee the activity of the company.
- D. **“Investigator”** Selected employees or third parties charged with conducting investigations to ascertain the creditability of such complaints.
- E. **“Whistleblower”** An individual who makes a protected disclosure under this mechanism. This could be an Employee, Director, Vendor, Supplier, Dealer and Consultant, including Auditors of Rishi FIBC.
- F. **“Protected Disclosure”** Any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.
- G. **“Code of Conduct”** A set of rule outlining the responsibilities of or proper practices for an individual, party or organization. In this case, it refers to Rishi FIBC’s Code of Conduct for Employees and Rishi FIBC’s Code of Conduct for Senior Management and Directors.
- H. **“Subject”** means a person against whom, or in relation to whom a Protected Disclosure is made.

3. COVERAGE OF THE VIGIL MECHANISM

All employees, directors, vendors, suppliers, dealers and consultants, including auditors and advocates who are associated with Rishi FIBC can raise concerns regarding malpractices and events which may negatively impact the company.

- A.** Inaccuracy in maintaining the Company's books of account and financial records
- B.** Financial misappropriation and fraud
- C.** Procurement fraud
- D.** Conflict of interest
- E.** False expense reimbursements
- F.** Misuse of company assets & resources
- G.** Inappropriate sharing of company sensitive information
- H.** Corruption & bribery
- I.** Insider trading
- J.** Unfair trade practices & anti-competitive behaviour
- K.** Non-adherence to safety & security guidelines
- L.** Sexual harassment
- M.** Child labor
- N.** Discrimination in any form
- O.** Violation of human rights
- P.** All matters not covered under this mechanism can be reported directly to your HOD (Head of Department) or your Human Resources contact.

4. REVIEW & DISPOSAL METHODOLOGY

- All the complaints received during the fortnight, lodged by either channel, will be listed out twice in a month i.e. on 16th and on the last day of the month or on the next working day, if it is an holiday.
- These complaints will be reviewed by Mr. ArvindKumar N Nopany and Mr. Joseph Fransis and based on the significance and gravity of the complaints, will appoint the investigator within next 15 days.
 - a. The investigation would be carried out to determine the authenticity of the allegations and for fact-finding process.
 - b. The investigation team should not consist of any member with possible involvement in the said allegation.
- Investigator will be given maximum one month time to investigate the complaint and to submit the report
- Investigator will interact with all relate parties, will record their statement and will submit the report along with related documents, evidences and recorded statement.
- Based on the Findings, appropriate action will be taken by Mr. ArvindKumar N Nopany and Mr. Joseph Fransis within one month if complaint found genuine and significant
- Total cycle time will be limited to three months, i.e. started from the date of complaint to action taken

5. ROLE OF INVESTIGATOR

- a. A structured approach should be followed to ascertain the creditability of the charge.
- b. Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
- c. Provide timely update to the Board of Directors on the progress of the investigation.
- d. Ensure investigation is carried out in independent and unbiased manner.
- e. Document the entire approach of the investigation.
- f. Investigation Report including the approach of investigation should be submitted to the Board of Directors with all the documents in support of the observations.

6. DISQUALIFICATIONS

- a. Issues other than those listed under Section IV "Coverage of the vigil mechanism".
- b. The complainant is not able to provide specific information that covers at least some of the following points:
 - 1. Location of incident
 - 2. Timing of incident
 - 3. Personnel involved
 - 4. Specific evidence
 - 5. Frequency of issues

- c. In case the complainant is unable to provide adequate information, the Board of Directors reserves the right to not investigate the reported matter.
- d. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.

7. MANAGEMENT DECISION

- a. The Board of Director will take disciplinary or corrective action against the Subject as per the Company's disciplinary procedures and can also take legal action, if required.
- b. The decision of board of directors should be considered as final and no challenge against the decision would be entertained, unless additional information becomes available.
- c. In case of frivolous or false complaints, action may be taken against the complainant.

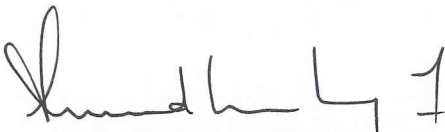
8. RIGHT TO AMENDMENT

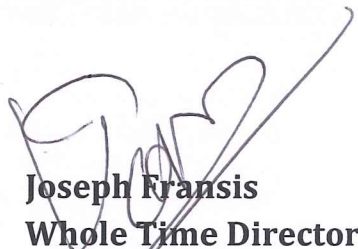
The Company holds the right to amend or modify the policy. Any amendment or modification of the policy would be done by an appropriate authority as mandated in law. The updated Vigil mechanism would be shared with the employees, suppliers and vendors thereafter.

APPENDIX A: REPORTING CHANNELS

<u>S. No.</u>	<u>Reporting Channel</u>	<u>Contact Information</u>	<u>Availability</u>
1	Phone	+91 2662 227 100	10:00 AM to 06:00 PM
2	Email	arvind.nopany@rishifibc.com	24 Hours a Day
3	Fax	+91 2662 305 015	24 Hours a Day
4	Post	Mahuvad - Ranu Road, Vill: Ranu Tal: Padra, Dist. Vadodara, Gujarat - 391 440	24 Hours a Day
5	Web	www.rishifibc.com	24 Hours a Day




Arvind Kumar N Nopany
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