

VIGIL MECHANISM/WHISTLE BLOWER POLICY

RAMA PULP AND PAPERS LIMITED

1. PREFACE.

Section 177(9) of the companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for directors and Senior Management Executives ("the Code"), which lays down the principals and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever, insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee.

Clause 49 of the Listing Agreement between listed companies and the Stock Exchange, inter-alia provides for a non mandatory requirement for all listed companies to establish a mechanism called "Whistle Blower Policy" for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct.

Under these circumstances, Rama Pulp And Papers Limited ("RPPL") being a Listed Company, proposes to establish a Whistle Blower Policy/Vigil Mechanism and to formulate a policy for the same.

2) POLICY OBJECTIVES

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the Chairman/CEO/Chairman of Audit committee in exceptional cases.

3) **SCOPE OF THE POLICY**

The Policy covers malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activity on account of which the interest of the company is affected and formally reported by whistle blowers concerning its employees.

4) **DEFINITIONS**

All the words used herein shall be defined as per the Companies Act, 2013 and rules framed there under. If any word is not defined or inconsistently occurs then the general dictionary meaning of the word will prevail.

"Alleged wrongful conduct" shall mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority"

"Employees" means all the present employees and whole time Directors of the company (Whether working in India or abroad).

"Protected disclosure" means a concern raised by an employee or group of employees of the company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title 'SCOPE OF THE POLICY' with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

"Vigilance and Ethic Officer" means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof placing the same before the audit committee for its disposal and informing the Whistle Blower the result thereof, unless otherwise appointed the company secretary will be deemed to be the Vigilance and Ethics Officer.

"Whistle Blower" is an employee or group of employees who make a Protected Disclosure under the Policy and also referred in this policy as complaint,

5) **ELIGIBILITY**

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the company.

6) **RECEIPT AND DISPOSAL OR PROTECTED DISCLOSURES**

All Protected disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted in a closed and secured envelop and should be super-scribed as "Protected Disclosure under the Whistle Blower Policy". Alternatively, the same can also be sent through email with the subject "**Protected disclosure under the Whistle Blower Policy**". If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name/address on the envelop nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant. Anonymous/Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.

The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer/Chairman of the Audit committee/CEO/Chairman as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

All Protected disclosures should be addressed to the Vigilance and Ethics Officer of the company or to the chairman of the audit committee/CEO/Chairman in exceptional cases. The contact details of the Vigilance and Ethics Officer is as under:

Name and Address: The Compliance Officer
Rama Pulp And Papers Limited,
1, Chatreau Windsor,
86, Veer Nariman Road,
Churchgate, Mumbai – 400 020

Protected disclosure against the Vigilance and Ethics Officer should be addressed to the Executive Director of the Company and the Protected Disclosure against the Chairman/CEO of the company should be addressed to the Chairman of the Audit Committee. The contact details of the Executive Director and the Chairman of the Audit Committee as are under:

Name and Address of Director : Mr.Akhilesh Sharma
Rama Pulp And Papers Limited,
Plot No. 293-296,
GIDC Phase II,
Vapi, Gujarat - 396195 .

Name and Address of the : Mr Mahesh Mehta
Chairman of the Audit Committee
Rama Pulp And Papers Limited,
1, Chatreau Windsor,
86, Veer Nariman Road,
Churchgate, Mumbai – 400 020

On receipt of the protected disclosure the Vigilance and Ethics Officer/Executive Director/Chairman of the Audit committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company nor an outside agency before referring the matter to the audit Committee of the Company for further appropriate investigation and needful action. The record will include:

- a) Brief facts
- b) Whether the same Protected disclosure was raised previously by anyone and if so, the outcome thereof.
- c) Whether the same Protected disclosure was raised previously on the same subject.
- d) Details of actions taken by Vigilance and Ethics Officer/chairman/CEO for processing the complaint.
- e) Findings of the Audit committee
- f) The recommendations of the Audit committee/other action(s).

The audit committee, if deems fit, may call for further information or particulars from the complainant.

7) **INVESTIGATION**

All protected disclosures under the policy will be recorded and thoroughly investigated. The Audit committee may investigate and may at its discretion consider involving any other Officer of the Company and /or and outside agency for the purpose of investigation.

The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.

Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.

Subject(s) have a right to consult with a person of their choice, other than the Vigilance and Ethic Officer/Investigators and/or members of the Audit Committee and/or the Whistle Blower.

Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).

Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained as maintainable unless there is good evidence in support of the allegation.

Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the subject and the Company.

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.

8. **DECISION AND REPORTING**

If an investigation leads the Vigilance and Ethics Officer/Chairman of the Audit committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethic Officer/Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that 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 Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis all Protected disclosures referred to him/her since the last report together with the results of investigations, if any.

In case the subject is the Chairman /CEO of the Company, the Company, the Chairman of the Audit committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit committee if deemed fit. The Audit committee shall appropriately and expeditiously investigate the Protected Disclosure.

If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

A complainant who makes false allegations of unethical and improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officers or the Audit committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9) **SECRECY/CONFIDENTIALITY**

The complainant, vigilance and Ethics Officer, members of Audit committee, the Subject and everybody involved in the process shall:

- a) Maintain confidentiality of all matters under this policy.
- b) Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- c) Not keep the papers unattended anywhere at any time.
- d) Keep the electronic mails/files under password.

10) **PROTECTION**

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 Blower. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation or termination/suspension of service, disciplinary action, transfer, demotion, refusal or 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 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.

A Whistle Blower may report any violation of the above clause to the Chairman of the Audit committee, who shall investigate into the same and recommend suitable action to the management.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the "audit committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

Provided, however, that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules/certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc., unrelated to a disclosure made pursuant to this policy.

11) **ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

The Whistle Blower shall have right to access Chairman of the Audit committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

12) **COMMUNICATION**

A Whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

13) **RETENBTION OF DOCUMENTS**

All Protected disclosures in writing or documents along with the results of investigation relating thereto, shall be retained by the company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

14) **ADMINISTRATION AND REVIEW OF THE POLICY**

The Chief Executive Officer shall be responsible for the administration, interpretation, application and review of this policy. the Chief Executive Officer also shall be empowered to bring about necessary changes to this policy, if required at any stage with the concurrence of the Audit Committee.

15) **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. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

SEXUAL HARASSMENT POLICY
RAMA PULP AND PAPERS LIMITED

POLICY

The Company (Rama Pulp & Papers Limited) is an equal employment opportunity company and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all employees of the Company, have the right to be treated with dignity.

Sexual harassment at the work place or other than work place if involving employees is a grave offence and is, therefore, punishable.

The Supreme Court has also directed companies to lay down guidelines and a forum for redressal of grievances related to sexual harassment.

SCOPE AND EFFECTIVE DATE

This Policy extends to all employees of the Company and is deemed to be incorporated in the service conditions of all employees and comes into effect from 30.04.2014.

Sexual harassment would mean and include any of the following:

- a. Unwelcome sexual advances, requests or demand for sexual favours, either explicitly or implicitly, in return for employment, promotion, examination or evaluation of a person towards any company activity;
- b. Unwelcome sexual advances involving verbal, non-verbal or physical conduct such as sexually coloured remarks, jokes, letters, phone calls, e-mail, gestures, showing of pornography, lurid stares, physical contact or molestation, stalking, sounds, display of pictures, signs, verbal or non-

verbal communication which offends the individuals sensibilities and affect here/his performance;

- c. Eve teasing, innuendos and taunts, physical confinement against one's will and likely to intrude upon one's privacy;
- d. Act or conduct by a person in authority which creates the environment at workplace hostile or intimidating to a person belonging to the other sex;
- e. Conduct of such an act at work place or outside in relation to an Employee of the Company or vice versa during the course of employment; and
- f. Any unwelcome gesture by an employee having sexual overtones.

"Employee" means any person on the rolls of the Company including those on deputation, contract, temporary, part time or working as consultants.

COMPLAINT REDRESSAL

All complaints should be addressed to the Compliance Officer of the Company or to the Executive Director in exceptional cases. The contact details and address are as under:

RAMA PULP & PAPERS LIMITED
1, CHATEAU WINDSOR,
86,VEER NARIMAN ROAD,
CHURCHGATE,
MUMBAI – 400 020

REDRESSAL PROCESS

- a) Any employee who feels and is being sexually harassed directly or indirectly may submit a complaint of the alleged incident to any member of the Committee in writing with his/her signature within 10 days of occurrence of incident.
- b) A meeting will be held with the Complainant with five days of the receipt of the complaint, but not later than a week in any case.
- c) The Complainant can also submit any corroborative material with a documentary proof, oral or written material etc., to substantiate his/her complaint. If the Complainant does not wish to depose personally due to embarrassment of narration of event, a lady officer for lady employees involved and a male officer for male employees, involved shall meet and record the statement.
- d) Thereafter, the person against whom complaint is made may be called for a deposition and an opportunity will be given to him/her to give an explanation, where after, an "Enquiry" shall be conducted and concluded.
- e) In the event, the complaint does not fall under the purview of Sexual Harassment or the complaint does not mean an offence of Sexual Harassment, the same would be dropped after recording the reasons thereof.
- f) In case the complaint is found to be false, the Complainant shall, if deemed fit, be liable for appropriate disciplinary action by the Management.
- g) In case the Chairman find the degree of offence coverable under the said policy, then this fact shall be mentioned in its report and appropriate action shall be initiated by the Board of the Company.