

R.L. STEELS & ENERGY LIMITED - WHISTLE BLOWER POLICY

1. PREFACE

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has adopted the Whistle Blower Policy (“the Policy”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the policy would be a matter of serious concern for the Company. The employees can play an important role in pointing out such violations of the policy.

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism to report the genuine concerns —

- >Every listed company;
- >Every other company which accepts deposits from the public;
- >Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the Ethics Counsellor / Chairman of the Audit Committee of the Company.

2. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below.

- a. **“Alleged Person”** means a person purportedly involved in the unethical practice and against whom a Reported Disclosure has been made or evidence gathered during the course of an investigation.
- b. **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 as may be applicable.
- c. **“Employee”** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- d. **“Investigators”** means committee of officials of the Company as may be decided by the Chairman or Director or any other person authorized, appointed, consulted or approached by the committee of officials to carry out investigation in the Reported Disclosure.
- e. **“Reported Disclosure”** means any communication made in good faith that demonstrates information that may evidence any instance of unethical or improper behavior (not necessary a violation of law), actual or suspected fraud or violation of the Code.
- f. **“Whistleblower”** means an employee or director making a Reported Disclosure under this Policy.

3. SCOPE

This policy is applicable to all the directors and employees of the Company and persons dealing with the Company. All directors, employees of the Company and Persons dealing with the Company are eligible to make Reported Disclosures under the Policy.

4. POLICY

The Company is committed to openness, transparency and accountability in all its affair for everybody in the society and to provide a workplace conducive to open discussion of its business practices to enable the employees and the Company to achieve highest standards of Governance. The Policy reinforces the Company's approach by providing a forum to the Directors, employees and persons dealing with the Company to voice their concerns about suspected unethical or improper practice.

5. DISQUALIFICATION

1. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
2. 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.
3. Whistleblowers, who make three or more Reported Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Reported Disclosures under this Policy. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

6. PROCEDURE

- a. All Reported Disclosures concerning financial/accounting matters should be addressed to the Designated Compliance Officer who shall place the same before the Audit Committee or before the Audit Committee itself.
- b. Reported Disclosure by the Whistle Blower should preferably be made in writing so as to ensure a clear understanding of the issues raised and should not be speculative, in any case. The Reported Disclosure should be forwarded under a covering letter with specific and sufficient details to permit through investigation. The Reported Disclosure shall include:
 - The name and address of the Whistle Blower;
 - The nature and facts of the reported Disclosure;

- The impact/effect either monetary or otherwise on the Company, if possible.
- c. The investigation in the Reported Disclosure, without the name and address of the Whistle Blower, would be at the discretion of the Audit Committee, in consultation with the Chairman of the Company. In exercising this discretion, the Audit Committee shall considers factors viz. gravity of the alleged unethical practice and its consequences.
- d. All reported Disclosure made under this Policy shall be thoroughly investigated by the Audit Committee itself or through a Committee of officials or by authorizers one or more investigators/personsas the committee may deem fit and proper.
- e. The procedure to be followed in any investigation shall be decided solely by the Audit Committee/committee of officials. The process of investigation shall be kept confidential to the extent possible given the legitimate needs of law and the investigation. The investigation shall be completed within such period as may be deem fit by the Audit Committee.
- f. The person alleged to be involved in the unethical practice, shall cooperate with any of the Investigators during investigation and such persons shall have a reasonable opportunity of being heard and have a right to consult, at his/her own cost, with a person or persons of their choice, other than the Investigators. However, such person shall not interfere in the process of investigation.
- g. Any evidence shall not be withheld, destroyed or tampered with, and witness shall not be influenced, coached, threatened or intimidated, by any employee/person.
- h. In case the investigation as specified in the clause hereinabove is not completed within 45 (Forty Five) days or within such extended period as may be granted by the Audit Committee or if the Whistle Blower shall be entitled to submit a request for personal reappearance or re-hearing before the Committee.
- i. On the completion of investigation and the receipt of the report, it would be the responsibility of the Audit Committee to recommend suitable action to the management and also advise the Compliance Officer or Company Secretary to take suitable corrective measures to avoids recurrence of such Reported Disclosure and take suitable disciplinary or corrective action initiated against the alleged persons as a result of the findings as an investigation pursuant to this policy, shall adhere to the applicable personnel or staff conduct and disciplinant procedures.

7. PROTECTION

- a. No unfair treatment shall be given to a Whistle Blower by virtue of his/her having made a Reported Disclosure under this policy. The Company shall

ensure that any kind of discrimination, harassment, victimization or any other unfair employment practice is not adopted against whistle blowers and no action would be taken to obstruct the Whistle Blowers right to continue to perform his/her duties/functioned including making further reported disclosures. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company would arrange for the Whistle Blower to receive advice about the procedure, etc.

b. The identity of the whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become know for reasons outside the control of the Chairman of the Audit Committee (e.g during investigations carried out by Investigators).

c. Any other employee/person assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

8. REPORTING

The Compliance Officer shall submit a report to the Audit Committee on a regular basis about all Reported Disclosures referred to him/her since the last report together with the results of investigations, if any.

9. RETENTION OF DOCUMENTS

All Reported 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.

10. COMMUNICATION OF POLICY

The Policy shall be communicated by the CFO/Company Secretary to all the employees of the Company and other persons dealing with the Company, and shall also be displayed on its website. The website shall also display the contact details of the Audit Committee Chairman for this purpose.

11. 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 the employees and directors in writing.

For and on Behalf of the Board of Directors
R.L. STEELS & ENERGY LIMITED

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CHAIRMAN