

Revathi Equipment Limited

Whistle Blower Policy / Vigil Mechanism

1. Preface & Policy objectives

Section 177 (9) of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be shall 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 principles 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. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management, the concerns about unethical behaviour, 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 Chairperson of the Audit Committee in exceptional cases.

As per Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 (II) (F) of the Listing Agreement, Revathi Equipment Ltd., being a listed company, have to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same. Accordingly this policy has been formulated.

2. Scope of the policy

This 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.

3. Definitions

3.1. "**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".

3.2. "**Audit Committee**" means a Committee constituted by the Board of Directors of the Company in accordance guidelines of Companies Act, 2013.

3.3. "**Board**" means the Board of Directors of the Company.

3.4. "**Company**" means Revathi Equipment Limited.

3.5. "Code" means Code of Conduct for Directors and Senior Management Executives adopted by means Revathi Equipment Limited.

3.6. "**Employee**" means all the present employees and whole time Directors of the Company.

3.7. "**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.

3.8. "**Subject**" means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

3.9. "**Whistle Blower**" is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

4. Eligibility

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

5. Receipt and Disposal of protected disclosures.

5.1. 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.

5.2. The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as "Protected disclosure under the Whistle Blower policy".

5.3. Whistleblowers must put their names to allegations. **Disclosures expressed anonymously will not be accepted.**

5.4. The Protected Disclosure should be forwarded under a covering letter signed by the complainant to the Chairperson of the Audit Committee.

5.5. The contact details of the Chairperson of the Audit Committee is given below:-

Name and Address – Mr.S.C.Katyal.

Email- "Satish Katyal" <katyal.satish@gmail.com>.

5.6. On receipt of the protected disclosure, the Chairperson of the Audit Committee shall take appropriate actions as it deemed necessary. The audit committee shall oversee the vigil mechanism.

6. Decision and reporting

6.1. If an investigation leads to conclude that an improper or unethical act has been committed, the Chairperson 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.

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

7. Secrecy / confidentiality

The complainant, Members of Audit Committee, the Subject and everybody involved in the process shall maintain confidentiality of all matters under this Policy

8. Protection

8.1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Complete protection will, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of 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. 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.

8.2. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

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

8.4. 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.

9. Administration and review of the policy

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

10. 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.