

**VIGIL MECHANISM
(WHISTLE BLOWER POLICY)**

RAVI KUMAR DISTILLERIES LIMITED

Whistle Blower policy

As a conscious and vigilant organization, Ravi Kumar Distilleries Limited (RKDL) believes in the conduct of the affairs of its constituents in a fair and transparent manner, by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour.

In its endeavour to provide its employee a secure and a fearless working environment, Ravi Kumar Distilleries Limited has established the "Whistle Blower Policy".

The purpose of the policy is to create a fearless environment for the employees to report any instance of unethical behaviour, actual or suspected fraud or violation of RKDL's code of conduct or ethics policy to the Ombudsman. (The Chairman of Audit Committee, Independent Director of the company).

The framework of the policy strives to foster responsible and secure whistle blowing. This policy should be read in conjunction with applicable regulations & existing policies and procedures of RKDL. You can also contact the Secretarial & Legal Department if you have any questions or need any clarifications.

The Nodal Person to receive the complaint will be Mr. Ashok R Shetty

Email id: cs@ravikumardistilleries.com

RAVI KUMAR DISTILLERIES LIMITED

WHISTLE BLOWER POLICY

1. Preface

- 1.1 RKDL 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 behaviour.
- 1.2 RKDL is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
- 1.3 Section 177 read with Rule 7 of The Companies (Meetings of Board and its Powers), 2014 and revised Clause 49 of the Listing Agreement , inter-alia, provides, a mandatory requirement, for all listed companies to establish a mechanism called “Vigil Mechanism(Whistle Blower Policy)” for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.
- 1.4 The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects directors and employees wishing to raise a concern about serious irregularities within the Company.
- 1.5 The policy neither releases directors and employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2. Policy

- 2.1 This Policy is for the Directors and the Employees as defined hereinafter. The Policy has been drawn up so that the Directors and Employees can be confident about raising a concern. The areas of concern covered by this Policy are summarized in paragraph 5.

3. Definitions

3.1 “Director” means a Director on the board of the Company whether whole-time or otherwise.

3.2 “Disciplinary Action” means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

3.3 “Employee” means every employee of the Company.

3.4 “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

3.5 “Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

3.6 “Whistle Blower” is someone who makes a Protected Disclosure under this Policy.

3.7 “Whistle Officer” or “Committee” means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.

3.8 “Ombudsperson” will be the chairman of the Audit Committee for the purpose of receiving all complaints under this Policy and ensuring appropriate action.

4. The Guiding Principles

4.1 To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

4.1.1 Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;

4.1.2 Treat victimization as a serious matter including initiating disciplinary action on such person/(s);

4.1.3 Ensure complete confidentiality.

4.1.4 Not attempt to conceal evidence of the Protected Disclosure;

4.1.5 Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;

4.1.6 Provide an opportunity of being heard to the persons involved especially to the Subject;

5. Coverage of Policy

5.1 The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of employee Code of Conduct/Ethics Policy or Rules
11. Any other unethical, biased, favoured, imprudent event

5.2 Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

6. Disqualifications

6.1 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

6.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a *mala fide* intention.

6.3 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide*, *frivolous* or *malicious* shall be liable to be prosecuted under Company's Code of Conduct.

7. Manner in which concern can be raised

7.1 Employees can make Protected Disclosure to Ombudsperson, as soon as possible but not later than 30 consecutive days after becoming aware of the same.

7.2 Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.

7.3 If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.

7.4 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

7.5 Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee unless required for the purpose of investigation.

7.6 The Ombudsperson/Whistle Officer/Committee shall:

i) Make a detailed written record of the Protected Disclosure. The record will include:

a) Facts of the matter

b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;

c) Whether any Protected Disclosure was raised previously against the same Subject;

d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.

e) Findings of Ombudsperson/Whistle Officer/Committee;

f) The recommendations of the Ombudsperson/Whistle Officer/Committee on disciplinary/other action/(s).

ii) The Whistle Officer/Committee shall finalise and submit the report to the Ombudsperson within 15 days of being nominated/appointed, unless more time is required under exceptional circumstances.

7.7 On submission of report, the Whistle Officer /Committee shall discuss the matter with Ombudsperson who shall either:

i) In case the Protected Disclosure is proved, accept the findings of the Whistle Officer /Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter;

ii) In case the Protected Disclosure is not proved, extinguish the matter;

Or

ii) Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Committee of Directors (Whole-time Directors) with proposed disciplinary action/counter measures. The Committee of Directors, if thinks fit, may further refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.

7.8 In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Chairman of the Audit Committee.

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. 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 Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of

service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior 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.

8.2 The identity of the Whistle Blower shall be kept confidential.

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

9. Secrecy/Confidentiality

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

10. Reporting

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF
LEAKAGE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION

RAVI KUMAR DISTILLERIES
LIMITED
(CIN: 51909PY1993PLC008493)

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAKAGE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION

PREFACE

Pursuant to Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, including any amendments thereto, the Company shall formulate written policies and procedures for inquiry in case of leak of Unpublished Price Sensitive Information (“UPSI”) or suspected leak of UPSI duly approved by the Board of Directors of the Company and accordingly initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

Under these circumstances, the Company has formulated “Policy and Procedure for Inquiry in case of Leakage of Unpublished Price Sensitive Information” (hereinafter known as ‘Policy’) to safeguard the interests of its Stakeholders, Directors and Employees to freely communicate and address to the Company their genuine concerns in relation to any instances of leakage of UPSI or suspected leakage of UPSI.

The Company has also formulated a Whistle-Blower Policy to enable employees to report instances of leak of UPSI.

PROCEDURE FOR INQUIRY

1. The Company on becoming aware of leak of UPSI or suspected leak of UPSI should take necessary steps, as may be necessary, or may refer the matter or any issue(s) arising to any Competent Forum, Professional Experts, and / or Legal Counsels, whether internal or external, for requisite review, analysis, investigation and consequent guidance / opinion / advise, if any, so as to take an effective, rational and unbiased redressal measure with regard to such matter and / or issue(s) arising therefrom.
2. On becoming aware of leak of UPSI or suspected leak of UPSI, the Compliance Officer shall ensure that the same shall be intimated to the Stock Exchanges in **Annexure I**.
3. The Accused shall have right to be heard and adequate time and opportunity shall be given for the subjects to communicate his / her say on the matter.
4. On completion of investigation, Whistle Blower Officer / Chairman shall have the right to take such action as it may deem just and proper. Such decision shall be final and binding on all concerned parties including the Company.
5. The Accused shall have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry / investigation process.

6. The Compliance Officer shall ensure that the Report of such actual or suspected leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to SEBI and the StockExchanges in **Annexure II**.
7. The Report of the investigation carried out and the result thereof shall be reported to theBoard of Directors of the Company at their next meeting.

Annexure I

Format for Intimation of Actual or Suspected Leak of Unpublished Price Sensitive Information to the Stock Exchanges

Date:

The National Stock Exchange of India Ltd., Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	The Department of Corporate Services, Bombay Stock Exchange Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.
Scrip Code: RKDL	Scrip Code: 533294

Sub: Intimation of actual or suspected leak of Unpublished Price Sensitive Information pursuant to Regulation 30(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir / Madam,

Pursuant to Regulation 30(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please note the following details of actual or suspected leak of Unpublished Price Sensitive Information, as received by Company:

Name of Offender, if known	
Name of Organization	
Designation	
Nature of Information	

The same is for your information and

record.Thanking You.

Yours faithfully,
For **Ravi Kumar Distilleries Limited**

Director/Company Secretary

Annexure II

Format for Reporting Actual or Suspected Leak of Unpublished Price Sensitive Information

Date:

Securities and Exchange Board of India Plot No. C 4-A, G Block, Near Bank of India, Bandra Kurla Complex, Bandra East, Mumbai – 400 051	The National Stock Exchange of India Ltd., Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	The Department of Corporate Services, Bombay Stock Exchange Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.
Scrip Code: N.A.	Scrip Code: RKDL	Scrip Code: 533294

Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A(5) of SEBI(Prohibition of Insider Trading) Regulation, 2015

Dear Sir / Madam,

Pursuant to Regulation 9A(5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, the following is the Report of actual or suspected leak of Unpublished Price Sensitive Information received by the Company:

Name of Offender, if known	
Name of Organization	
Designation	
Nature of Information	
Decision taken by the Company	
Disciplinary Action taken by the Company	

The same is for your information and

record.Thanking You.

Yours faithfully,
For **Ravi Kumar Distilleries Limited**

Director/Company Secretary