

WHISTLE BLOWER POLICY / VIGIL MECHANISM

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1. BACKGROUND INFORMATION

- 1.1. Pursuant to Section 177 (9) of the Companies Act, 2013, every listed company shall establish a vigil mechanism for directors and employees to report genuine concerns. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
- 1.2. Regulation 4(2) (d) (iv) read with Regulation 22 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015, provides for a mandatory requirement for all listed companies to establish a mechanism called “Vigil Mechanism/ Whistle Blower Policy” enabling stakeholders, including individual employees, directors and their representative bodies, to freely communicate their concerns about illegal or unethical practices, instances of unethical behavior, actual or suspected, fraud or violation of the company’s code of conduct.
- 1.3. Securities Board of India had inserted new Regulation 9A (6) in the SEBI (Prohibition of Insider Trading) Regulations, 2015, effective from 01st Day of April, 2019, which requires a listed company to have a whistle-blower policy and make employees aware of such policy also to enable them to report instances of leak of Unpublished Price Sensitive Information (“UPS”).
- 1.4. In compliance with the above requirements the Board of Directors in its meeting held on 18th Day of May, 2019, revised the existing Whistle Blower Policy/Vigil Mechanism as set forth below.

2. POLICY OBJECTIVES

- 2.1. A Whistle Blower (Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or Ethics policy of the company. The mechanism provides for adequate safeguards against victimization of directors, employees and any other persons who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
- 2.2. The Whistle Blower (Vigil) mechanism enables Stakeholder including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.
- 2.3. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

- 2.4. This Policy allows and gives liberty to the employees to report the instances of leak of Unpublished Price Sensitive Information (UPSI) without the fear of getting isolated or victimized for the same.

3. SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, unethical behavior, illegal or unethical practices, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, leak of unpublished price sensitive information and other matters or activity on account of which the interest of the Company is directly or indirectly affected and formally reported by whistle blowers concerning its employees. This policy is intended to encourage and enable employees and Stakeholder to raise serious concerns within the Company prior to seeking resolution outside the Company.

4. DEFINITIONS

- 4.1. **“Alleged wrongful conduct”** shall mean violation of Statute or Law, Infringement of Company’s rules and regulation, misappropriation of funds, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.
- 4.2. **“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance with Section 177 of Companies Act, 2013 read with Regulation 18 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015
- 4.3. **“Board”** means the Board of Directors of the Company.
- 4.4. **“Company”** means the Rushil Décor Limited and all its branches, manufacturing units and offices.
- 4.5. **“Director”** means all the present directors of the company.
- 4.6. **“Employee”** means all the present employees of the Company including the directors in the employment of the Company.
- 4.7. **“Nodal Officer”** means an officer of the Company nominated by the Managing Director (MD) 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.

- 4.8. **“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/illegal or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. However, the Protected Disclosures 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.
- 4.9. **“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.
- 4.10. **“Unpublished Price Sensitive Information”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- Financial results;
 - Dividends;
 - Change in capital structure;
 - Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - Changes in key managerial personnel.
- 4.11. **“Whistle Blower”** is an employee or group of employees or directors or Stakeholder who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- 5.1. 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 or in Gujarati or in Hindi.
- 5.2. Confidentiality of whistle blower shall be maintained to the greatest extent possible. Every effort will be made to protect the whistle blower’s identity, subject to legal constraints.
- 5.3. Anonymous / Pseudonymous disclosure shall not be entertained by the Nodal Officer.

RUSHIL DECOR LIMITED

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District: Gandhinagar- 382845 Gujarat, India. **CIN:** L25209GJ1993PLC019532
Ph.: 079-61400400 **Fax:** 079-61400401 **E-mail:** ipo@rushil.com **Web site:** www.rushil.com

- 5.4. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Nodal Officer/ MD / Chairman of Audit Committee shall detach the covering letter bearing the identity of the whistle blower and process only the Protected Disclosure.
- 5.5. All Protected Disclosures should be addressed to the Nodal Officer of the Company. The contact details of the Nodal Officer is as under:-

Address of Nodal Officer	Mr. Hasmukh K. Modi, (COMPANY SECRETARY) Rushil Décor Limited, Corp. Office: "Rushil House" Near Neelkanth Green Bungalow, Off. Sindhu Bhavan Road, Shilaj Ahmedabad-380058 Gujarat, India
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- 5.6. Protected Disclosure against the Nodal Officer should be addressed to the Managing Director (MD) of the Company and the Protected Disclosure against the MD of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the MD and the Chairman of the Audit Committee are as under:

Name and Address of Managing Director:-	Name and Address of Chairman of Audit Committee:-
Shri Krupeshbhai G. Thakkar RUSHIL DÉCOR LIMITED Corp. Office: "Rushil House" Near Neelkanth Green Bungalow, Off. Sindhu Bhavan Road, Shilaj, Ahmedabad-380058, Gujarat, India	Shri Shankar Prasad Bhagat RUSHIL DÉCOR LIMITED Corp. Office: "Rushil House" Near Neelkanth Green Bungalow, Off. Sindhu Bhavan Road, Shilaj, Ahmedabad-380058, Gujarat, India

- 5.7. On receipt of the protected disclosure the Nodal Officer / MD / Chairman of the Audit Committee 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 before referring the matter to the Audit Committee of RDL for further appropriate investigation and needful action. The record will include:

- Brief facts;
- 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 nodal officer/ MD for processing the complaint.
- e) Findings of the Audit Committee;
- f) The recommendations of the Audit Committee / other action(s).

5.8. The Audit Committee if deems fit may call for further information or particulars from the complainant.

6. INVESTIGATION

- 6.1. All protected disclosures under this 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 for the purpose of investigation.
- 6.2. The decision to conduct an investigation taken by Audit Committee is by itself not an accusation and is to be treated as a neutral fact finding process.
- 6.3. 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.
- 6.4. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.
- 6.5. 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).
- 6.6. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 6.7. Subject(s) have a right to be informed of the outcome of the investigations.
- 6.8. 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 and as applicable.

7. DECISION AND REPORTING

- 7.1 Audit Committee along with its recommendations will report its findings to the Managing Director through the nodal officer within 15 days of receipt of report for further action as deemed fit. In case prima facie case exists against the subject, then the Managing Director shall forward the said report with its recommendation to the concerned disciplinary authority for further appropriate action in this regard or shall close the matter, for which he shall record the reasons. Copy of above decision shall be addressed to the Audit Committee, the Nodal Officer, the complainant and the subject.
- 7.2 In case the subject is a nodal officer of the Company, the protected disclosure shall be addressed to the Managing Director who, after examining the protected disclosure shall forward the matter to the audit committee. The audit committee after providing an opportunity to the subject to explain his position and after Completion of investigation shall submit a report along with its recommendation to the MD. After considering the report and recommendation as aforesaid, MD shall forward the said report with its recommendation to the concerned disciplinary authority for further appropriate action in this regard or shall close the matter, for which he shall record the reasons. Copy of the above decision shall be addressed to the Audit Committee, the Nodal Officer the complainant and the subject.
- 7.3 In case the Subject is the MD of 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.
- 7.4 If the report of investigation is not to the satisfaction of the complainant, the complainant has been right to report the event to the appropriate legal or investigating agency.
- 7.5 A complainant who makes false allegations of unethical & improper practices or about wrongful conduct of the subject to the nodal officer or the Audit Committee shall be subject to appropriate disciplinary action.

8. SECRECY / CONFIDENTIALITY

The complainant, Nodal officer, Members of Audit committee, the Subject and everybody involved in the process shall:

- 8.1 Maintain confidentiality of all matters under this Policy

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- 8.2 Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- 8.3 Not keep the papers unattended anywhere at any time
- 8.4 Keep the electronic mails / files under password.

9. PROTECTION

- 9.1 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 will condemn any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, 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. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- 9.2 The employees may report any instance of leak of Unpublished Price Sensitive Information to the nodal officer found by them during the course of performance of their duties.
- 9.3 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.
- 9.4 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/she himself/herself has made either his/her details public or disclosed his/her 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.
- 9.5 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9.6 Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he/she 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. 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.

10. 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.

11. RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Nodal Officer for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

12. ADMINISTRATION AND REVIEW OF THE POLICY

The Managing Director is empowered for the administration, interpretation, application and review of this policy. The Managing Director also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

13. ANNUAL AFFIRMATION

The Company shall annually affirm that it has provided protection to the complainant from unfair adverse personal action. The affirmation shall also form part of Corporate Governance report which is attached to the Annual report of the Company.

14. 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. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organizational changes within the Company. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

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If any amendment in this policy is required due to change in Companies Act 2013 and applicable Rules framed there under and/or Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 then this Policy will have automatic effect without referring this policy further in Board Meeting and/or Audit Committee Meeting.

15. SAMPLE FORMAT FOR WHISTLE BLOWING

Date	:	dd/mm/yyyy
Name of the Employee /Director/Stakeholder	:	
E- mail id of the employee /Director/Stakeholder	:	
Communication Address	:	
Contact No	:	-
Subject matter which is reported	:	-
(Name of the person/ event focused at)	:	-
Brief about the concern	:	-
Evidence (enclose, if any)	:	-

Signature: _____