



Vigil Mechansim Policy/Whistle Blower Policy

of

ROLEX RINGS LIMITED

CONTENTS

1. Introduction
2. Scope
3. Definitions
4. Reporting Responsibility
5. Protection of whistle-blower
6. Role of Vigilance & Ethics Officer
7. Retention of documents
8. Amendment

1. **Introduction**

- 1.1 Rolex Rings Limited, is committed to conducting business with integrity, including in accordance with all applicable laws and regulations.
- 1.2 As per the provisions of Section 177(9) of the Companies Act 2013 read with of Rule 7 of Companies (Meetings of Board and its Powers) Rules 2014, every listed company, the Companies which accept deposits from the public or the Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees shall establish a vigil mechanism for directors and employees to report genuine concerns.
- 1.3 This Vigil Mechanism / Whistle Blower Policy ("Policy" or "this Policy") is formulated in order to comply with the Act and the said Rules.

2. **Scope**

- 2.1 The Scope of this Policy is to provide opportunity to Whistle Blower (defined below) to report genuine concerns or grievances in violation of the Company's Code of Conduct (defined below) to the Vigilance Committee without fear of punishment or unfair treatment with reassurance that they will be protected from victimization for reporting such genuine concerns or grievances.
- 2.2 This policy applies to all Employees, regardless of their location. Violations will result in appropriate disciplinary action. The employees are required to familiarize themselves with this policy, and seek advice from the HR of Rolex Rings, if any question arises.

3. **Definitions**

Definitions of some of the key terms used in the mechanism are given below:

- 3.1 **"Board"** means the Board of Directors of the Company.
- 3.2 **"Code"** means the Code of Business Conduct and Ethics.
- 3.3 **"Company"** means the Rolex Rings Limited and all its offices.

- 3.4 **“Employee”** means all the present employees and whole time Directors of the Company (whether working in India or abroad).
- 3.5 **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the Company.
- 3.6 **“Subject”** means a person against whom or in relation to whom the Protected Disclosure is made or evidence is gathered during the course of an investigation.
- 3.7 **“Vigilance & Ethics Officer”** means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Board for its disposal and informing the Whistle Blower the result thereof.
- 3.8 **“Whistle blower”** is a Directors, Officers and Employees of the Company who makes a Protected Disclosure under this policy and referred in this policy as Complainant.

4. **Reporting Responsibility**

4.1. **Protected Disclosures**

Protected Disclosures are to be made whenever an employee becomes aware of a Reportable matter. The Protected Disclosure should be made promptly upon the employee becoming aware of the Reportable matter. Reportable matter should be made pursuant to the reporting mechanism described in Point no. 4.2 below.

The role of whistle-blower is limited to making a Protected Disclosure. A whistle-blower should not engage in investigations concerning a Reportable matter that is the subject of a Protected Disclosure. Neither should a whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

4.2. Reporting Mechanism

The Protected Disclosures under this Policy shall be super scribed as "Confidential Disclosure under Vigil Mechanism / Whistle Blower Policy" and addressed to the contact details set out below:



by **email** to compliance@rolexrings.com; or



by **telephone** to the Vigilance & Ethics Officer
Tel.No.(0281) 6699677/6699577; or



by **letter** address to the Vigilance & Ethics Officer, marked "Private and Confidential" and should be devlideder at B/h. Glowtech Steel Private Limited, Gondal Road, Kotharia - 360004, Rajkot, Gujarat

4.3. Moreover, in exceptional case, Employees has right to make Protected Disclosure directly to the Chairman of the Company.

The details are as follows:



by **email** to [madekam@rolexrings.com]; or



by **letter** address to the Chiarman, marked "Private and Confidential" and should be devlideder at B/h. Glowtech Steel Private Limited, Gondal Road, Kotharia - 360004, Rajkot, Gujarat

4.4. Reporting Matter:

- It is important for the Company that proper information is provided by the whistle-blower.
- Reportable matter means –
 - ✓ Fraudulent practices, such as improperly tampering with the Company's books and records, or theft of Company's property;
 - ✓ Corruption, bribery or money laundering;
 - ✓ Breaches of Code of Conduct

*Any complaints concerning personal grievances, such as professional development issue or employee compensation shall not be considered as reportable matter.

- To the extent possible the following information should be provided by the whistle-blower:
 - ✓ The nature of the reporting matter
 - ✓ The name of the employee to which the reporting matter relates
 - ✓ The relevant factual ground concerning the reporting matter

5. **Protection of whistle-blower**

- 5.1. If a whistle-blower does provide his or her name when making a Protected Disclosure, the Company will treat the identity of whistle-blower as confidential.
- 5.2. A whistle-blower shall make the disclosure without any fear or coercion.
- 5.3. Any false statement or disclosure made by whistle-blower and has found to be made deliberately false by whistle-blower shall be subject to disciplinary action, which may lead to dismissal.

6. **Role of Vigilance & Ethics Officer**

- 6.1 All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Board of Directors of the Company.
- 6.2 The Vigilance & Ethics Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within 7 (seven) business days.
- 6.3 The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Vigilance & Ethics Officer deems fit.
- 6.4 Any member of the Board of Directors or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

7. **Retention of documents**

- 7.1 All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 3 (three) years or such other period as specified by any other law in force, whichever is more.

8. **Amendment**

- 8.1 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 Directors, Officers and employees unless the same is not communicated in the manner described as above.