



WHISTLE BLOWER POLICY

ROOP POLYMERS LTD.

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Roop Polymers Limited has adopted the Whistle Blower Policy, which lays down the principles and standards that should govern the action of the company and its employees and to ensure strict compliance with ethical and legal protocols across the company. Accordingly, as a good Corporate Citizen this Whistle Blower Policy (“**Policy**”) has been formulated with a view to encourage disclosures by its employees / directors “**incidents**” that reveal violation of law, questionable business practices or grave misconduct by its employees / directors, which could lead to financial loss or reputation risks to the Company through misappropriate communications.

In pursuit of the Company’s endeavor to further strengthen the mechanism in place and to instill greater confidence in the minds of the employees/directors, of the company to speak up, it is thought fit to provide a comprehensive policy for the Company on Whistle Blowing.

1. INTRODUCTION

- i. As per the requirements of the Section 177 of the Companies Act 2013, every listed company and such class or classes of companies as prescribed in the Companies (Meeting of Board and its Powers) Rules, 2014 is required to establish a vigil mechanism through the “**Whistle Blower Policy**” for directors and employees to report concerns of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct.
- ii. Roop Group believes in the conduct of affairs in a fair and transparent manner by adopting highest standard of professionalism, honesty, integrity and ethical behavior and is a committed to developing a culture where it is safe for all employees to disclose information internally, which he/she believes shows serious malpractice, impropriety, abuse or wrong doing within the company without fear of reprisal or victimization. Further, assurance is also provided to directors and employees that prompt action will be taken to investigate complaints made in good faith.

2. OBJECTIVE

The objectives of Company’s Whistle Blower Policy are:-

- i. To provide an avenue for employees/ directors, to raise concern about violation of law, questionable business practice or grave misconduct by the employees or directors or vendors of Company, which could lead to financial loss or reputation risks to company.
- ii. To provide a platform for directors and employees to disclose information internally, without fear of reprisal or victimization.
- iii. To encourage ethical and lawful conduct.

- iv. To take appropriate action, including but not limited to disciplinary action that could include terminating the employment and/or 3rd party intermediary for reporting in good faith, any enquiry or concern.

3. DEFINITION

- i. **“Directors”** means the Board of Directors of the Company.
- ii. **“Employee”** shall mean all individuals on full-time or part-time employment with the company, with permanent, probationary, trainee, retainer, temporary or contractual appointment and also includes the Board of Directors of the Company.
- iii. **“Alleged Misconduct”** means unethical behavior, actual or suspected fraud, violation of law, breach of Company’s code of Conduct, Company’s Policies and Guidelines.
- iv. **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with the applicable laws.
- v. **“Whistleblower”** means any employee of the company making a protected disclosure/Complaint under this Policy.

4. APPLICABILITY

This Policy applies to all the Employees of the Company.

5. COVERGAE

The Policy covers malpractices or events or **“Alleged Misconduct”** which has taken place or suspected to take place involving:

- i. Abuse of authority
- ii. Breach of Contract
- iii. Forgery, falsification or alteration of documents
- iv. Unauthorized alteration or manipulation of computer files/data
- v. Fraudulent reporting, willful material misrepresentation
- vi. Pursuit of benefit or advantage
- vii. Deliberate violation of law or regulation
- viii. Bribery or Corruption
- ix. Sexual harassment
- x. Breach of IT Security and data privacy
- xi. Social Media Misuse
- xii. Wastage/misappropriation of company funds/assists
- xiii. Criminal Activity

xiv. Any other unethical, biased, favored and imprudent action.

Concerns not available under this policy:

- i. Personal grievances.
- ii. Dissatisfaction with appraisals and rewards.
- iii. Complaints relating to service conditions.
- iv. Suggestion for improving operational efficiencies.
- v. Financial decision by the Company.

6. PROTECTION OF WHISTLE BLOWERS

If a whistle blower raises concern under this Policy, he/shall will not be under any risk of suffering any form of retaliation. The Company is committed to protecting the whistleblower from any form of retaliation of adverse of action due to disclosure by them. Whistleblower will not be under risk of losing his/her job or suffer loss in manner like transfer, demotion, refusal of promotion.

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

The Protection is given provided that:

- a) The disclosure is made in good faith
- b) Whistleblower is not acting for personal gain
- c) Whistleblower believes that information and allegations contained in it are substantially true

7. PROTECTION OF WHISTLE BLOWERS

Employees may raise “**Alleged Misconduct**” within a reasonable period of time after becoming aware of the same to the Audit Committee.

The “**Alleged Misconduct**” can be sent in detail to Audit Committee:

- a) Sending an e-mail to chairman.auditcommittee@rooppolymers.com
- b) Writing a letter marked as Private and Confidential and addressed to the Chairman of the Audit Committee and sending it to Corporate Office of the Company in Gurgaon.

Employees are engaged to provide full information along with his name and contact details, so that Audit Committee can evaluate the merits of the complaint and initiate appropriate investigation/action on the complaint.

8. RESPONSIBILITY OF AUDIT COMMITTEE

- i. The Audit Committee shall be responsible to act on the incident in an unbiased manner.
- ii. The Audit Committee shall take necessary action to maintain confidentiality within the organization on issue reported.
- iii. The Whistleblower Committee shall identify impartial team of Investigators for conducting investigation. The Committee can also appoint any outside agency for seeking assistance, if needed.

The Whistleblower Committee shall, subject to the prior concurrence of the Chairman of the Audit Committee, be responsible for recommending disciplinary action against the subject if investigation found to be true as raised by whistleblower.

9. DECISION & REPORTING

- i. The Audit Committee will, based on the findings come to a final decision in the matter.
- ii. If the complaint is shown to be justified, then the Audit Committee shall invoke disciplinary or other appropriate actions against the concerned as per the Organization's procedures.
- iii. A complainant who makes false allegations of unethical behavior or improper practices, actual or suspected fraud or violation of the Company's Code of Conduct by the subject to the Chairman of the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

10. MODIFICATION

The Board of Directors reserves the right to amend or modify this Policy in whole or in part, at any point of time, if required. However, no modifications shall be effective which are in contravention with the Companies Act or any other applicable laws.

11. CONFIDENTIALITY

The Company, through this policy, gives assurance to every Employee that complete confidentiality will be ensured by the Company in respect of the disclosures made by a Whistle Blower and investigations thereon. For this purpose, the Whistle-Blower is therefore requested to make it clear at the time of making any disclosures that the disclosures are being made under this policy.

12. DISCLOSURE

The company shall display this Policy on its website.
