



RAMA VISION LIMITED

VIGIL MECHANISM CUM WHISTLE BLOWER POLICY

Formerly known as Whistle Blower Policy

(Last updated on 17th May, 2023)

1. Preface

Section 177 of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 requires every listed company to establish a Vigil Mechanism for the Directors and Employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. Accordingly, this Vigil Mechanism Cum Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for Directors and Employees of the Company (hereafter referred to as "Company", "RVL", "Rama Vision Limited") to approach the Chairman of the Audit Committee of the Company or the Director nominated to play the role of Audit Committee as the case may be, in exceptional cases to, inter alia, report the instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct.

2. Definitions

The definitions of some of the key terms used in this Policy are given below.

"Audit Committee" means the Audit Committee of the Company constituted by the Board of Directors of the Company in accordance with Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Employee" means every permanent employee of the Company including the Directors in the employment of the Company.

"Investigators" means those persons authorized, appointed, consulted or approached by Chairman & Managing Director or Audit Committee and include the auditors of the Company and the police.

"Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

"Subject" means a person against or in relation to whom a protected disclosure has been made or evidence gathered during the course of an investigation.



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"Vigilance Officer/ Vigilance Committee" shall mean a person authorized by the Audit Committee to receive any Protected Disclosure and to maintain the records from Whistle Blowers and to place same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof. Audit Committee shall act as the Vigilance Committee till such time a separate Vigilance Committee is appointed.

"Whistle Blower" means a director or an employee of the company making a protected disclosure under this Policy and may also be referred in the Policy as "Complainant".

3. Scope

The Policy is in addition to the Code of Conduct for the Directors and Senior Management Personnel and covers disclosures of any unethical, improper behaviour or malpractices and events which have taken place or suspected to have taken place involving:

- Breach of Company's code of conduct;
- Breach of business integrity and ethics;
- Breach of terms and conditions of employment and rules thereof;
- Violation of applicable laws to the Company;
- Gross wilful negligence causing substantial and specific danger to the health, safety and environment;
- Manipulation of Company's data and records;
- Perforation of confidential/proprietary information;
- Gross wastage/ misappropriation of Company's funds and/or assets;
- Any incidence of harassment of any employee of the company based on caste, colour, creed, religion, faith, disability, sexual orientation, national origin, age, marital status, sex, veteran or citizenship or other characteristics protected by law;
- Any other unethical or improper conduct.

4. Eligibility

All the directors and employees of the Company are eligible to make protected disclosures under the Policy in relation to the matters concerning the Company and, in any matters, as laid in above.

5. Disqualifications

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.

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.



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Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further protected disclosures under this Policy. In respect of such Whistle Blowers, the Company/ Audit Committee or the director nominated to play the role of audit committee would reserve its right to take/ recommend appropriate disciplinary action against the whistle blower including reprimand.

6. Procedure

All the Protected Disclosures should be addressed to the Chairman of the Audit Committee. The Whistle Blower may also send copy to the Chairman & Managing Director of the Company, if the Whistle Blower is comfortable with this, in the interest of speedier enquiry. The contact details of the Chairman – Audit Committee and Chairman & Managing Director of the Company are as under:

1) Mr. Shyam Sunder Lal Gupta
Chairman of Audit Committee
Rama Vision Limited
Rama House, 23, Najafgarh Road
Industrial Area Shivaji Marg, New Delhi-110015
Email ID: sslguptalegal@gmail.com

2) Mr. Satish Jain
Chairman & Managing Director
Rama Vision Limited
Rama House, 23, Najafgarh Road
Industrial Area Shivaji Marg, New Delhi-110015
Email ID: sjain@ramavisionltd.com

Protected disclosures should preferably be reported in writing 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 Hindi or in the regional language of the place of employment of the Whistle Blower.

The protected disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee / Chairman & Managing Director, as the case may be shall detach the covering letter and if deemed fit, forward the protected disclosure for investigation.



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Protected disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

The Whistle Blower must disclose his/her identity in the covering letter forwarding such protected disclosure.

Anonymous disclosures will in general not be entertained by the Chairman – Audit Committee and/or Chairman & Managing Director as it would not be possible for it to interview the Whistle Blowers. In exceptional cases, solely at the discretion of the Chairman of Audit Committee, investigation may be taken even of anonymous complaints, if adequate verifiable facts are given in the complaint, as determined by Chairman of Audit Committee.

7. Investigation

All protected disclosures reported under this Policy will be thoroughly investigated by the Chairman of Audit Committee and/ or Chairman & Managing Director of the Company who will investigate/ oversee the investigations under the authorization of the Audit Committee.

If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.

The Chairman – Audit Committee and/or Chairman & Managing Director of the Company may at its discretion, consider involving any Investigators, who are internal or external to the company, for the purpose of investigation.

The decision to conduct an investigation taken by the Chairman of Audit Committee and/or Chairman & Managing Director of the Company is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.



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Subjects shall have a duty to co-operate with the Chairman of Audit Committee and/ or Chairman & Managing Director of the Company or any of the Investigators during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or Chairman of Audit Committee and/or Chairman & Managing of the Company and/ or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit.

8. Protection

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a protected disclosure under this Policy. Rama Vision Limited, as a policy, condemns 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. 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.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons



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outside the control of the Chairman of Audit Committee and/or Chairman & Managing Director of the Company (e.g. during investigations carried out by Investigators).

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

9. Investigators

Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Chairman of Audit Committee and/or Chairman & Managing Director of the Company when acting within the course and scope of their investigation. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

Investigations will be launched only after a preliminary review which establishes that:

- (i) the alleged act constitutes an improper or unethical activity or conduct, and
- (ii) either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

10. Decision

If an investigation leads the Chairman of Audit Committee and/or Chairman & Managing Director of the Company to conclude that an improper or unethical act has been committed, the Chairman of Audit Committee and/or Chairman & Managing Director of the Company shall direct the management of the Company to take such disciplinary or corrective action as the Chairman of Audit Committee and/or Chairman & Managing Director of the Company deems 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.

11. Reporting

The Audit Committee shall submit a report to the management about all protected disclosures referred to him/her since the last report together with the results of investigations, if any.



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12. Retention of documents

All protected disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

13. Confidentiality

The Complainant, Vigilance Officer, members of the Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this Policy for completing the process of investigations.

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. However, no such amendment or modification will be binding on the Directors and Employees unless the same is notified to the Directors and Employees in writing.

The above shall form part of the present employment and other personnel policies of the Company.


SATISH JAIN
CHAIRMAN & MANAGING DIRECTOR