



ROSSELL TECHSYS LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

(Effective from September 25, 2024)

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1. PREFACE:

Rossell Techsys Limited (“RTL”/ “Company”) believes in conducting its business in a fair and transparent manner and has adopted the code of ethics which lays down the principles and standards that govern the actions of the Company, its stakeholders, and its employees. The role of Directors, Employees, and stakeholders in identifying and reporting any violations of the code is crucial.

Further, Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) mandates that all listed companies establish a Vigil Mechanism/ Whistle Blower Mechanism. This mechanism is intended for directors and employees to report concerns related to unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy.

Vigil Mechanism as envisaged in the Companies Act 2013 and the Rules prescribed is implemented by the Company through the Whistle Blower Policy.

This Policy aims to provide a channel for employee(s) to raise concerns that may have grave impact on the operations, performance, value and the reputation of the Company. It also empowers the Audit Committee of the Board of Directors to investigate the concerns raised by the employees.

2. APPLICABILITY:

This Policy applies to all employees and consultants (part-time, full time and temporary employees) whether in India or out of India. Any violations of this policy will result in appropriate disciplinary action.

3. DEFINITIONS:

- i. **“Alleged Wrongful Conduct”** means violation of applicable laws, the Company’s code of conduct or ethic policies, mismanagement of funds, actual or suspected fraud, substantial and specific danger to public health and safety, abuse of authority or any illegal acts.
- ii. **“Audit Committee”** means the committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act 2013 and the rules made thereunder.
- iii. **“Compliance Officer”** means the company secretary of the Company who may be designated as the Compliance Officer under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- iv. **“Code of Conduct”** means the Code of Business Conduct and Ethics.
- v. **“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 the official duties or any such action deemed appropriate considering the gravity of the matter.

- vi. **“Employee”** means every employee of the Company (whether working in India or abroad), including contractual employees and the directors in the employment of the Company.
- vii. **“Investigators”** mean those persons authorised, appointed, consulted or approached by the Chairman of the Audit Committee to investigate the protected disclosure and includes the auditors of the Company and the police.
- viii. **“Protected Disclosure”** means, a concern(s) raised through a written communication made in good faith that discloses or demonstrates information that may evidence improper practice. Protected Disclosures should be factual and not speculative in nature.
- ix. **“Policy”** or **“this Policy”** means, the “Whistle Blower Policy.”
- x. **“Subject”** means, a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence is gathered during the course of an investigation under this Policy.
- xi. **“Unethical and Improper Practices”** includes –
- Criminal offence (e.g. fraud, corruption or theft) committed or likely to be committed
 - Breach of client promises by the Company
 - Unauthorised use of Company funds. Failure to comply with legal or regulatory obligations
 - Sexual or physical abuse/harassment of a member of staff, service recipient or service provider
 - Actions which endanger the health or safety of employees or the public
 - Any other form of improper action or misconduct
 - Information relating to any of the above deliberately concealed or attempts being made to conceal the same;
 - Discrimination against a member of staff, service recipient or service provider based on sex, caste, religion or disability
 - Abuse of Authority
 - Negligence causing substantial and specific danger to public health and safety
 - Financial irregularities, including fraud, or suspected fraud;
 - Pilferation of confidential/proprietary information
 - Acts that do not conform to ‘approve standards’ of social and professional behaviour.
- xii. **“Whistle-blower”** means an individual who discloses in good faith any unethical & improper practices or alleged wrongful conduct by making a Protected Disclosure under this Policy.

4. PROTECTION TO WHISTLE BLOWERS:

- i. The Company shall ensure that no adverse action is taken or recommended against the Whistle blower / Complainant in retaliation for their disclosure of any unethical and improper practices or alleged wrongful conduct.

- ii. This Policy protects director(s) and employee(s) from unfair termination, harassment, and unfair prejudicial employment practices. Any abuse of this protection will warrant disciplinary action.
- iii. No unfair treatment will be meted out to a discloser for his/her having made a protected disclosure pursuant to this policy.

5. DUTIES & RESPONSIBILITIES:

i. Whistle-Blower

- Bring to the attention of the Company any improper practice the Whistleblower becomes aware of. While the Whistleblower is/ are not required to provide proof, the Whistleblower must have sufficient cause for concern.
- Follow the procedures prescribed in this Policy for making a protected disclosure.
- Co-operate with the investigating authorities during the investigation.
- Maintain confidentiality of the subject matter of the disclosure and the identity of the persons involved in the alleged improper practice. Breaching confidentiality could forewarn the subject and result in the destruction of important evidence.
- Document any concerns, observations, or evidence related to the improper practice to the best of their ability.
- Act in good faith and without malice when making a disclosure. False allegations made with malicious intent will not be tolerated and may result in disciplinary action.
- Not retaliate against any individual involved in the investigation process, regardless of the outcome.

ii. Chairperson of Audit Committee and Audit Committee

- Conduct the enquiry in a fair, unbiased manner
- Perform thorough and complete fact-finding to gather all relevant information
- Maintain confidentiality of the inquiry and the identities of those involved
- Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom,
- Recommend appropriate course of action - suggest disciplinary action, including dismissal if necessary and preventive measures to avoid future occurrences,
- Minute the committee deliberations and document the final report.

iii. Compliance Officer

- The Compliance Officer shall provide comprehensive assistance to the Audit Committee and its chairperson to conduct the investigation related to any complaint under this Policy. This includes assisting the Chairperson of the Audit Committee in holding any enquiry, finalizing the fact finding process and reporting the findings to the Board of Directors of the Company.

iv. Directors & Employees

- All directors, employees and managers have a duty to cooperate with the proceedings of the investigation of a complaint. Failure to cooperate or to deliberately provide false information during an investigation will result in disciplinary action, including termination of services from the Company.
- Everyone working for or with the Company has a responsibility to cooperate in the investigation of reports of violations. The Company reserves the right to access all relevant property in the investigation including the Company Laptop, Mobile Phones both Company issued and Personal. Non-cooperation or deliberate misinformation during an investigation may lead to disciplinary action, including potential termination of employment.
- Individuals who are requested by the Chairperson of Audit Committee or the Audit Committee for interviews must be available at reasonable times and provide the necessary co-operation for the investigation.

6. PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES:

- i. A protected disclosure and other communication should be made in writing by email addressed to the Chairperson of the Audit Committee and the Compliance Officer in the following email-ids:
 - Chairperson of the Audit Committee: aghei56@gmail.com
 - Compliance Officer: cs@rosselltechsys.com
- ii. The following details must be mentioned by the Whistle Blower in the protected disclosure:
 - Name, address and contact details of the Whistle-blower;
 - Brief description of the Improper Practice, including the names of individuals alleged to have committed or about to commit an improper practice.
 - Specific details such as time and place of occurrence
 - If submitting by letter, the Protected Disclosure should be sealed in an envelope marked "Whistle-blower" and addressed to the Chairperson of Audit Committee.
 - If submitting by e-mail, the Protected Disclosure should be marked "Confidential", with subject line containing "Whistle-blower" and addressed to the Chairperson of Audit Committee.
- iii. The Chairperson of Audit Committee shall acknowledge the receipt of the Protected Disclosure as soon as practically possible (preferably within **30 days** of receipt of a protected disclosure), where the Whistle-blower has provided his/her contact details.
- iv. If any member of the Committee has a conflict of interest in a particular case, they will recuse themselves from the proceedings. The remaining members of the Committee would deal with the matter on hand.
- v. All protected disclosures received by the Chairperson of the Audit Committee will be promptly and thoroughly investigated. Confidentiality will be maintained throughout the investigation, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable laws.

- vi. The Chairperson of the Audit Committee, either personally, in conjunction with the Compliance Officer or by appointing an Investigator with the assistance of the Compliance Officer will determine the validity of the allegations made in the protected disclosure and whether they constitute an Improper Practice. This process will involve discussions with other members of the Audit Committee.
- vii. The employee/s against whom the complaint has been made shall be informed of the allegations and provided the opportunities to present facts and information to defend their case, subject to legal constraints.
- viii. If the Chairperson of Audit Committee determines that the allegations do not constitute an Improper Practice, they will document this finding with reasons and communicate the same to the Whistle-blower.
- ix. If the Chairperson of Audit Committee determines that the allegations constitute an Improper Practice, they will proceed to investigate the Protected Disclosure with the assistance of the Audit Committee. The Committee may involve the Compliance Officer, internal auditor and a representative of the relevant division or department where the breach has occurred, as deemed necessary.
- x. If the alleged Improper Practice is required by law to be addressed through a different mechanism, the Chairperson of Audit Committee shall refer the Protected Disclosure to the appropriate authority designated by such a mechanism and seek a report on the findings from that authority.
- xi. The Audit Committee shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Board of Directors as soon as practically possible. In any case, this report must be submitted no later than **90 days** from the date of receipt of the Protected Disclosure or within such additional time as may be required based on the circumstances of the case.
- xii. The report of the investigation findings shall include the following –
 - A detailed account of the facts related to the matter under investigation.
 - Information on whether the same Protected Disclosure was raised previously by anyone and if so, the outcome of the previous disclosure.
 - Whether the financial / otherwise loss which has been incurred / would have been incurred by the Company.
 - Findings of the investigation carried out by the Investigator/ Chairperson of the Audit Committee
 - Recommendations of the Chairperson of the Audit Committee.

7. RETENTION OF DOCUMENTS:

- i. All documents related to reporting, investigation and enforcement pursuant to this Policy shall be retained in accordance with the Company's record retention policy and applicable laws.
- ii. The Investigator / Chairperson of the Audit Committee shall have the authority to request for any information or documents and to examine any employee of the Company or other person(s), as deemed appropriate for the purpose of conducting the investigation.

- iii. A report shall be prepared after completion of investigation and the Chairperson of the Audit Committee shall document the findings. All discussions and the proceedings would also be documented, and the final report shall be prepared subsequently. The decision of Chairperson of the Audit Committee shall be final and binding.

8. SECRECY / CONFIDENTIALITY

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

- a. Maintain complete confidentiality and secrecy of the matter.
- b. Refrain from discussing the matter in any informal or social gatherings or meetings.
- c. Discuss the matter only to the extent necessary with the individuals directly involved in completing the process and investigations.
- d. Ensure that all the documents are not left unattended anywhere at any time and that electronic mails and files are secured with password.

Failure to comply with these requirements may result in disciplinary action deemed appropriate by the Company.

9. POLICY REVIEW & MODIFICATION:

The provisions of this Policy can be altered, added to, varied, or substituted from time to time in order to comply with any laws/rules/regulations that come into effect from time to time and at any time only after prior approval of the Compliance Officer and the Audit Committee of the Company.

Note: This policy has been approved by the Board of Directors of the Company at its meeting held on September 25, 2024 and shall be effective from September 25, 2024.
