

WHISTLE BLOWER POLICY

1. Objectives of Policy:

RITES Limited, is committed to maintain highest ethical, moral and legal standards in conduct of its business in a transparent manner. The policy aims to provide an opportunity to its employees to “Blow a Whistle” (make a protected disclosure) against any activity which is unethical or contrary to established practices of the Company with immunity from victimization, harassment or reprisals.

2. APPLICATION:

The Policy shall be applicable to employee(s) of RITES Limited, making a disclosure who is hereinafter referred to as a “whistle blower”.

3. Definitions:

Unless the context otherwise requires:

- (i) “Board” means Board of Directors of the Company;
- (ii) “Complaint” means the complaint or concern raised by an employee under this Policy;
- (iii) “Company” means RITES Limited;
- (iv) “Disciplinary action” means any action under RITES Limited. (Conduct, Discipline & Appeal) Rules, 1980 or such action as considered appropriate in respect of an employee not covered under RITES D&AR Rules;
- (v) “Employee” means an employee of the RITES Limited.;
- (vi) “Chairman and Managing Director” means Chairman and Managing Director of the Company,
Note: The term Chairman and Managing Director shall include an officer duly appointed to act as Chairman and Managing Director in the absence of Chairman and Managing Director;
- (vii) “Protected Disclosure” means a disclosure or complaint made or concern raised under this policy;
- (viii) “Whistle Blower” means the employee who has made the protected disclosure under this Policy;

4. Protection:

- (i) The identity of the whistle blower shall be kept confidential unless he himself has made the details of the disclosure either public or disclosed his identity to any other office or authority.
- (ii) Any other employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as whistle blower.
- (iii) No unfair treatment shall be meted out to a whistle blower by virtue of his/her having report a protected disclosure under this Policy. Complete protection will be given to the whistle blower against any

unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer demotion, refusal of promotion, discrimination, any type of harassment, biased behavior 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.

5. Procedure:

- (i) Any employee can make a disclosure or complaint about unethical, actual or suspected fraud or violation of Company's general guidelines on conduct or ethics policy of the Company.
- (ii) Though the whistle blower is not expected or required to provide irrefutable proof of veracity of the allegation(s), he shall be expected to provide as much information as is available with him to demonstrate that there are good and sufficient reasons/grounds for the complaint or concern.
- (iii) The disclosure should be carefully worded so as ***not to give any details or clue as to his/her identity***. However, the details of the disclosure should be specific and verifiable.
- (iv) The disclosure shall be made in sealed cover and addressed as under:-

Protected disclosure under Whistle Blower Policy to be opened by Addressee only.

**Shri Rahul Mithal
Chairman and Managing Director
RITES Limited,
RITES Bhawan,
Plot No. 1, Sector-29,
Gurgaon (Harayana) – 122001
Email ID: cmd@rites.com**

Protected disclosure in exceptional circumstances be made to the Chairman Audit Committee at the following Address

**Dr. Dineshananda Goswami
Independent Director
Chairman, Audit Committee
H. No- P/36, J- Road, Bistupur,
Jamshedpur, Jharkhand, India-831001
Email ID: d.goswamibjp@gmail.com**

- (v) The protected disclosure shall be received in Receipt & Dispatch Section at ROC-I at Gurgaon. It will be responsibility of the In-charge of the R&I Section to maintain a separate register for the same and to deliver all such protected disclosures immediately thereafter to the Chairman and Managing Director against proper receipt in the Register.

- (vi) The whistle blower should give his/her name, address etc. either at the top or at the bottom of the disclosure or on an attached sheet. Each page of the protected disclosure should be initialed at the bottom.
- (vii) To protect the identity of the whistle blower no receipt will be issued. The Complainants /whistle blowers in their own interest are advised not to enter into any further correspondence in this regard. It will be ensured that necessary action is taken on all complaints received under this Policy. If any further clarification is required, contact will be made with the whistle blower.

6. Investigation:

All disclosures so received shall be looked into by the Chairman and Managing Director. The Chairman and Managing Director may entrust investigation to any person, specialist within the Company or the Chief Vigilance Officer, ensuring that the identity of the whistle blower and the subject matter shall not be disclosed. A written report of the findings shall normally be made within one month.

7. Result of Investigations:

On the basis of the enquiries/investigations made into the disclosure by the Chairman and Managing Director necessary and appropriate action shall be initiated by the Chairman and Managing Director / Competent Authority against responsible officials. Preventive measures to prevent re-occurrence of the subject matter or allied matters of the disclosure or any other action as considered necessary shall also be taken by the Chairman and Managing Director/Competent Authority.

8. Reporting to the Board:

An yearly report of the disclosures received under this Policy shall be submitted to the Board of Director of the Company (RITES Limited)

9. Restrictions:

- (i) Anonymous or pseudonymous complaints shall not be investigated under this policy;
- (ii) The complaint should not be frivolous or based on conjectures or hearsay;
- (iii) Complaints made with malafide intentions will not be entertained;
- (iv) The complaint should not relate to personal service grievances;
- (v) Complaints made using derogatory or defamatory language against officers, employees or stake holders of the Company;

Note: - Any violation of the above shall invite D&AR action or such action as considered appropriate in respect of an employee not governed by D&AR Rules.

10. Penalty for disclosure of Information or Identities:

Any person found guilty for disclosure of information contained in the protected disclosure or the identity of the whistle blower shall be liable to disciplinary proceedings in accordance with the provisions of the RITES Limited (Conduct, Discipline & Appeal) Rules, 1980 or such action as considered appropriate in respect of an employee not governed by D&AR Rules.