



**RAMSONS PROJECTS LIMITED**

**Policy on Whistle Blower**

*Ramsons Projects Limited*

## 1. Preface

- a) Ramsons Projects Limited (The “Company”) believes in conducting its business in a fair and transparent manner and adoption of highest standards of professionalism, honesty, integrity and ethical behavior. The Company intends to prevent the occurrence of any actual or potential un-ethical practice and violation of code of conduct of the Company. Company respects and undertakes to comply with all applicable rules and regulation with true letter and spirit. Company has decided to device and adopts the vigil mechanism in line with the Company’s Code of Conduct and Ethics Policy which can be referred to as the Whistle Blower Policy.
- b) The Policy provides a platform to Directors, Employee and Stakeholders of the Company to raise genuine concerns and grievances by anonymously or internally disclosing the information or concern which they believe to be serious or wrong doing or fraudulent in nature etc. within the Company or in the dealings of Company with other parties and which constitutes the violation of company’s code of conduct and ethics or any other vigilance policy of the Company (hereinafter referred to as ‘Concern’), without any fear of reprisal or victimization.
- c) Every Employee, Stakeholder and Director of the Company shall promptly report, to the concerned person/committee authorized, any violation of Ethics or an event of non-compliance with law that would harm the business or reputation of the Company.
- d) Section 177 of the Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 lays down the obligation to establish a Vigil Mechanism/Whistle Blower Policy for its Directors and Employees. To provide a platform to report to the management any suspected instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or voice any other concern in responsible and effective manner. The vigil mechanism is required to provide adequate safeguards against victimization of person who uses such mechanisms and comes forward to voice any concern and also to ensure direct access to the Chairman of the Audit Committee.
- e) The Management may appoint an Ethics Counselor to assist in the administration of the Whistle Blower Policy.

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## 2. Definitions

The definitions of some key terms used in this policy are given below:

- a) **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **“Board”** means Board of Directors of Company.
- c) **“Compliance Officer”** means Company Secretary cum Compliance Officer of the Company.
- d) **“Company”** means Ramsons Projects Limited.
- e) **“Employee”** means permanent employee of the Company.
- f) **“Investigators”** means those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee and include the auditors of the Company.
- g) **“Disclosure/Protected Disclosure”** means any communication made in good faith by any Employee or Director of Company that discloses or demonstrates information that evidences unethical or improper activity in Company.
- h) **“Subject”** means a person(s) against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of investigation.
- i) **“Whistle Blower”** means a person making a Protected Disclosure under this policy.
- j) **“Fraud”** means any act, omissions or concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the Company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.

\*The Terms not defined in this policy shall have the meaning assigned to them in Company’s Code of Conduct and Ethics Policy or in laws applicable on the Company.

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### **3. Applicability**

This Policy shall be applicable to all Directors, Permanent Employees and Consultants of the Company, including advisors, in-house consultants. This Policy shall also apply to third parties with any commercial dealings with the Company, including vendors, service providers, partners, joint venture employees and customers.

### **4. Scope**

- a) The Policy is a channel and platform to reinforce a robust implementation of the Company's code. Through this policy, the Company seeks to provide a procedure for all the Employees (and Directors) of the Company to disclose any unethical and improper practice taking place in the Company for reporting and further appropriate action against the same.
- b) The Company provides necessary safeguards to all Whistle Blowers for making protected disclosures in good faith.
- c) Protected Disclosures will be appropriately dealt by Audit Committees and/or Compliance Officer, as the case may be. The Audit Committees and/or Compliance Officer may either undertake the investigation itself or may, at its sole discretion, forward it to the Investigators for Investigation.

### **5. Procedure**

- a) All Protected Disclosures concerning financial/accounting matters shall be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b) All Protected Disclosures concerning unethical or improper activity shall be addressed to the Compliance Officer for investigation.
- c) If a Protected Disclosure is received by any employee of the Company other than the Authorized Person or Committee, the same shall be forwarded to the Authorized Person or Committee as the case may be for further appropriate action.
- d) Protected Disclosures shall be reported in writing as soon as possible but no later than 30 days after he becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.

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- e) The Protected Disclosure shall be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Respective Committee or Compliance Officer or Authorized Person, as the case may be, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation, where the investigation is entrusted by the Respective Committee or Compliance Officer to the Investigator.
- f) Protected Disclosures shall 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.
- g) The Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures, as a rule, will not be entertained.
- h) If the Compliance Officer or any of the members of the Audit Committee has a conflict of interest in a Protected Disclosures, he shall excuse himself/herself and the other members of the Audit Committees shall deal with the same.

#### **Contact Details**

All suspected violation is to be reported to either Mail ID of Compliance Officer or by sending a letter to the Compliance Officer of the Company at the below mentioned address:

**Compliance Officer**  
**Ramsons Projects Limited**  
**Ground Floor, Tower-B, Medanta-the Medicity**  
**Sector-38, Gurgaon-122001**

Or in case of an escalation a letter shall be sent and copy to the Chairman or whole of the Audit Committee at the below mentioned address:

**(Chairperson)**  
**Audit Committee**  
**Ramsons Projects Limited**  
**05<sup>th</sup> Floor, Tower-B, Medanta-the Medicity**  
**Sector-38, Gurgaon-122001**

The letter shall be sent in sealed envelope with direct delivery to the Concerned Person.

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## 6. Investigation

- a) The identity of the Subject and the Whistle Blower shall be kept confidential to the extent possible unless mandatorily required to be disclosed by law or on order of a Court. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Compliance Officer or Audit Committee (e.g. during investigations carried out by Investigators).
- b) Subject shall be informed of the allegations at the appropriate stage and will have opportunities for providing his inputs/explanation during the investigation, including an appropriate opportunity of being heard.
- c) Subject shall have a duty to co-operate with the Compliance officer or Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- d) Subject has a right to consult with a person or persons of his/her choice, other than the Investigators and/or members of the Audit Committee and/or the Compliance Officer.
- e) Subject shall not interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witness(s) shall not be influenced, coached, threatened or intimidated by the Subject.
- f) Unless there are compelling reasons not to do so, Subject shall 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 evidence in support of the allegation.
- g) Subject shall have the right to be informed of the outcome of the investigation.
- h) The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure. Where the investigation is conducted by the Ethics Committee, a report shall be prepared by it upon completion of the investigation and submitted to the Chairman of the Audit Committee who shall consider the same.

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## **7. Protection**

- a)** No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted or followed against Whistle Blower(s). The Company shall take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- b)** A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee or Compliance Officer who will have the same investigated and recommend suitable action to the management.
- c)** Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower is under Clause 6(a).

## **8. Investigators**

- a)** Investigators shall conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Respective Committees when acting within the course and scope of their investigation.
- a)** 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, ethical behavior, and observance of legal and professional standards.
- b)** Investigations will be launched only after a preliminary review which prima facie establishes that:
  - 1) The alleged act may constitute an improper or unethical activity or conduct, and
  - 2) 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.

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## **9. Decision**

If an investigation leads the Respective Committee to conclude that an improper or unethical activity has been undertaken, the concerned Committee shall recommend to the management of the Company to take such disciplinary or remedial action as the concerned Committee deems fit. It is clarified that any disciplinary or remedial 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.

## **10. Reporting**

The Chairman of the Audit Committee and Compliance Officer of the Company shall report to the Board periodically about all Protected Disclosures referred to them together with the results of investigations.

## **11. Retention of Documents**

All documents related to reporting, investigation and other related documents shall be kept in accordance with the Company's records retention policy and applicable law.

## **12. Amendment**

The Company reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. The Ethics Committee/ Audit Committee shall also review the Policy and suggest amendments to make it responsive and relevant to the changing times.