

Subject: Vigil Mechanism / Whistle Blower

Section 177(9) of the Companies Act, 2013, provides that the Companies which have borrowed money from Bank/s or financial companies in excess of Rs. Fifty Crores shall establish a vigil mechanism for their Directors or Employees to report their genuine grievances.

Rubamin Private Limited (hereinafter referred to as "RPL" or "Company") believes in conducting its affairs in fair and transparent manner, by adopting the highest standards of professionalism, honesty, integrity, and ethical behavior. The organization is committed to comply with the laws and regulations to which it is subject. For this, it has put in place systems, policies, and processes to interpret and apply these laws and regulations in the organizational environment. These would help to strengthen and promote ethical practices and ethical treatment of all those who work in and with the organization.

The organization's internal controls and operating procedures are intended to detect and prevent improper activities. However, even the best of systems and controls cannot provide absolute safeguards against irregularities, Intentional and unintentional violations of the organization's policies could occur.

A vigil mechanism envisages provision of adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

Under these circumstances, the Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

POLICY OBJECTIVES

- The Company is committed to adhering to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its Employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.
- A Vigil (Whistle Blower) mechanism provides a channel to the Employees and Directors to report the concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct, or all policies including but not limited to Anti-bribery Anti-corruption Policy, Conflict Minerals Policy, Sustainable Sourcing Policy etc. The mechanism provides for adequate safeguards against victimization of employees and directors. The victims can avail of the mechanism which provides for direct access to the Authorized Official / CFO/ Director / Managing Director/ Chairman & Managing Director and the Chairman of the Audit Committee in exceptional cases.

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RUBAMIN PRIVATE LIMITED

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- This neither releases Employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and/or colleagues in general.

Definitions

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

1. Whistle blower/ Vigil Mechanism:

Whistle blower is a mechanism whereby an individual Employee, Director, business associate or a customer of the organization, makes a Protected Disclosure, keeping the organization's interests in mind.

2. Employee:

Every Employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

3. Protected Disclosure:

Any communication made in good faith that discloses or demonstrates an intention or evidence of an ongoing spurious / unethical activity or any condition that may prevent occurrence of such activities.

4. Subject:

A person against or in relation to whom a Protected Disclosure has been made or evidence gathered during an investigation.

5. Audit Committee:

Means a committee constituted by the Board of Directors of the Company in accordance with the provisions of S. 177 of the Companies Act, 2013.

6. Investigators:

Authorized persons, Consultants, Managing Directors, Chairman of the Audit Committee -Includes the Auditors of the Company and the police.

Eligibility:

All Employees, Directors, business associates or a customer of the organization, are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.