RABARA INDIA PRIVATE LIMITED

Corporate Identity Number: U13999GJ2026PTC183103

VIGIL MECHANISM / WHISTLE BLOWER POLICY
FOR DIRECTORS AND EMPLOYEES

A. Preamble

Rabara India Private Limited (the "Company") is committed to the highest standards of ethical, moral and legal conduct of business operations. Unethical behavior, fraud, violation of the Codes of conduct or policy, or leak of unpublished price sensitive information pertaining to the company can lead to damage of the Company's activities and reputation.

The Company encourages all its employees including Directors to report in good faith without fear of punishment or unfair treatment, on actual or suspected actions due to dishonesty that require combating practices to safeguard Company's integrity.

The Company has therefore, formulated a policy to enable employees of the Company to report to the management instances of fraud or violation of the Company's code of conduct or ethics policy and lays down the principles and standards that should govern the actions of the Company and their employees. Any actual or potential violation of the policy howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Accordingly, the Board has adopted the following Vigil Mechanism/Whistle Blower Policy for Directors and Employees ("Code").

B. Basic Guidelines

The Code has been framed and adopted by the Company in compliance with the provisions of Section 177(9) of the Companies Act, 2013 (the "Act") read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 (the "Rules") which requires mandatory establishment of vigil mechanism for the directors and employees of the Company to report their genuine concerns in the prescribed manner.

Reference to statutory provisions or regulations shall be construed as meaning and including references to any amendment or re-enactment and any amendments to any statutory provisions or regulations or clarifications applicable to the Code shall automatically be deemed to be included in the Code, without any further amendment of the Code by the Board or relevant committee of the Board.

C. Object

The Policy is defined to:

a) provide a framework for a fair and efficient way of dealing with whistleblowing incidences by respecting the rights of all parties involved;

b) transparently communicate Company’s investigation process on such reporting;

c) assure the whistle blower (one who reports in good faith) on utmost confidentiality and effective protection against any retaliation or reprisals, whether actual or threatened, as a result of whistleblowing;

d) affirm direct access to the Managing Director / Chairman of the Audit Committee in exceptional cases.

D. In scope

Concerns about misconduct / malpractices as broadly categorized but not limited to under the section in this document – ‘Whistleblowing Complaints’ - committed by the employees of the Company while inside or outside of all the Company’s premises, which can impact company’s integrity, ethics and governing law of land where it operates.

E. Out scope

Everyday team or operational concerns, which can be resolved through discussion with immediate superiors or next level management, are not included in.

F. Laws and Regulations

a) Section 177(9) of the Act and Rule 7 of the Rules requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the employees and directors to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("Directors and Senior Management Code"), which lays down the principles and standards that should govern the actions of the Company and its employees.

b) Regulation 4(2)(d)(iv) the Listing Regulations inter alia, provides all listed companies to establish a Vigil Mechanism for directors and employees to report genuine concerns.

c) Regulation 9A (6) of the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015 ("Insider Trading Regulations") requires that every listed company establishes a Whistle Blower Policy ("Policy") for the purposes of reporting instances of leak of unpublished price sensitive information.

G. Related reference documents

(i) Code of Conduct for Directors and Senior Management Executives

(ii) Internal Procedures and Conduct for Prevention of Insider Trading Policy

(iii) Policy on Prevention of Sexual Harassment at Workplace

H. Definitions and Interpretation

In this Code, words and expressions shall have the meaning assigned to them below:

"Alleged wrongful conduct" shall mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, leak of unpublished price sensitive information as defined under the Insider Trading Regulations, substantial and specific danger to public health and safety or abuse of authority.

"Board" shall mean the Board of Directors of the Company;

"Directors" shall mean all the members of the Board of Directors of the Company, including the Independent Directors.

"Code" shall mean Code of Conduct for Directors and Senior Management Executives adopted by the Company.

"Company" shall mean Rabara India Private Limited.

"Audit Committee" shall mean a committee constituted by the Board of Directors of the Company in accordance with the Act.

"Employee" shall mean all the present employees and Directors of the Company (including outsourced, temporary and on contract personnel, director and/or third-party engaged by or on-behalf of the Company, whether working in India or abroad).

"Good Faith": An employee shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

"Policy" shall mean this Vigil Mechanism / Whistle Blower policy.

"Vigilance Officer" shall mean an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

"Protected Disclosure" shall mean a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information that may evidence unethical or improper activity under the title "Scope of the Policy" with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

"Subject" shall mean a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

"Whistle Blower" means an Employee making a Protected Disclosure under this Policy.

I. Applicability

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures will be in relation to matters concerning the Company.

J. Types of misconduct and complaints

Types of misconducts due to dishonesty that can be reported as Whistleblowing complaints are broadly categorized, but not limited to, as listed below:

1. **Fraud related:** Complaints under this category include acts of financial misconduct such as accounting fraud or Asset related fraud or Breach of Law or Leak of unpublished price sensitive information etc.

2. **Corruption related:** Complaints against staff, contractors, suppliers and borrowers (and / or their affiliates) that can be reported under this category include acts of corruption, bribery, theft etc.

3. **Workplace related:** Complaints under this category includes acts of (a) work-place harassment; (b) sexual harassment including verbal abuse; (c) intimidation/Threatening; (d) conflict of interest (includes gifts, favors and entertainment by / to internal other staff or third-parties); (e) willful negligence of company rules; (f) discrimination on grounds of sex, race or disability or religion (g) Nepotism etc.

4. **Others:** Complaints under this category includes acts of (a) Any illegality or manipulation; (b) Damage to environment; (c) Gross Waste of money, material, time or resources; (d) Abuse of authority; (e) Substantial and specific danger to public health or safety; and (f) Any other activity, which undermines the Company’s responsibility to its stakeholders.

K. Role of a Whistle Blower

The Whistle Blower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigator(s) or finder(s) of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Audit Committee or the Investigator(s). Protected Disclosure will be appropriately dealt with by the Audit Committee.

L. Disqualifications

While it will be ensured that genuine Whistle Blowers are given complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will attract 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. 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 would reserve its right to take/recommend appropriate disciplinary action.

M. Procedure

1. Your raised concern/issue in good faith is a ‘protected disclosure’. Management recommends all employees to have clear understanding of reporting procedure by self, without depending on anybody. This can not only ensure confidentiality for the reporter by not giving any clue to a second person on one’s intention to raise the concern, but also helps on information not getting divulged.

2. All Protected Disclosures should be reported by the complainant at the earliest after the Whistle Blower becomes aware of the issue / concern with clear understanding.

3. The reporting should be either emailed or typed or when written, must be in legible handwriting in English.

4. While submitting the protected disclosure, it is mandatory to super scribe the email or envelop as, ‘Protected disclosure under the Whistle Blower policy’.

5. If the complaint is not super scribed and closed, it will be impossible to upkeep confidentiality and might be treated as normal complaint.

6. The Protected Disclosures can also be reported verbally, either personally or over telephone to the Chairman of the Audit Committee, which should be followed by a written communication. It is suggested that the Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower.

7. The disclosure has to be complete and supported by facts and figures to enable proper scrutiny and investigation. 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 enable proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

8. In order to protect identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainant(s) and they are advised neither to write their name/ address on the envelope nor to enter into any further correspondence with the Vigilance Officer.

9. The Vigilance Officer shall get in touch with the complainant when in need of any further clarification and hence, anonymous / pseudonymous disclosure shall not be entertained by the Vigilance Officer.

10. Name and signature of the complainant or whistleblower must only be on the covering letter.

11. The Vigilance Officer/Managing Director as the case may be, shall detach the covering letter bearing the identity of the Whistleblower and process only the Protected Disclosure.

12. All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Managing Director / Chairman of Audit Committee in exceptional cases.

13. Protected Disclosure against the Vigilance Officer should be addressed to the Managing Director of the Company and the Protected Disclosure against the Managing Director of the Company should be addressed to the Chairman of the Audit Committee.

14. On receipt of the protected disclosure the Vigilance Officer / Managing Director / Chairman of Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not.

15. The initial investigation shall be carried out either by himself or by the assigned Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action.

16. The Audit Committee maintains the record that includes: (a) Brief of concern raised; (b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof; (c) Details of actions taken by Vigilance Officer / Managing Director for processing the complaint; (d) Findings of the Audit Committee; and (e) The recommendations of the Audit Committee / other action(s).

N. Investigation

1. All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation. In case of protected disclosure concerning any leak of unpublished price sensitive information, the procedure to be followed for investigation thereof will be as per the Policy on Procedure and Inquiry in case of Leak of Unpublished Price Sensitive Information of the Company.

2. The Audit Committee may at its discretion, consider involving any Investigator(s) for the purpose of investigation. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Investigator(s) appointed by the Audit Committee who will investigate the matter under the authorization of the Audit Committee.

3. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.

4. The identity of a Subject(s) will be kept confidential to the extent possible keeping in mind the legitimate needs of law and the investigation.

5. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation, after the conclusion of initial review and findings which prima facie establish a need for a formal investigation.

6. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.

7. Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistle Blower.

8. Subject(s) shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

9. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).

10. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong-doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

11. Subject(s) have a right to be informed of the outcome of the investigations.

12. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

13. 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.

14. The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit.

O. Decision reporting

1. If an investigation leads the Vigilance Officer / Managing Director / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance Officer / Managing Director / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem 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.

2. In case of investigation pertaining to leak of unpublished price sensitive information, decision and reporting shall be done in accordance with the procedure prescribed under the Policy on Procedure and Inquiry in case of Leak of Unpublished Price Sensitive Information of the Company.

3. The Vigilance Officer shall submit a report to the Chairman of Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

4. In case the Subject is the Managing Director of the Company and the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

5. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

P. Confidentiality

1. All whistleblowers/complainant should be aware that there are significant rights and protections available to individuals who identify themselves while submitting a Protected Disclosure. These rights and protections may be lost if a Protected Disclosure is on anonymous basis. Therefore, the Company encourages all Employees to identify themselves when making a Protected Disclosure.

2. In responding to Protected Disclosure, the complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall pay due regard to: a) Maintain confidentiality of all matters under this Policy; b) Discuss only to the extent or with those persons as required under this policy for completing the process of investigations; c) Not keep the papers unattended anywhere at any time; and d) Keep the electronic mails / files under password.

Q. Protection

1. The management of the Company and the staff are unanimously committed to this policy. This Whistleblower Policy is intended to encourage and enable all staff to raise serious issues/concerns within the organization for investigation and appropriate action.

2. With this goal in mind, if/when a genuine issue or concern is raised under this policy, the employee who reports will not be threatened, discriminated against or otherwise face retaliation or, undergo adverse employment consequences such as risk of losing his/her job or suffering any detriment (such as reprisal or victimization).

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

4. 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 against Whistle Blowers.

5. 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.

6. The Company will take steps to minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure.

7. Moreover, anyone who retaliates against someone who has reported a concern in good faith has to face discipline-up to violation of code of conduct matrix.

8. 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.

9. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

10. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Audit Committee (e.g. during investigations carried out by Investigator(s)). Provided the reporting is in good

faith (effectively this means honestly), it does not matter if the employee who reports is genuinely mistaken or if there is an innocent explanation for his/her concerns. However, this assurance is not extended to those who maliciously raise a matter they know is untrue.

R. Investigator(s)

Investigator(s) are required to conduct a process towards fact-finding and analysis. Investigator(s) shall derive their authority and rights from the Audit Committee 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. Investigators will 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 a) the alleged act constitutes an improper or unethical activity or conduct and b) the allegation is supported by information specific enough to be investigated.

S. Access to Chairman of the Audit Committee

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

T. Communication

Proof on awareness programs conducted on implementation and sustenance of this framework is always available with the HR department.

U. 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 period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

V. Administration and review of the Policy

The Managing Director and Chairman of Audit Committee of the Company shall be responsible for the administration, interpretation application and review of this policy. The Managing Director and Chairman of Audit Committee of the Company also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

W. 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 Employees and Directors unless the same is notified to them in writing.