



## ROYAL MULTISPORT PRIVATE LIMITED VIGIL MECHANISM/WHISTLE BLOWER POLICY

### 1. **PREAMBLE AND OBJECTIVE:**

ROYAL MULTISPORT PRIVATE LIMITED ("**Company**") considering the interest of all its well-wishers, implements the Vigil Mechanism/Whistle Blower Policy ("**Policy**").

The Company has issued the following policies and codes of conduct for its directors, all its employees, consultants and officials ("**Representatives**"):

- IPL Code of Conduct for Players and team Officials;
- IPL Anti-Racism Policy;
- IPL Anti-Corruption Policy; and
- IPL Anti-Doping Policy.

(together referred to as "**Codes of Conduct**"), which lays down the principles and standards that should govern the actions of the Representatives. Any actual or potential violation of the Codes of Conduct or any other policies or guidelines adopted by the company from time to time, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for access to the Nominated Director (*defined below*) to address the situations of non-compliance.

Further sub-section (9) of section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that the following classes of Companies are required to establish a vigil mechanism.

- Every listed company;
- Every other company which accepts deposits from the public;
- Every company which has borrowed money from banks and public financial institutions in excess of fifty crore rupees.

Under these circumstances, the Company proposes to establish the Policy with a view to provide a mechanism for the Representatives to approach the Nominated Director for the specific purpose of the Policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company encourages its Representatives who have concerns about suspected misconduct to come forward and express these concerns without fear of any nature whatsoever, or fear of any unfair treatment. A vigil mechanism provides a channel to the Representatives to report to the management, concerns about unethical behavior, actual or suspected, fraud or violation of the codes of conduct, guidelines or any policy of the Company.

### 2. **REGULATORY REFERENCES:**

Section 177 of the Companies Act, 2013;  
The Companies (Meetings of Board and its Powers) Rules 2014.

### 3. APPLICABILITY:

The Policy is approved by the Board vide its resolution dated 25<sup>th</sup> June 2021 and shall be effective from 12<sup>th</sup> July 2021.

### 4. SCOPE OF THE POLICY:

All Representatives who are associated with the Company can raise concerns regarding malpractices and events which may negatively impact the Company such as:

- a. Inaccuracy in maintaining the Company's books of account and financial records;
- b. Financial misappropriation and fraud;
- c. Procurement fraud;
- d. Conflict of interest;
- e. False expense reimbursements;
- f. Misuse of Company's assets & resources;
- g. Inappropriate sharing of Company's sensitive information;
- h. Corruption & bribery;
- i. Insider trading;
- j. Unfair trade practices & anti-competitive behavior;
- k. Non-adherence to safety guidelines;
- l. Sexual harassment;
- m. Child Labor;
- n. Discrimination in any form;
- o. Violation of human rights;

and any other matters or activities on account of which the interest of the Company is adversely affected.

For avoidance of doubt, it is hereinafter clarified that the concerns raised by the Representatives can be on any of the above issues in addition to the issues covered in the Company's code of conduct.

### 5. KEY DEFINITIONS:

- a) **"Company"** means Royal Multisport Private Limited.
- b) **"Board"** means the Board of Directors of the Company.
- c) **"Policy or this Policy"** means the Vigil Mechanism/Whistle Blower Policy.
- d) **"Whistle Blower"** is a Representative or a group of Representatives who makes a Protected Disclosure under the Policy.
- e) **"Protected Disclosure"** means a concern raised by a Representative or group of Representatives of the Company, through a written communication and made in good faith which discloses or demonstrates information about an 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.
- f) **"Nominated Director"** means the director nominated by the Board acting as the audit committee for the purpose of vigil mechanism and in case such director nominated by the Board is the subject of the Protected Disclosure, then the Nominated Director would be deemed to be the rest of the directors on the Board acting jointly.

### 6. ELIGIBILITY:



All Representatives are eligible to make Protected Disclosures under the Policy in relation to matters relating to alleged wrongful conduct.

## **7. INTERPRETATION:**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 read along with the rules as amended from time to time.

## **8. GUIDELINES:**

### **a. Protection under Policy:**

The Policy shall provide for adequate safeguards against victimization of the Representatives or such Whistle Blower who avail of the vigil mechanism and report their genuine concerns or grievances.

### **b. Disclosure & Maintenance of Confidentiality:**

For the purpose of the policy, Ranjit Barthakur had been appointed as the Nominated Director. The Representatives shall report through e-mail addressed to [ranjit.barthakur@rajasthanroyals.com](mailto:ranjit.barthakur@rajasthanroyals.com). Confidentiality shall be maintained to the greatest extent possible.

### **c. Frivolous complaints:**

In case of repeated frivolous/ mala fide complaints being filed by a Representative, the Nominated Director may take suitable action against the concerned Representative including reprimand.

## **9. PROCEDURE:**

The Representative shall make a Protected Disclosure to the Nominated Director.

The vigil mechanism shall provide access to the Nominated Director.

The Nominated Director shall appropriately investigate all grievances received and make a record of the Protected Disclosure consisting of:

- i. Brief facts;
- ii. Whether such Protected Disclosure has been raised previously, if so, the outcome thereof;
- iii. Details of the actions taken by the Nominated Director and his findings thereof;
- iv. Recommendations of the Nominated Director

In this regard, Nominated Director may appoint a person/team to investigate into the matter and prescribe the scope and time limit therefore ("**Investigator**").

The Nominated Director shall have right to outline detailed procedure for an investigation.

The Nominated Director/Investigator, as the case may be, shall have right to call for any information/ document and examination of the Representative of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this Policy.



A report shall be prepared after completion of investigation and the Nominated Director shall consider the same.

The decision or direction of the Nominated Director shall be final and binding.

The final decision along with the report shall be submitted to the Board.

The Nominee Director can also suggest alternate methods to investigate and decide on the Prevented Disclosure.

The Contact details for addressing and sending the Complaints is as follows:

**Name: Ranjit Barthakur**

**Designation: Director**

**Contact No.: 022 67060000**

**E-mail Id: ranjit.barthakur@rajasthanroyals.com**

The Representatives can also seek an appointment and have a meeting or discussion followed by a written complaint.

#### **10. INVESTIGATION:**

The Nominated Director shall, no later than 3 days from the date of receipt of such, register the grievance and also set out the procedure to address such grievance.

- a) The investigation would be carried out to determine the authenticity of the allegations and for fact-finding process.
- b) The investigation team should not consist of any member with possible involvement in the said allegation.
- c) During the course of the investigation:
  - The Nominated Director will have authority to take decisions related to the investigation.
  - Any required information related to the scope of the allegation would be made available to the Investigator.
- d) The findings of the investigation should be submitted to the Nominated Director by the investigator with all the supporting documents.
- e) The investigation would require to be completed within a maximum period of 90 (ninety) days from the date of the receipt of the grievance. However, the Nominated Director may subject to the specific facts and issues raised under the grievance extend the investigation process for an additional 90 (ninety) days. Provided however, in no event and under no circumstance will the investigation procedure exceed a total period 180 (one hundred and eighty) days from the date of the receipt of the grievance. On the other hand, if the situation demands, the Nominee Director can also specify a shorter period within which the investigation should be concluded. If the Nominee Director has enough facts and believes that no investigation is warranted, then the Nominee Director can go ahead and decide on the issue. Any such decision will have to be provided within a maximum period of 180 (one hundred and eighty days) from the date of the receipt of the grievance.

#### **11. ROLE OF INVESTIGATOR:**

- a. A structured approach should be followed to ascertain the creditability of the charge.



- b. Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
- c. Provide timely update to the Nominated Director on the progress of the investigation.
- d. Ensure investigation is carried out in independent and unbiased manner.
- e. Document the entire approach of the investigation.
- f. Investigation report including the approach of investigation should be submitted to the Nominated Director with all the documents in support of the observations.

## **12. MAINTAINING SECRECY AND CONFIDENTIALITY:**

Disciplinary action may be initiated against anyone found not complying with the below:

- a. Maintain complete confidentiality and secrecy of the matter.
- b. The matter should not be discussed in social gatherings or with individuals who are not involved in the investigation of the matter.
- c. The matter should only be discussed only to the extent or with the persons required for the purpose of completing the investigation.
- d. Ensure confidentiality of documents reviewed during the investigation should be maintained.
- e. Ensure secrecy of the Whistle Blower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.

For avoidance of doubt, it is clarified that it is paramount for the Company to maintain details off the Whistle Blower as confidential. The Nominee Director will decide on the disclosures on the Whistle Blower on a need-to-know basis. The Nominee Director may keep the identity confidential throughout the process and only disclose the Whistle Blower's identity, if required to do so in pursuance to a court order or as mentioned under clause 13c below.

## **13. 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 against Whistle Blower. 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.
- b. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. 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.
- c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the Whistle Blower will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the Whistle Blower being disclosed, the Nominated Director is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure.
- d. Any Representative assisting in the said investigation shall also be protected to the same extent as the Whistle Blower. Provided however that the Whistle Blower before making a complaint has reasonable belief that an issue exists, and he has acted in good faith. Any complaint not made in good faith as assessed such by the Nominated Director shall be viewed seriously and the Whistle Blower shall be subject to disciplinary action as per the rules / certified standing orders of the



Company. This Policy does not protect the Representative from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this Policy.

- e. A Whistle Blower may report any violations of the above clause to the Nominated Director who shall investigate into the same and recommend suitable action to the management.

#### **14. COMMUNICATION:**

A whistle blower policy cannot be effective unless it is properly communicated to employees. The Representatives shall be informed of this Policy by email and the website of the Company.

#### **15. 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 8 (Eight) years or such other period as specified by any other law in force, whichever is more.

#### **16. RIGHT TO 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 Representatives unless the same is notified to them in writing.

#### **17. INTIMATION:**

The Chief Financial Officer of the Company shall be responsible for intimating to the Representatives of any changes in the Policy. This Policy as amended from time to time shall be disclosed by the Company on its website.

#### **18. TERM OF NOMINATED DIRECTOR**

The Nominated Director shall act in his capacity as the director nominated by the Board for the purpose of vigil mechanism for a period of 3 years. After the expiry of the said period, the Board shall nominate another director or re-nominate that director to act in the capacity of the Nominated Director.