



Reliance Infrastructure Limited

Whistle Blower Policy (Vigil Mechanism)

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1. Objective

This policy is formulated to provide mechanism to stakeholders including employees and Directors to approach the Whistle Blower (Vigil Mechanism) Committee of Reliance Infrastructure Limited ('the Company') and disclose unethical and improper practices or any other alleged wrongful conduct in the Company and to prohibit managerial personnel from taking any adverse personnel action against such complainant.

2. Applicability

This policy applies to all stakeholders including employees and Directors of the Company and its subsidiary companies.

3. Scope of Policy

The policy intends to cover following information on suspected unethical and improper practices or wrongful conduct, which the complainant in good faith believes to exists:

- a. Manipulation of Company data / records
- b. A substantial and specific danger to public health and safety
- c. An abuse of authority
- d. Leaking confidential or proprietary information
- e. Violation of any law or regulations
- f. Gross wastage or misappropriation of company funds/assets
- g. Activities violating policies including Code of Ethics and Conduct

The above list is only illustrative and should not be considered as exhaustive.

4. Procedures

- a. The Board has constituted a three member Ethics Committee for monitoring of the Whistle Blower / Vigil Mechanism consisting of Head of HR, the Company Secretary and Head of Management Audit and Risk Assessment Team which has been entrusted with various functions under this Policy including receipt of disclosures and investigation of matters.
- b. Any complainant who observes any unethical and improper practices or alleged wrongful conduct shall make a complaint to the Ethics Committee in writing as soon as possible but not later than 60 consecutive calendar days after becoming aware of the same and shall furnish as much details and evidence as possible.

- c.
- d. The Committee shall appropriately and expeditiously investigate all reports received.
- e. The Committee shall have right to call for any information / document and examination of any employee of the Company or other person(s) as they may deem appropriate for the purpose of conducting investigation under this policy.
- f. After completion of investigation, a report shall be prepared by Committee and be placed before the audit committee for its consideration
- g. After considering the report, the Audit Committee shall determine the cause of action and may order for remedies which may inter alia include:
 - i. Revision of the policies and procedures of the Company to reduce the risk of reoccurrence
 - ii. Suggest action against concerned persons

5. Protection

- a. No discrimination, harassment, victimization or any other unfair employment practice like retaliation, threat or intimidation of termination /suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like will be adopted against Whistle Blowers.
- b. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management which may inter alia include
 - i. Reinstatement of the employee to the same position or to an equivalent position
 - ii. Order for compensation for lost wages, remuneration or any other benefits, etc.

6. Confidentiality

The Company will treat all such disclosures in a sensitive manner and will keep the identity of an individual making an allegation confidential. However, the investigation process may inevitably reveal the source of the information and the individual making the disclosure may need to provide a statement which cannot be kept confidential if legal proceedings arise.

7. **Untrue / Malicious / Vexatious Allegations**

If an individual makes an allegation, which is not confirmed by subsequent investigation and the investigation shows that an individual has made malicious or vexatious allegations for personal leverage, and particularly if he or she persists with making them, disciplinary action may be taken against the individual concerned.

8. **Legitimate Employment Action**

This policy may not be used as a defense by the Complainant against whom an adverse personnel action has been taken for legitimate reasons or cause under Company rules and policies. It shall not be a violation of this policy to take adverse personnel action against the Complainant whose conduct or performance warrants that action separate and apart from that Complainant making a disclosure.

9. **Anonymous complaints**

In order to discourage and frivolous and baseless allegations and misuse of this policy, the whistle blower committee does not take cognizance of anonymous letters. However, the contents of even the anonymous letters will be taken note of by both the members of the Committee, if the allegations are substantiated by facts and after due deliberations the Committee members will decide whether to examine the issues raised by the anonymous complainants

10. **Notification**

All departmental heads are required to notify and communicate the existence and contents of this policy to the employees of their department. The new employees shall be informed about the policy by the HR department and statement in this regard should be periodically submitted to the Compliance Officer of the Company i.e. the Company Secretary for placing before the Audit Committee.

This policy as amended from time to time shall be made available on the website of the Company.

11. Contact Details:

The contact details of the Committee and the Chairman of the Audit Committee are as follows. Any changes thereon shall be regularly updated by the Company Secretary:

a.	Ethics Committee 1.Shri Anil Kumar 2.Shri Paresh Rathod 3.Shri Kaushik Patra	Anil.sa.kumar@relianceada.com paresh.rathod@relianceada.com kaushik.patra@relianceada.com
	Chairperson of the Audit Committee of the Board Ms. Manjari Kacker	kackermanjari@gmail.com
	Contact Address	Reliance Infrastructure Limited Company Secretariat Reliance Centre, Ground Floor 19, Walchand Hirachand Marg, Ballard Estate, Mumbai – 400 001

12. Amendments/Modifications

The Policy shall be reviewed by the Audit Committee and the Board annually and shall be amended / modified as and when the Audit Committee and the Board deem appropriate.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or the Listing Regulations or any other applicable law which makes any of the provisions in this Policy inconsistent with the Companies Act, 2013 or the Listing Regulations or such applicable law, then the provisions of the Companies Act, 2013 or the Listing Regulations or such applicable law would prevail over the Policy and the provisions in this Policy would be modified in due course to make it consistent with such change.

Note: This Policy was adopted by the Audit Committee of the Board of Reliance Infrastructure Limited at its meeting held on August 11, 2009 and also appropriately amended subsequently by the Board of Directors of the Company at its meeting held on July 18, 2014 , August 12, 2015 and May 30, 2023. The Policy is reviewed and updated by the Audit Committee periodically.