



Reliance Sibur
Elastomers Private Limited
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Vigil Mechanism and Whistle-Blower Policy

Contents

1. Introduction	2
2. Scope and Exclusion.....	2
3. Terms and References.....	2
4. Policy.....	3

Vigil Mechanism and Whistle-Blower Policy

1. INTRODUCTION

- 1.1 Reliance Sibur Elastomers Private Limited (“RSEPL” or the “Company”) is committed to conducting business with integrity, including in accordance with all applicable laws and regulations.
- 1.2 Employees are required to report actual or suspected violations of applicable laws and regulations, and the Company has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.
- 1.3 This policy is framed pursuant to Section 177 of the Companies Act, 2013

2. SCOPE AND EXCLUSION

- 2.1 This Vigil Mechanism and Whistle-blower Policy (the “**Policy**”) sets out the procedure to be followed when making a disclosure.
- 2.2 This Policy applies to all the Employees of the Company. Violations will result in appropriate disciplinary action. Please familiarize yourself with this Policy, and seek advice from the Company Secretary of the Company if any questions arise.

3. TERMS AND REFERENCES

In this Policy, the following terms shall have the following meanings:

- 3.1 “**Audit Committee**” means the committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013, which has responsibility for supervising the development and implementation of this Policy.
- 3.2 “**Employee**” means any employee or director of the Company.
- 3.3 “**Protected Disclosure**” means the disclosure of a Reportable Matter in accordance with this Policy.
- 3.4 “**Reportable Matter**” means a genuine concern concerning actual or suspected:



Reliance Sibur

Elastomers Private Limited

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- a. fraudulent practices, such as improperly tampering with the Company's books and records, or theft of company property;
- b. corruption, including bribery and money laundering;
- c. other illegal activities

Please note that complaints concerning personal grievances, such as professional development issues or employee compensation, are not Reportable Matters for purposes of this Policy.

3.5 **"Whistle-blower"** means any Employee who makes a Protected Disclosure under this Policy.

4. **POLICY**

4.1 **RESPONSIBILITY TO REPORT**

Protected Disclosures are to be made whenever an Employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Protected Disclosure should be made pursuant to the reporting mechanism described in Section 4.2 below.

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

4.2 **REPORTING MECHANISM**

4.2.1 Protected Disclosures are to be made to the Chairman of the Audit Committee as follows:

- a. by **email** to ajay.shah@ril.com ; or
- b. by **letter** addressed to the Audit Committee, marked "Private and Confidential", and delivered to:



Reliance Sibur

Elastomers Private Limited

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The Chairman of the Audit Committee,
Reliance Sibur Elastomers Private Limited
9th Floor, Maker chambers IV
222, Nariman point,
Mumbai- 400021

4.2.2 To enable the proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided:

- a. the date of occurrence and nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Shareholders Agreement, please refer to the provision/ clause of the Shareholders Agreement that is alleged to have been violated);
- b. the names of the Employees to whom the Reportable Matter relates (for example, please provide the name of the business unit that is alleged to have violated the Shareholders Agreement);
- c. the relevant factual background concerning the Reportable Matter i.e. please include information about the circumstances and timing of the violation; and
- d. the basis for the Protected Disclosure (for example, where knowledge of the alleged violation is based upon documents in the Whistle-blower's possession or control, please provide a copy of the pertinent documents).

4.2.3 To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy. If a Whistle-blower does not provide his or her name and contact details when making a Protected Disclosure, the Company's ability to investigate the subject-matter of the Protected Disclosure may be limited by its inability to contact the Whistle-blower to obtain further information.

4.2.4 All Protected Disclosures are taken seriously and will be promptly investigated by the Company in accordance with the Guidance on Responding to Protected Disclosures.



Reliance Sibur
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4.3 PROTECTION OF WHISTLE-BLOWERS

- 4.3.1 If a Whistle-blower does provide his or her name when making a Protected Disclosure, the Company will treat as confidential the identity of the Whistle-blower and the fact that a Protected Disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.
- 4.3.2 A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. The Company prohibits its Employees from engaging in retaliation or intimidation directed against a Whistle-blower. Employees who engage in retaliation or intimidation in violation of this Policy will be subject to disciplinary action, which may include summary dismissal.
- 4.3.3 However, if a Whistle-blower has been found to have made a deliberately false Protected Disclosure, that Whistle-blower may be subject to disciplinary action, which may include summary dismissal.

4.4 ROLE OF THE AUDIT COMMITTEE

- 4.4.1 The Audit Committee is responsible for the development and implementation of this Policy. The Audit Committee shall periodically review this Policy to consider whether amendments are necessary, and, if so, it shall communicate any such amendments to all Employees as soon as possible.
- 4.4.2 The Audit Committee shall have responsibility for conducting investigation of Protected Disclosures concerning the alleged violation of laws or regulations that apply to the Company.

4.5 CONFLICT OF INTEREST

Where a Protected Disclosure concerns any members of the Audit Committee, that member of the Audit Committee shall be prevented from acting in relation to that Protected Disclosure. In case of doubt, Board of Directors (excluding the members of the Audit Committee) shall be responsible for determining whether a member of the Audit Committee must recuse himself from acting in relation to a Protected Disclosure.



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4.6 **QUESTIONS**

If you have any questions concerning this Policy, please contact:

Address:	Company Secretary Reliance Sibur Elastomers Private Limited 9 th Floor, Maker chambers IV 222, Nariman point, Mumbai- 400021
Email:	rsepl.whistleblower@zmail.ril.com
Telephone:	+91-22-6374 8132

(This Policy was approved by the Board of Directors at their Meeting held on October 18, 2016)