



RGA Software Systems Pvt. Ltd.,

No. 201, 1st Cross Road, 2nd Floor,

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Tel: 080 - 42184212 Email: info@rgasystems.com

Registered Office:

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100-02, P.O. Akashdeep, Bangalore - 560 034

Tel: 080 - 42184212 Email: info@rgasystems.com

CIN: U72200KA2011PTC020001

WGL MECHANISM POLICY

Introduction:

The Company has formulated a policy to provide an opportunity to its employees, Shareholders and directors to report their genuine concerns or grievances to the concerned Director/Authorized Person under this Vigil Mechanism Policy.

Compliance Statute:

Section 177 of the Companies Act, 2013 mandates the following classes of companies to constitute a Vigil Mechanism for the Directors, employees, and other shareholders of the company to report genuine concerns or grievances about unethical behaviour, fraud, or violation of the Company Code of Conduct or ethics policy.

- 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 Rs. 50 crores.

As the Company is a Private limited Company the provisions of Section 177 of the Companies Act, 2013 to constitute an Audit Committee is Not Applicable for the Company. Therefore, The Board shall play the additional role of Audit Committee for the purpose of Vigil Mechanism. In compliance with the aforesaid Act the Company has framed this Vigil Mechanism Policy.

Scope: covers all the Employees, Directors, and Shareholders of the Company.

Definitions:

- The Company means "RGA SOFTWARE SYSTEMS PRIVATE LIMITED"
- Employees mean every employee of the Company including contractual employees and directors in the employment of the Company.
- Directors shall have the same meaning as defined u/s (34) of the Companies Act, 2013.
- An Authorized Person means the Director appointed by the Board of Directors of the company to play the role of Compliance Officer for the purpose Vigil Mechanism.



- Copy of this Policy means, "Whistleblower Policy."

Interpretation:

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

Guidelines:

Protection Under Policy

The vigil mechanism shall provide for adequate safeguards against the victimization of employees and directors who avail of the vigil mechanism and report their genuine concerns/grievances.

Maintenance of Confidentiality

Employees and Directors shall report through letter or email addressed to ~~Supervisor or Designated Person~~. Confidentiality shall be maintained to the greatest extent possible.

Procedure:

- Any Employee, Shareholder, or Director shall submit a report of the genuine concerns or grievances to the Board.
- The Board shall convene through its members and if any of the members of the Board have a conflict of interest in a given case, they should recuse themselves, and the other on the Board would deal with the matter on hand.
- The Board shall appropriately investigate all grievances received, in response to investigate the matter and prescribe the scope and time limit etc.
- The Board shall have the right and frame necessary rules to outline the detailed procedure for an investigation.
- The Authorized Person nominated to play the role of Compliance Officer shall have the right to call for any information/document and examination of any employee or

- * decision of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.

Notification :

This policy can be changed, modified or abrogated at any time by the Board of the Company but shall not be detrimental in the interest of the employee or against the spirit of the provision made under the Act.

The Authorized Person shall be responsible for intimating to all Directors and Departmental heads of any changes in policy.

This policy as amended from time to time shall be disclosed by the company in its returns filed in the Board's report.

For RGA SOFTWARE SYSTEMS PRIVATE LIMITED



D. Kupendra Reddy
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