

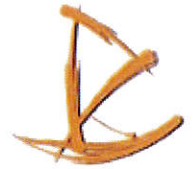




WHISTLEBLOWER POLICY

Version / Date of applicability: 01st April, 2016	Prepared by: Contracts & Compliance	Reviewed by: COO 	Approved by: CEO 
---	---	--	---

This document is the sole property of Results Marine Private Limited. Any use or duplication of this document without prior written permission of Results Marine Private Limited is strictly forbidden and illegal.



A. INTRODUCTION

Results Marine Private Limited is committed to lawful and ethical behavior in its everyday activities. The Company expects all stakeholders to act in accordance with all applicable laws, regulations and Company policies and to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. RMPL recognizes the value of transparency and accountability in its administrative and management practices. These values can only be followed when our stakeholders, the keepers of our values, are free to speak fearlessly, whenever they need to bring to light instances that do not agree with defined values of the Company.

The Company has an open door policy and encourages stakeholders to share their questions, concerns, suggestions or complaints of actual, potential or suspected misconduct witnessed. Through this Policy, the Company aims at a culture of disclosure and transparency which will pre-empt or curtail acts of misconduct, malpractice, impropriety, abuse or wrongdoing, including but not limited to the examples stated below, in their early stages or before they take place at all. The Policy also aims to enable stakeholders to raise their concerns without fear of discrimination, victimization, retaliation or subsequent disadvantage.

B. SCOPE

The Policy is applicable to all employees of the Results Marine Private Limited (including its Divisions & Subsidiaries), Directors, agents, vendors, subsidiaries, venture partners, business partners, customers /clients, associates, contract /subcontractors, interns and other third parties/affiliates (hereinafter collectively referred to as 'stakeholders').

C. CATEGORIES OF COMPLAINTS TO BE REPORTED

Stakeholders are free to report any concerns or issues, without fear of retaliation to make known any inappropriate act or conduct, whether actual, potential or suspected. The stakeholders can report their concerns under the categories stated below. The list is not definitive but is intended to give an indication of the kind of conduct that might be considered as wrongdoing.

D. MISCONDUCT HAVING A FINANCIAL IMPACT:

Examples:

- Misappropriation of funds
- Fraudulent accounting of transactions
- Unauthorized use of money or funds
- A criminal offence or an unlawful act
- Failure to comply with any legal obligation
- Fraud and financial irregularities
- Abuse of position for any unauthorized use or for personal gain. Example: Favoring a related party for a contract
- Deliberate non-compliance with a policy or any law or regulation
- Acceptance or giving kickbacks/bribes



- Potential infractions of the codes of conduct of all relevant professional institutions
- Deliberate improper business conduct
- Theft or embezzlement

I. Harassment

Examples:

- Sexual Harassment
- Bullying or ragging
- Coercion
- Stalking
- Passing personal comments

II. Any other circumstances not covered under I and II

Examples:

- Drug and alcohol usage in company premises
- Employees or third parties having criminal background

III. Any category of complaint

Categories specifically not covered under this Policy:

The Whistleblower Policy does not cover the following, as the same is reportable through the employee grievance forum of the Company:

Examples:

- An act which does not conform to approved standard of social and professional behavior
- Improper/Inappropriate administration facilities
- Favoritism
- Malfunctioning of IT assets
- Compensation
- Recruitment

E. ROLES AND RESPONSIBILITIES

a. Whistleblower

1. Whistleblowers are not to act on their own in conducting any investigation.
2. Even if stakeholders only suspect misconduct, reporting of the same is essential, as the earliest questions are the best questions. Such reporting will enable the Company to solve a concern in its initial stage, well before it escalates into a large problem and much damage occurs.
3. The whistleblower shall co-operate with the actions and procedures conducted by the Company on such concerns.
4. The whistleblower has the right to be informed about the action initiated on the complaint reported. The Company has the right to share the outcome of the investigation.



b. Subject

1. The Subject has the right to be informed about the outcome of the investigation.
2. The Subject has the right to be heard before proceeding with any disciplinary actions.

F. REPORTING AND INVESTIGATION

If any stakeholder has reason to believe that he/she has become aware of any concern or misconduct of any nature as shared above, he/she must immediately -

1. Report those facts to immediate superior.
2. Mail concerns to redressals@resultsmarine.com. The email will be acknowledged through an auto mailer.
3. Write a letter to the following postal address:

The Group Head - HR
Results Marine Private Limited
Khivraj Complex II, Fourth Floor
480, Anna Salai
Nandanam, Chennai 600 035

G. DISCIPLINARY ACTIONS

All complaints reported will be taken seriously by the Company and will be promptly scrutinized. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported. Violations reported under this Policy will be treated seriously by the Company and may result in one or more of the disciplinary actions as given below:

In respect of employees, it includes:

- Verbal warning
- Written warning
- Imposition of penalty
- Suspension
- Termination of employment

In respect of others, it includes:

- Suspension
- Termination of the contracts, sub contracts or any other arrangement
- Restitution
- Initiation of legal action

H. DISCRIMINATION, RETALIATION OR HARASSMENT

The Company strictly prohibits any discrimination, retaliation or harassment against any person who:



- Reports incidents of fraudulent financial information, or of misconduct, based on the person's reasonable belief that such misconduct occurred
- Participates in an investigation of fraudulent financial information complaint, or of misconduct of any nature
- Refuses to take part in any misconduct

It is imperative that any victim brings the matter to the Company's attention promptly so that any concern of discrimination, retaliation or harassment can be investigated and addressed promptly and appropriately. If a complaint of discrimination, retaliation or harassment is substantiated, appropriate disciplinary action, up to and including discharge of service, will be taken.

I. TREATMENT AGAINST FALSE COMPLAINTS

A whistleblower who knowingly makes false complaint or allegations shall be subject to disciplinary action, up to and including penalty, suspension and termination. Further, protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a whistleblower knowing it to be false or with a mala fide intention.

J. RETENTION

All documents relating to the reporting, investigation and enforcement of this policy, as a result of reporting of misconduct shall be kept in accordance with the Company's record retention policy and applicable laws.

K. ADDITIONAL ENFORCEMENT INFORMATION

In addition to the Company's internal complaint procedure, employees should also be aware that certain law enforcement agencies are authorized to review questionable accounting or auditing matters, or potentially fraudulent reports of financial information. Nothing in this policy is intended to prevent an employee from reporting information to the appropriate agency when the employee has reasonable cause to believe that the violation of a statute or regulation has occurred.

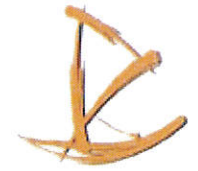
L. APPLICABILITY OF LOCAL LAWS

In view of global operations of Company, business practices across geographies may be varied. However strict adherence to guidelines mentioned in this Policy is expected. In instances where the local law contradicts the Policy, the local law prevails.

This Policy should be read and applied in conjunction with RMPL's Anti - Bribery Policy

In instances where the policy is more restrictive than the applicable rules and regulations, then the stakeholders are required to abide by the Policy even when it imposes requirements that go beyond legal obligations. If stakeholders believe that there are conflicting legal obligations, they must take up the same with the company.

M. WAIVER



There is no permitted deviation or waiver from this Policy.

N. DEFINITIONS

The terms indicated shall carry the meaning of the term for the purpose of this Policy alone.

Word	Meaning/Definition
Agent	Any third party, regardless of the nature of engagement by the Company, who represents/ acts on behalf of/ takes decision on behalf of or jointly acts with the Company. Agents may include sales agents, distributors, subcontractors, consultants, merger/ acquisition/ joint venture partners, clearing and forwarding agents, legal advisors, etc.
Employee	Employee of RMPL, all its subsidiaries and affiliated entities including contracted employees, sub contracted employees and interns.
Stakeholders	All employees of the RMPL, Board of Directors, agents, vendors, venture partners, business partners, customers/ clients, associates, contract/ sub contractors, interns and other third parties/ affiliates.
Subject	It refers to the person or persons against or in relation to whom a complaint has been reported or evidence gathered during the course of an investigation.
Whistleblower	It refers to the person making a complaint or a disclosure under this Policy in good faith any actual, suspected or potential unethical and improper practices or alleged wrongful conduct to authorized personnel through recognized means. Whistleblowers could be employees of RMPL (including Board of Directors), agents, vendors, venture partners, business partners, customers/ clients, associates, contract/sub contractors, interns and other third parties/affiliates.