ROYAL CHAIN LIMITED
(FORMERLY KNOWN AS ROYAL CHAIN PRIVATE LIMITED & ROYAL CHAINS PRIVATE LIMITED)
GST : 27AAGCR6146R1ZL CIN : U74120MH2013PLC247888
Registered Office : 1st Floor, 127/129, Office No. 101/102,Royal House, Shaikh Memon Street,
Zaveri Bazaar, Kalbadevi,Mumbai - 400002. Maharashtra.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

A. INTRODUCTION AND PURPOSE

Royal Chain Limited (the "Company") is committed to the highest standards of ethical conduct. In compliance with Section 177(9) of the Companies Act, 2013 (the "Act") read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 (the "Rules") and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), the Board of Directors has established this Vigil Mechanism / Whistle Blower Policy (the "Policy") to provide a formal mechanism for directors, employees and other stakeholders to report genuine concerns about unethical behaviour, actual or suspected fraud, violation of applicable laws or the Company's code of conduct, or leak of unpublished price sensitive information, without fear of retaliation.

The Policy provides for (a) adequate safeguards against victimisation of persons who use this mechanism, and (b) direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

B. DEFINITIONS

a) "**Audit Committee**" means the audit committee of the Board constituted in accordance with Section 177 of the Act and Regulation 18 of the Listing Regulations.
b) "Board" means the Board of Directors of the Company.
c) "**Company**" means Royal Chain Limited.
d) "**Compliance Officer**" means the Company Secretary and Compliance Officer of the Company.
e) "**Employee**" means all present employees of the Company and the Board (whether working in India or abroad), including contractual and outsourced personnel.
f) "**Protected Disclosure**" means a concern raised by a written communication made in good faith that discloses or demonstrates information which may evidence unethical or improper activity. Disclosures should be factual and not speculative in nature.
g) "**Subject**" means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
h) "**Whistle Blower**" means any individual who makes a Protected Disclosure under this Policy, including but not limited to any Employee (whether currently or previously employed, whether on probation or notice period), director, trainee, supplier, vendor, consultant, intermediary, joint venture partner, lender, customer, business associate of the Company, and their dependents or spouses.
i) "**Disciplinary Action**" means any action that can be taken on the completion of or during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed by the Company to be fit, considering the gravity of the matter.

C. APPLICABILITY:

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures will be in relation to matters concerning the Company. All other words and expressions used but not defined in this Policy, but defined in the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

D. SCOPE

The Policy covers Protected Disclosures relating to any unethical or improper conduct, malpractice, or event which has taken place or is suspected to take place, including but not limited to: (a) fraud, financial irregularities, forgery, falsification or alteration of documents, or misappropriation of funds or assets; (b) corruption, bribery or theft; (c) breach of guidelines governing disclosure of unpublished price sensitive information and insider trading; (d) pilferage of confidential or proprietary information, or breach of IT security and data privacy; (e) breach of applicable law or the Company's code of conduct; (f) any incidence of harassment of any employee based on caste, colour, creed, religion, disability, sexual orientation, national origin, age, marital status, sex or other characteristics protected by law; (g) substantial and specific danger to public health or safety; (h) gross wastage of Company funds, material or resources; and (i) any deliberate concealment of any of the foregoing. Routine operational or personal grievances which can be resolved through normal reporting channels are not covered under this Policy.

E. MECHANISM FOR MAKING PROTECTED DISCLOSURES

1. A Protected Disclosure may be made anonymously. If a Protected Disclosure is made anonymously, the same must provide as much detail as possible to facilitate the investigation. In responding to an anonymous Protected Disclosure, the Company will pay due regard to: (a) fairness to any individual named in the disclosure; (b) the seriousness of the issue raised; (c) the credibility of the information or allegation; (d) the ability to ascertain the validity of the disclosure without the co-operation of the Whistle Blower; and (e) the ability to recommend an appropriate course of action.
2. All Protected Disclosures should be addressed to the Compliance Officer of the Company. Protected Disclosures may be submitted in writing by email, courier or by post. The envelope or email should be super-scribed as "Protected Disclosure under the Whistle Blower Policy". The contact details are as follows:

Name	Designation
Company Secretary and Compliance Officer	Vigilance Officer
Chief of HR Function	Member
Executive Assistant to the Managing Director	Member

The Protected Disclosure should contain as much detailed information as possible so that the report can be investigated, including: (a) date, time and location of the incident; (b) names of person(s) involved and their roles; (c) the general nature of the concern; (d) how the Whistle Blower became aware of the issue; (e) possible witnesses; and (f) any other information to support the report.

Registered Office: 101, Floor-1st, Plot-127/129, Royal House, Shaikh Memon Street, Zaveri Bazar, Kalbadevi, Mumbai-400002
Email: cs@royalchains.com
Toll No.: NA
Fax No: NA

3. The Whistle Blower shall have a right to access the Chairperson of the Audit Committee directly in appropriate or exceptional cases. Protected Disclosures against the Compliance Officer should be addressed to the Managing Director of the Company, and those against the Managing Director should be addressed to the Chairperson of the Audit Committee.
4. On receipt of a Protected Disclosure, the Compliance Officer shall make a record thereof and may conduct a preliminary review to determine whether the matter warrants a formal investigation.
5. The matter shall be referred to the Audit Committee for further investigation and appropriate action.

F. INVESTIGATION AND DECISION

1. All Protected Disclosures reported under this Policy will be recorded and thoroughly investigated. The Audit Committee may investigate the matter itself or appoint an investigator or outside agency for the purpose. The decision to investigate is by itself not an accusation and shall be treated as a neutral fact-finding process.
2. The Subject shall be informed of the allegations at the outset of a formal investigation and shall have the opportunity to respond to material findings. No allegation shall be considered maintainable unless supported by good evidence. The Subject shall have the right to engage counsel at their own cost and to be informed of the outcome of the investigation.
3. The investigation shall ordinarily be completed within 90 (ninety) days of the receipt of the Protected Disclosure, extendable by such period as the Audit Committee deems fit.
4. The identity of the Subject shall be kept confidential to the extent possible, having regard to the legitimate needs of law and the investigation. All persons shall have a duty to co-operate with the investigation and shall not withhold, destroy or tamper with evidence.

G. DECISION AND REPORTING

1. If an investigation concludes that an improper or unethical act has been committed, the Audit Committee shall recommend appropriate disciplinary or corrective action to the management of the Company. Any such action shall adhere to the applicable personnel and disciplinary procedures of the Company.
2. A report of all Protected Disclosures received and the outcome of investigations shall be placed before the Audit Committee on a quarterly basis.
3. A Whistle Blower who makes false allegations knowing them to be untrue or with mala fide intention shall be subject to appropriate disciplinary action in accordance with the Company's policies.

H. CONFIDENTIALITY

1. All persons involved in the process (including the Whistle Blower, Compliance Officer, members of the Audit Committee, the Subject and any investigator) shall maintain strict confidentiality of all matters under this Policy, discuss the same only to the extent required for completing the investigation, and keep all related documents and electronic files in safe custody.

I. PROTECTION AGAINST VICTIMISATION

1. No unfair treatment shall be meted out to a Whistle Blower by virtue of having made a Protected Disclosure under this Policy. The Company shall not tolerate any discrimination, harassment, victimisation, retaliation, or adverse employment action against any Whistle Blower. Complete protection shall be given against practices such as threat or intimidation of termination or suspension of service, transfer, demotion, refusal of promotion, or any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform duties or to make further Protected Disclosures.
2. Any other Employee assisting in the investigation shall be protected to the same extent as the Whistle Blower.
3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

J. 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 minimum period of 8 (eight) years or such other period as specified by any other law in force, whichever is longer.

The Board may amend, suspend or rescind this Policy at any time, subject to applicable laws. In the event of any conflict between this Policy and any applicable law, such law shall prevail.

This Policy has been approved by the Board of Directors at its meeting held on 8th September, 2026. A copy of this Policy shall be made available on the Company's website and the details of establishment of this mechanism shall be disclosed in the Board's Report.

Effective Date:
Date of approval by the Board: 8th September, 2026

Sd/-
Chairman Signature