



RICOH India

Whistleblowing Policy and Vigil Mechanism



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1. POLICY STATEMENT

- 1.1 Ricoh India expects all its employees and directors, and stakeholders (which includes its members, debenture holders, etc.) (collectively referred to as “**Stakeholders**”) to abide by all applicable internal and external rules and regulations at all times as stated in the Ricoh Code of Conduct. However, all organisations face the risk of their activities going wrong from time to time, or of malpractice. Stakeholders are often the first to notice these situations. However, they may feel that speaking up would be disloyal to colleagues or to Ricoh India and it may be easier to ignore the concern rather than report what may be a reasonable suspicion of malpractice.
- 1.2 The Stakeholders have a responsibility to ensure the success of the organisation and therefore have the right and responsibility to report suspicions regarding alleged irregularities of a general, operational and/or financial nature. This is what we call ‘whistleblowing’.
- 1.3 This policy provides mechanisms under which genuine concerns can be raised both internally and through an external whistleblowing service. It also aims to provide safeguards to Stakeholders who raise such concerns and those about whom such concerns may be raised.
- 1.4 For purposes of this policy, a ‘whistleblower’ will be deemed to be a Stakeholder who first reports or brings to Ricoh’s attention any incident of malpractice. A Stakeholder involved in any wrongdoing and who once confronted then only provides a report or confession will not be deemed to be a ‘whistleblower’ and will not be entitled to ‘whistleblower’ protection.

2. MALPRACTICE

- 2.1 Malpractice is improper, illegal or negligent professional activity. The following are examples of malpractice:
- 2.1.1 criminal offences that have been, are being or are likely to be committed (for example fraud, financial irregularity, corruption, bribery or blackmail);
- 2.1.2 failure to comply with a legal or regulatory obligation in the local jurisdiction;
- 2.1.3 Ricoh Code of Conduct



- 2.1.4 Fraud, Bribery, Corruption, employee misconduct.
- 2.1.5 improper accounting and auditing related matters;
- 2.1.6 miscarriage of justice;
- 2.1.7 endangering the health and safety of an individual;
- 2.1.8 endangering the environment;
- 2.1.9 concealment of information relating to any of the above.
- 2.2 This list is intended as a guide and does not contain every type of malpractice you may encounter. Incidents of a similar nature can also be raised using the procedures outlined in this policy.
- 2.3 You should raise a complaint if you as a Stakeholder have reasonable grounds to believe that malpractice has occurred, is occurring or is likely to occur in Ricoh India (whether on the part of another employee or any other person). Stakeholders are not expected to be able to prove that their allegations are true. However, they must be able to prove that there is sufficient cause to suspect that something is wrong.

3. WHICH PROCEDURE SHOULD YOU USE TO RAISE YOUR CONCERN?

- 3.1 You should make a report using one of following procedures: Grievance Procedure (internal), Informal Procedure (internal), Confidential Reporting Procedure (internal), or Hotline Reporting Procedure (external). To decide which procedure you should use, consider the concern you want to raise and follow the guidance below.
- 3.2 We would encourage you to provide the information on a named but confidential basis rather than anonymously, so that your report can be fully investigated. However, Ricoh India recognises that under some circumstances you may wish to raise your concern anonymously and Ricoh India will respect this.
- 3.3 Where you disclose your identity, every effort will be made to keep your identity confidential, at least until any formal investigation is under way. You will also be expected to keep the fact that you have raised a concern, the nature of the concern and the identity of those involved confidential. There may be circumstances in which, because of the nature of the investigation or allegation, it will be necessary to disclose your identity.



4. GRIEVANCE PROCEDURE

- 4.1 You should use the grievance procedure if your complaint relates to your **personal circumstances or employment**. Contact your line manager or your local HR department and they will instruct you as to how to report your complaint.

5. INFORMAL PROCEDURE

- 5.1 Any complaint can be raised through the informal procedure. This procedure should be used in preference to the Confidential Reporting Procedure or the Hotline Reporting Procedure, where it is appropriate. To use this procedure inform the Head of HR of your concern and they will follow up your complaint or inform you how to proceed.

6. CONFIDENTIAL REPORTING PROCEDURE

To make a report using the Confidential Reporting procedure you should set out your concerns relating to the malpractice in writing in a “malpractice disclosure” directly to this email id – csrhotline@ricoh.co.in. You should include the facts which you believe show malpractice, confirm that you are using the Confidential Reporting Procedure and provide as much supporting evidence as possible about the malpractice.

7. WHISTLEBLOWING HOTLINE REPORTING PROCEDURE

- 7.1 If employee, director of the Company, feels it is not appropriate to make a report through any of the internal reporting procedures stated above, you can report it to a third party through the Hotline Reporting Procedure. The Hotline number is available on your local intranet page or in Appendix 1 of this Policy.
- 7.2 This Hotline will be answered by an individual who is not an employee of Ricoh India and you will be able to make a report in your in Hindi or English language. They will record all the details of your allegation and report it to the *Internal Audit Head. A unique report number will be given to you so that you can phone back to provide more information or to find out how your report has been followed up.



8. AFTER YOU HAVE REPORTED MALPRACTICE THROUGH THE HOTLINE REPORTING PROCEDURE

- 8.1 The *Internal Audit Head, will designate the appropriate individual responsible for investigating the allegations ("**Investigating Officer**"). The Investigating Officer will, whenever practical, inform the director/ employee to which the report relates that an allegation has been made about them. They will also be told who will receive a copy of any subsequent internal report in which their personal data appears and about their right to access and rectify information appearing in such a report.
- 8.2 If there is a substantial risk that informing the director/employee about the allegation would jeopardise Ricoh India's ability to investigate the complaint then the director/ employee to whom it relates will not be informed.
- 8.3 The Investigating Officer responsible will recommend what further steps are to be taken. Such recommendations may (without limitation) include one or more of the following:
- 8.3.1 the matter be reported to the police, and/or;
 - 8.3.2 the matter be investigated further internally by Ricoh India or by external auditors or investigators appointed by Ricoh India;
 - 8.3.3 if it is found that your report relates to your own personal circumstances rather than malpractice within Ricoh India you will be directed to raise your complaint through the Grievance Procedure;
 - 8.3.4 a recommendation of no further action may be made if the Investigating Officer is (i) satisfied that the malpractice has not occurred or is not likely to occur; (ii) is aware that the malpractice is already subject to proceedings, or has already been referred to the police or relevant external body; (iii) is satisfied that you do not have a reasonable grounds to believe that malpractice has occurred; and/or (iv) is satisfied that you are not acting in good faith.
- 8.4 If a recommendation is made that no further action be taken, any information relating to the investigation will be retained according to applicable statutory laws. If further action is to be taken any information collected (including computer files and disks) will be kept confidentially and securely for only as long as any disciplinary action or judicial process, or further action of whatever nature is being carried out, or for as long as required by law.



- 8.5 Information collected following a malpractice disclosure will only be kept past this date if there is a material risk of liability or harm to Ricoh India in the future.
- 8.6 Any recommendations or actions under this procedure will be made to the members of the Audit Committee of Ricoh India. If any of the members of the Audit Committee have a conflict of interest in a given case, they would recuse themselves and the others on the committee would deal with the matter on hand. You will be informed of the steps taken or if no steps are taken the reason for this.

9. PROTECTION AGAINST REPERCUSSIONS FOR MAKING A DISCLOSURE

- 9.1 No repercussions will be imposed and no disciplinary action will be taken against the Stakeholders because of a malpractice disclosure made in accordance with the procedures set out in this policy. If you do experience repercussions you should contact the Head of HR as Ricoh India will do all it can to protect an individual in these circumstances. This will not, however, prevent Ricoh India from bringing disciplinary action in cases where there are grounds to believe that a malpractice disclosure has been made maliciously, in bad faith or with a view to personal gain or where external disclosure is made in breach of this procedure without reasonable grounds.
- 9.2 If, following investigation, it is concluded that you have made a malpractice disclosure maliciously, in bad faith or with a view to personal gain you will be subject to disciplinary action, and possible sanction up to and including dismissal.

10. ROLE OF THE AUDIT COMMITTEE

- 10.1 The functioning of the whistleblower and vigil mechanism would be overseen by the members of the Audit Committee of Ricoh India. *Internal Audit Head will report information on complaints received, action taken and status of investigation to the Audit Committee. The Audit Committee shall from time to time review the functioning of the mechanism. Chairperson of Audit Committee shall place this report in the meeting of Board of Directors every six months. Stakeholders using the mechanism shall have direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

Details of Chairperson of Audit Committee

Name - Mr. U Mathur

Email id – chairperson.auditcommittee@ricoh.co.in



APPENDIX 1

WHISTLEBLOWING HOTLINE TELEPHONE NUMBER/S

All number(s) are charge free

No area or international dialling codes are required

Hotline no.

This is a two-step dial; *first dial 000-117 then, at the prompt, enter 866-307-5676.*



APPENDIX 2

AMENDMENT LOG TO THE POLICY

The purpose of this amendment log is to track amendments made to the Policy. This document allows relevant parties to keep track of amendments made and should be updated accordingly.

Date of amendment	Change to manual	Amendment made by	Amendment authorised by