

## **WHISTLE BLOWER POLICY**

### **INTRODUCTION**

In terms with Section 177 of the Companies Act, 2013, and the Rules framed thereunder as amended and Clause 49 of the Listing Agreement with the Stock Exchanges as amended, our Company **TTI Enterprise Limited** shall establish a vigil mechanism (whistle bower) for its directors and employees to report genuine concerns about the ethical behavior or suspected/actual fraud or violation of Code of Conduct of the Company prevailing from time to time which lays down the ethical standards and principles that governs the actions of the Company, its Directors, Employees and Associates.

In compliance with the requirement **TTI ENTERPRISE LIMITED** being a listed company has established a vigil mechanism (whistle bower) and formulated a policy in order to provide a framework for responsible and secure vigil mechanism (whistle bower) which shall be governed by the legal provisions.

### **POLICY OBJECTIVES**

In terms of Rule 7(4) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49(II) (F) (2) of the Listing agreement, the vigil mechanism provides for adequate safeguards against victimization of directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional case. The policy neither releases employees from their duty of confidentiality in course of their work nor can it be used for raising malicious, mischievous or unfounded allegations about a personal situation.

### **THE GUIDING PRINCIPLES**

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

1. Assure that the Whistle Bower and/or the person processing the Protected Disclosure is not victimized for doing so;
2. Ensure complete confidentiality.
3. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
4. Provide an opportunity of being heard to the persons involved;

### **ELIGIBILITY AND PROCEDURE**

1. All directors and employees of the Company are eligible to make complaint under the policy in relation to matters concerning the Company.
2. Any further information or particulars from the complainant may be called upon by the Chief Vigilance officer, if required.
3. In case any victimization occurs then the same should be reported to the Chairman of the Audit Committee:



# TTI ENTERPRISE LIMITED

The Chairman (Audit Committee)

**TTI Enterprise Ltd.**

**1, R.N. Mukherjee Road,  
Suite No. 22, 4<sup>th</sup> Floor,  
Kolkata -700 001.**

## SCOPE

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of authority
2. Financial irregularities, including fraud, or suspected fraud
3. Pilferation of confidential/propriety information
4. Deliberate violation of law/regulation
5. Wastage/misappropriation of company funds/assets
6. Breach of employee Code of Conduct or Rules

Through this Policy, the Company seeks to provide a procedure for all the employees of the Company and its subsidiaries to disclose any unethical and improper practice taking place in the Company for appropriate action and reporting.

## DEFINITIONS

- 1 “**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance guidelines of Listing Agreement and Companies Act, 2013.
2. “**Board**” means the Board of Directors of the Company.
3. “**Protected Disclosure**” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity. It should be factual and not speculative or in the nature of an interpretation and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
4. “**Chief Vigilance Officer**” means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
5. “**Whistle Blower**” is an employee or group of employees who make a Protected Disclosure under this Policy and is also referred as complainant.

**DISQUALIFICATIONS**

- 1) While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action.
- 2) Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- 3) Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under Company's Code of Conduct.
- 4) Anonymous disclosure shall not be treated as Protected Disclosure.

**SECRECY / CONFIDENTIALITY**

The Complainant and Vigilance Officer, Members of Audit Committee, and everybody involved in the process shall:

1. Maintain confidentiality of all matters under this Policy
2. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
3. Not keep the papers unattended anywhere at any time
4. Keep the electronic mails / files under password.

**INVESTIGATION**

1. All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Chief Vigilance Officer may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.
2. The decision to conduct an investigation is to be treated as a neutral fact finding process.
3. The person concerned will normally be informed in writing of the allegations at the beginning of the investigation and would have the opportunity for being heard.
4. She/he shall have a duty to co-operate with the Audit Committee or any of the officers appointed by it in this regard.
5. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as Chief Vigilance Officer deems fit.
6. Any member of the Audit Committee or other officer having any conflict of interest with matter shall disclose his/her concern /interest forthwith and shall not deal with the matter

**DECISION AND REPORTING**

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit and the decision of the Board shall be final.



# TTI ENTERPRISELIMITED

## **ADMINISTRATION AND REVIEW OF THE POLICY**

The Board of Directors shall be responsible for the administration, interpretation, and review of this policy. The Board also shall be authorised to bring about necessary modification to this Policy, if required from time to time with the assent of the Audit Committee.

## **AMENDMENT**

The Company retains its right to amend or alter this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or alteration will be binding on the Employees and Directors unless the same is notified to them in writing.