

Tribhovandas Bhimji Zaveri Limited

Whistle Blower Policy

Preface

Tribhovandas Bhimji Zaveri Limited (herein after called 'TBZ' or 'the Company') believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standard of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has adopted the Code of Conduct ('the Code') both for Directors and Key Managerial Personnel (KMP) and Employees, which lays down the principles and standards that should govern the actions of the Company and its directors and employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of Directors, Key Managerial Personnel (KMP) and employees in pointing out such violations of the Code can not be undermined.

The Company is committed to developing a culture where it is safe for its Directors, Key Managerial Personnel (KMP) and employees to raise concerns about any unethical practice or improper activity, malpractice and any event of misconduct. To achieve this, the Company has formulated this policy that will provide guidelines and assignment of responsibility for the development, maintenance of controls and conduct of investigations. This policy shall be read in conjunction with the Company's Code of Conduct.

"Section 177 (9) of the Companies Act, 2013 read with Regulation 22 of SEBI (Listing obligation & Disclosure Requirements) Regulation, 2015 mandate to formulate Vigil mechanism called "Whistle Blower Policy" for Directors, KMP & Employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & shall provide adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

SEBI (Prohibition of Insider Trading) (Amendment), Regulation, 2018 also provides to frame Whistle Blower Policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company. This policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

While the Code of Conduct defines the expectations from the Director and Senior Management in terms of their integrity and professional conduct, the vigil mechanism i.e. "Whistle Blower Policy" defines the mechanism for reporting genuine concerns or grievances or concerns of actual or suspected, fraud or violation of the Company's Code of Conduct & reporting of instances of leak of unpublished price sensitive information.

Accordingly, this Whistle Blower Policy ('the Policy') has been formulated with a view to provide a mechanism for Directors, Key Managerial Personnel (KMP) and employees of the Company to approach the management/ Chairman of the Audit Committee of the Company.

Objective

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its Directors, Key Managerial Personnel (KMP) and employees who have concerns about suspected fraud or misconduct to come forward and express these concerns without fear of punishment or unfair treatment. This policy aims to provide an avenue for employees to raise concerns of any violations of legal or regulatory requirements, for any actual or potential violation of the Code, incorrect or misrepresentation of any financial statements and reports, etc.

Policy

This policy is for the Directors, Key Managerial Personnel (KMP) and employees of the Company. The policy has been drawn up so that Directors, Key Managerial Personnel (KMP) and employees can be confident about raising concern. The areas of concern covered by this policy are summarized in coverage of policy.

Definitions

"Whistle Blower" is defined as any Director/ Key Managerial Personnel (KMP) / employee (defined below) or any other person who has or had access to data, events or information about an actual, suspected or anticipated reportable matter within or by the organisation, and, whether anonymously or not, makes or attempts to make a deliberate, voluntary and protected disclosure or complaint of organisational malpractice. Alternatively, **"Whistle Blower"** means any Director, Key Managerial Personnel (KMP), employee or any person making Protected Disclosure under this Policy.

“Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing obligation & Disclosure Requirements) Regulation, 2015.

“Investigator” means any employee(s) appointed by the Audit Committee or by Board of Directors or by any Director or Key Managerial Personnel (KMP) or employee or any person of the Company authorized by the Audit Committee to make appointment of any employee as Investigator.

“Employee” means every employee of the Company, including Key Managerial Personnel (KMP) and officers of the Company.

“Directors” means every Directors of the Company, including Executive, non-Executive, Independent Directors and Nominee Directors.

“Code” means TBZ Code of Conduct (COC).

“Disciplinary Action” means any action that can be taken on the completion of/ 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 to be fit considering the gravity of the matter.

“Protected Disclosure” means any communication made in good faith that discloses or demonstrates information or an intention or evidence that may evidence ongoing spurious or unethical or improper activity or any condition that may pre-empt occurrence of such activity.

“Subject” means a person against or in relation to whom the protected Disclosure has been made or evidence gathered during the course of an investigation.

“Reportable Matters” means Questionable Accounting or Auditing Matters (defined below), and/or any other Company matters involving abuse of authority, breach of Code, fraud, bribery, corruption, employee misconduct, illegality, health & safety, environmental issues, wastage/misappropriation of company funds/assets and any other unethical conduct.

“Questionable Accounting or Auditing Matters” include, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Leak of any Unpublished Price Sensitive Information;
- Suspected leak of any Unpublished Price Sensitive Information;
- Fraud or deliberate error in the recording and maintaining of financial records of the Company;

- Deficiencies in or non-compliance with the Company's internal accounting controls; misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from full and fair reporting of the Company's financial condition.

Scope

1. This policy covers all persons of TBZ & its subsidiaries
2. The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
3. Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators.
4. Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee or the Investigators, as the case may be.

Eligibility

All Directors, Key Managerial Personnel (KMP), employees and any other person of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to the matters concerning the Company.

Disqualification

The following instances would constitute a violation of the Whistle Blower Policy:

1. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, 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* or malicious or Whistle Blowers who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous,

baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

4. Bringing in the light personal matters regarding another person, which are in no way connected to the organisation.
5. Any sensitive information of the Company, which is not available in the public domain, leaked or suspected to be leaked.

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. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure are not victimized for doing so.
2. Treat victimization as a serious matter, including initiating disciplinary action on such person/(s).
3. Ensure complete confidentiality.
4. Not attempt to conceal evidence of the Protected Disclosure.
5. Take disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made or to be made.
6. Provide an opportunity of being heard to the persons involved especially to the Subject(s).

Coverage of Policy

1. The Policy covers malpractices and events which have taken place/ suspected to take place involving, but not restricted to:
 - a. Abuse or misuse of authority,
 - b. Breach of contract or Code,
 - c. Negligence causing substantial and specific danger to public health and safety,
 - d. Manipulation of the Company's data/records,
 - e. Financial irregularities, including fraud or suspected fraud,
 - f. Criminal offence,
 - g. Pilferation of confidential/propriety information,
 - h. Deliberate violation of any law/regulation,
 - i. Leak of any unpublished price sensitive information,

- j. Wastage/misappropriation of the Company's funds/assets/ resources,
 - k. Breach of any terms and condition of director's Code of Conduct,
 - l. Breach of any terms and condition of KMP's and Employee's Code of Conduct,
 - m. Any other unethical, biased, favoured, imprudent event,
2. The Policy should not be deliberately used for raising any patently malicious or unethical or wrong or unfounded allegations against colleagues. The Policy should not be used to settle the score amongst employees or between directors and employees or KMP and employees.
 3. The Policy should be used to raise the genuine Company's grievance procedures.

Role of a Whistle Blower / Complainant

The Whistle Blower/Complainant's role is that of reporting party with reliable information. They are not required to act as investigators nor would determine the appropriate or remedial action. They should also not act nor participate in any investigation activities unless warranted otherwise.

Procedure

1. The complaints specifically related to violation of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" and any leak of unpublished price sensitive information shall be addressed to Compliance Officer (CO) of the Company with a copy to Chairperson of the Company and the Chairman of Audit Committee.
2. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
3. Director / Key Managerial Personnel (KMP)/ employees to make Protected Disclosures as soon as possible but not later than 30 consecutive days after becoming aware of the same.
4. Whistle Blower must put his/her name to allegations. Concerns expressed anonymously will not be investigated.
5. Name of the Whistle Blower shall not be disclosed to the Whistle Officer/ Committee.
6. Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a

legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.

7. If initial enquiries by the Investigators indicate that the concern has no basis, or it is not a matter to be investigation pursued under this policy, it may be dismissed at this stage and the decision is documented.
8. In respect of all other Protected Disclosures, those concerning Investigators and employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Investigator of the Company.
9. The contact detail of the Chairman of the Audit Committee is as under:
Mr. Kamlesh Vikamsey
Khimji Kunverji & Co.
Sunshine Towers, Level 19,
Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013

The contact detail of the Company Secretary & Compliance Officer is as under:
Mr. Niraj Oza
Company Secretary & Compliance Officer
Tribhovandas Bhimji Zaveri Limited
1106-1121, 11th Floor, West Wing, Tulsiani Chambers,
212, Backbay Reclamation, Free Press Journal Road,
Nariman Point, Mumbai - 400 021.

10. Email id where the Whistle Blower can make Protected Disclosure is:
wb.tbz@tbzoriginal.com.
11. If a protected disclosure is received by any executive of the Company other than the Chairman of the Audit Committee or the Investigators, the same should be forwarded to Investigator or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.
12. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee / Investigator, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
13. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern. As far as possible

the same to be produced along with supporting documents, evidence in form of written documents in hard copy or electronic form, emails, SMS, recordings etc. required to be produced along with the Protected Disclosures.

14. In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, he/she can make a direct appeal to the Chairman of the Audit Committee.

Investigation

1. All Protected Disclosures under this Policy will be thoroughly investigated by the Investigator/Chairman of the Audit Committee of the Company who will investigate/oversee investigations under the authorization of the Audit Committee.
2. The Investigator/Chairman of the Audit Committee may at his/her discretion; consider involving any Investigators for the purpose of investigation.
3. The decision to conduct an investigation taken by the Investigator/ Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
4. The identity of a Subject(s) and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
5. Subject(s) will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
6. Subject(s) have right to consult with a person or persons of their choice, other than the Investigator/Chairman of the Audit Committee and/or the Whistle Blower. Subject(s) shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. However, if the allegations against the subject(s) are not sustainable, then the Company may see reason to reimburse such costs.
7. Subject(s) shall have a duty to cooperate with Investigator/ Chairman of the Audit Committee during investigation to the extent that such cooperation will not compromise self-incrimination protection available under the applicable laws.
8. Subject(s) have a responsibility not to interfere with the investigation process. Evidence shall not be withheld, destroyed or tampered with; and witness shall not be influenced, coached, threatened or intimidated by the Subject(s).

9. Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
10. Subject(s) have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject(s) should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject(s) and the Company.
11. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

Reporting Mechanism

Any Directors, Key Managerial Personnel (KMP) and employees should raise Reportable Matters with someone who is in a position to address them appropriately. In most cases, an employee's supervisor, manager or point of contact is in the best position to address an area of concern. Supervisors, managers or points of contact to whom the Reportable Matters are raised are required to report the same immediately to the Investigator/ Chairman of the Audit Committee. Notwithstanding the aforesaid, employee can lodge a complaint in one of the following ways:

A complaint may be made anonymously. If a complaint is made anonymously, however, the complainant must detail the description of the complaint and must provide the basis of making the assertion therein, by contacting the Investigator/ Chairman of the Audit Committee or any member of the Audit Committee or anyone in management to whom the Whistle Blower is comfortable in approaching. The Audit Committee Chairman's names and addresses are posted on the Company's Internet/ Intra-Net; by contacting your relevant Regional Investigator (as notified from time to time) or the Chief Investigator or to the Company Secretary & Compliance Officer of the Company; by sending an email, or by sending a complaint letter in a sealed envelope marked "Private and Confidential" to any of the above stated person.

The complaint or disclosure must provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation.

To the extent possible, the complaint or disclosure must include the following:

1. The name of Director and/or Key Managerial Personnel (KMP) and/or employee;
2. The branch name or location of the Company where it happened (branch, office);
3. When did it happen: a day, date and time of event or number of times event occur;
4. Type of concern (what happened):
 - a) Financial reporting/ implications;
 - b) Legal matter;

- c) Management action; and/or
- d) Employee fraud committed;
- 5. Submit proof or identify where proof can be found, if possible;
- 6. State whom to contact for more details/ information, if possible; and/or
- 7. Prior efforts made to address the problem, if any.

Protection for Whistle Blowers

1. The Chairman of the Audit Committee / Investigator is responsible to ensure that the identity of the Whistle Blower is kept strictly confidential. However, in situations where the information provided may lead to uncovering some major issues, which are legal/ criminal in nature the informer's identity may have to be produced before the Police Authorities or in a Court of Law. In such cases, the above are responsible for ensuring that the identity of the Whistle Blower/s are produced only to the relevant authorities and to no one else.
2. No unfair treatment will be mented out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore be given to Whistle Blowers against any unfair practices like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive/ take advice about the procedure to be followed, etc.
3. A Whistle Blower may report any violation of the above clause to Investigator/ Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
4. The identity of Whistle Blower shall be kept confidential.
5. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

Investigators

1. Investigators are required to conduct a process towards fact finding and analysis. Investigators shall derive their authority and access rights from the Investigator/

Chairman of the Audit Committee when acting within the course and scope of their investigation.

2. Technical and other resources may be drawn upon as necessary to augment the investigation. Investigator shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
3. Investigations will be launched only after a preliminary review by the Investigator/ Chairman of the Audit Committee, as the case may be, which establishes that:
 - a. the alleged act constitutes an improper or unethical activity or conduct, and
 - b. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review. If such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

Secrecy / Confidentiality

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- a) maintain complete confidentiality / secrecy of the matter;
- b) not discuss the matter in any informal/ social gatherings / meetings;
- c) discuss only to the extent or with the persons required for the purpose of completing the process and investigations;
- d) not to keep the papers unattended anywhere at any time;
- e) keep the electronic mails/ files under password.

If any one is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

Reporting

The Investigator shall submit a report to the Chairman of the Audit Committee on a quarterly basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

Decision

If an investigation leads the Investigator / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Investigator / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Investigator / Chairman of the Audit Committee may deem fit. It is clarified that any disciplinary or corrective action initiated against the

Subject(s) as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

Retention of Documents

All Protected Disclosures in writing or documents obtained during the course of inquiry / investigation, documented along with the results of investigation relating thereto shall be retained by the Company.

Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Modifications, if any, will have to be carried out by the Chairman of the Audit Committee in the Audit Committee meeting and will be informed and adopted by the Board of Directors in its next Board Meeting. All the modifications to this policy shall be routed through the Company Secretary and Compliance Officer of the Company. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing.

Conclusion

The TBZ Code of Conduct as well as the Company's policies and practices have been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct that violates the Company's policies is viewed as unacceptable by the Company. Certain violations of the Company's policies and practices could even affect the Company and any individual employee involved to civil and criminal penalties. Before issues escalate to such level, employees are encouraged to report any violations covered herein above, or reprisal, discrimination or adverse employment consequences related to such reports.
