

TRIL IT4 PRIVATE LIMITED

POLICY ON VIGIL MECHANISM

1. PREFACE

- a. With implementation of the new Companies Act, 2013, Section 177 requires all companies which accept deposits from the public and the Companies which have borrowed money from bank and financial institution in excess of Rs. 50 Crores, to establish a mechanism called "vigil mechanism" for the directors and employees to report genuine concerns in such manner as may be prescribed.
- b. Accordingly, a Vigil Mechanism Policy ("the Policy") has been formulated with a view to provide a mechanism for employees and directors of the Company to approach the Chairman of Audit Committee to ensure adequate safeguards against victimization. This policy would help to create an environment where individuals feel free and secure to raise an alarm where they see a problem. It will also ensure that complainant(s) are protected from retribution, whether within or outside the organization.

2. Definitions

The definitions of some of the key terms used in this Policy are given below.

2.1 **Complainants:**

An individual employee, channel partner, supplier, business associate or a customer of the organization, who makes a Protected Disclosure, keeping the organization's interests in mind.

2.2 **Employee:**

Every employee of the Company (whether working in India or abroad), if any, including any Director in the employment of the Company.

2.3 **Protected Disclosure:**

Any communication made in good faith that discloses or demonstrates

- an intention or evidence of an ongoing spurious / unethical activity or
- Any condition that may pre-empt occurrence of such activities

2.4 **Subject:**

A person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

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2.5 **Investigators:**

Persons so authorized, consulted or approached by the Audit Committee including the external agencies like the auditors of the Company and the police.

2.6 **Chairman of Audit Committee:**

Chairman of the Audit Committee as may appointed by the Board of Directors from the time to time to ensure adequate safeguards against victimization.

3. **Scope**

The Complainant's Role is that of a reporting party, with reliable information. He/ she is not required or expected to act as investigators or finder of facts. He/ she cannot determine corrective actions either. Complainant does not have to obtain evidence in order to support his/ her information. His/ her role is simply to "Raise the Alarm".

4. **Eligibility**

All employees, channel partners, business associates, suppliers or customers of the organization, are eligible to make Protected Disclosures under the Policy. The Protected Disclosures shall be in relation to matters concerning the Company. All contracts/ MOU's with vendors, contractors, business associates, suppliers, customer etc will have following wordings "Company has an established Vigil mechanism in place".

5. **Indications to Raise an Alarm**

A matter can be considered serious enough for an alarm to be raised if it satisfies any of the following conditions:

- 5.1 Serious violation of any organization-level policy, indicating that certain internal control points are weak
- 5.2 Matter is likely to receive media or public attention
- 5.3 Exposes the organization to a significant monetary or non-monetary liability
- 5.4 Points towards any event which is the result of a criminal action e.g. Disappearance of cash/ funds
- 5.5 Indicates any incident/ possible incident of sexual harassment at the workplace
- 5.6 Indicates a significant threat to the health/safety of employees/community

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6. Exceptions:

Any matter which is an individual employee grievance relating to the

- terms and conditions of employment are to be reported to the relevant HR personnel.
- An ethical violation where the impact is not at the organization level are to be reported to the Manager / Project Head

7. Disqualification:

The following instances would constitute a violation of the Vigil Mechanism.

- 7.1 Bringing to light personal matters regarding another person, which are in no way connected to the organization
- 7.2 Reporting information which, he/ she does not have an authorization to access
- 7.3 While it will be ensured that genuine Complainants are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action and would be taken up with utmost sternness
- 7.4 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a complainant knowing it to be false or bogus or with a mala fide intention
- 7.5 Complainant, who make any Protected Disclosures, which have been subsequently found to be mala fide or malicious or Complainants 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.
- 7.6 Actions against such violations could range in their severity, if necessary even extending up to termination of one's employment/ contract/ association with the organisation.

8. Procedure

- a. The Chairman of Audit Committee can be approached for reporting/voicing any non-financial/accounting violations.
- b. All Protected Disclosures concerning should be addressed to the Chairman of Audit Committee of the Company. The contact details to share queries with the Chairman of Audit Committee are as under:-

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Contact Details:

The Chairman of Audit Committee
TRIL IT4 Private Limited
E Block, Voltas Premises, T B Kadam Marg,
Chinchpokli, Mumbai – 400033
Email Id- trilsec@tatarealty.in

- c. If any executive of the Company other than the Chairman of Audit Committee receives a Protected Disclosure, the same should be forwarded to the Manager, who shall place the same before the Chairman of Audit Committee.
- d. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should be typed out or written in legible handwriting either in English, Hindi, regional language of the Complainant's place of employment.
- e. The Protected Disclosure should be forwarded under a covering letter, which shall bear the identity of the Complainant. The EC/ Manager shall detach the covering letter and forward only the protected Disclosure to the investigators for investigation.
- f. 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.
- g. For the purpose of providing protection to the Complainant, the complainant should disclose his/her identity only in the covering letter accompanying the Protected Disclosure.
- h. The complainant who has raised a compliant under the said mechanism shall if need be, have a direct access to the Board of Directors in exceptional cases

9. Investigation

- a. All Protected Disclosures will be thoroughly investigated by the Chairman of Audit Committee.
- b. The Chairman of Audit Committee Counsellor may at their discretion, consider involving any other Investigators for the purpose of investigation.
- c. The decision to conduct an investigation 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 complainant that an improper or unethical act was committed.
- d. The identity of a Subject and the Complainant will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subjects shall have to co-operate with the Chairman of Audit Committee or any of the Investigators to the extent that such co-operation will not compromise self-incrimination

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protections available under the applicable laws.

- g. Subjects have right to consult with a person or persons of their choice, other than the Investigators or as the case may be and/or the Complainant. Subjects 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 are not sustainable, then the Company may see reason to reimburse such costs.
- h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with; and witness shall not be influenced, coached, threatened or intimidated by the Subjects.
- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrong doing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

10. Investigators

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Chairman of Audit Committee when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review by Chairman of Audit Committee as the case may be , which establishes that:
 - i) The alleged act constitutes an improper or unethical activity or conduct and
 - ii) 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. Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

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11. Processing the Information received from complainant & -Investigation

1. The Chairman of Audit Committee would identify issues from among the complaints made by the complainant that are not affecting organisation and can be sorted out with Manager.
2. If the information indicates an incident has taken/is taking place, the Ethics Counsellor shall have the issue investigated, by using the channels available in MBE.
3. The Chairman of Audit Committee shall provide a feedback to the Complainant on what has happened on the issue raised by him/her.

12. Protection for Complainants

1. The Chairman of Audit Committee / Manager is responsible to ensure that the identity of the complainant 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 complainant are produced only to the relevant authorities and to no-one else.
2. No unfair treatment will be meted out to a complainant 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 complainants. Complete protection will, therefore be given to complainant 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 complainants right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the complainant may experience as a result of making the Protected Disclosure. Thus, if the complainant is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the complainant to receive advice about the procedure, etc.
3. Complainants are encouraged to immediately report any acts of retribution that have happened to them, due to the fact that they had made a disclosure of information.
4. Any other employee assisting in the said investigation shall also be protected to the same extent as the complainant.

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13. Decision

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

14. Reporting

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

15. 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 seven years.

16. Communication of the Policy

The Officer nominated by Audit Committee would communicate the policy across the organization by posting the policy in the official web-site.

17. Amendment

1. The Board of Directors in consultation with the Chairman of Audit Committee would review the policy and update as and when a new development occurs which needs a change in the policy,
2. Any policy update or renewal would be communicated to all by posting the updated policy in the official website of the Company.