

TRIUMPH
INTERNATIONAL
FINANCE INDIA
LIMITED

VIGIL MECHANISM /
WHISTLE BLOWER POLICY

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PREAMBLE

As per Section 177 of the Companies Act, 2013, inter alia, every listed company is required to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

The Company had adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern their actions. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company and should be brought to the attention of the concerned.

Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who can also use such mechanism for reporting genuine concerns including above. It also makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

As per Rule 7 of The Companies (Meeting of Board and its Powers) Rules, 2014, the Audit Committee of the Company shall oversee the vigil mechanism as laid down in this Policy.

PURPOSE OF THIS POLICY

The purpose of this policy is to articulate the Company’s point of view on whistle blowing, the process, and the procedure to strengthen whistle blowing mechanism at the Company.

This policy:

- Provides a platform and mechanism for the employees and directors to voice genuine concerns or grievances about unprofessional conduct without fear of reprisal.
- It provides an environment that promotes responsible and protected whistle blowing. It enables Employees and Directors about their duty to report any suspected violation of any law that applies to the Company and any suspected violation of the Group Values or the Company’s Code of Conduct or insider trading norms.
- Above all, it is a dynamic source of information about what may be going wrong at various levels within the Company and which will help the Company in realigning the processes and take corrective actions as part of good governance practice.

APPLICABILITY

To all stakeholders.

DEFINITIONS

- a) "**Audit Committee**" means the committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013 and SEBI.
- b) "**Codes**" means the Codes of Conduct.
- c) "**Corporate Governance Council**" means a committee responsible for steering all activities related to governance in the Company. This would include reviewing and amending the Corporate Governance Policies to make them responsive to changing times.
- d) "**Director**" means a director appointed to the Board of the Company.
- e) "**Employee**" means every employee of the Company (whether working in India or abroad), including the Directors in the whole-time employment of the Company
- f) "**Frivolous Complaint**" means any complaint which is registered or attempted to be registered under this Policy with no evidence or on hearsay basis or with mala fide intentions against the Subject, arising out of false or bogus allegations.
- g) "**Investigators**" means those persons authorized, appointed, consulted or approached by the Vigil Committee, including the Auditors of the Company, to investigate the Protected Disclosure.
- h) "**Protected Disclosure**" means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behaviour, actual or suspected fraud or violation of the Company's Codes or CG Policies or any improper activity.
- i) "**Subject**" means a person against, or in relation to whom, a Protected Disclosure has been made or evidence gathered during the course of investigation.
- j) "**Vigil Committee**" means a committee set up for receiving the whistle-blower complaints assisting in implementation and compliance of the Whistle-blower Policy
- k) "**Whistle-blower**" means a director, employee, vendor, supplier or any other stakeholder making a Protected Disclosure under this Policy.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation and as amended from time to time.

SCOPE

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

- (1) Breach of the Company's Code of Conduct.
- (2) Breach of Business Integrity and Ethics.
- (3) Breach of terms and conditions of employment and rules thereof.
- (4) Intentional Financial irregularities, including fraud, or suspected fraud.
- (5) Deliberate violation of laws/regulations.

- (6) Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment.
- (7) Manipulation of company data/records
- (8) Pilferation of confidential/propriety information.
- (9) Gross Wastage/misappropriation of Company funds/assets.

DISQUALIFICATION

- a) 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.
- b) 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.
- c) 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.

RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or Hindi.
- The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower policy". Alternatively, the same can also be sent through email with the subject "Protected disclosure under the Whistle Blower policy". If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.
- Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.
- The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer / Chairman of the Audit Committee/MD/CEO/ Chairman as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

- All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee/Chairman in exceptional cases.

The contact details of the Vigilance and Ethics Officer and Chairman of Audit Committee is as under:-

Name and address of Vigilance & Ethics Officer	Mr. Nagesh Kuthaphale
Name and address of the Audit Committee	Mr. Nagesh Kuthaphale Oxford Centre 10 Shroff Lane next To Colaba Market Colaba Mumbai -400005

- On receipt of the protected disclosure the Vigilance and Ethics Officer / Chairman/ CEO/ Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action.

INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

DECISION

If an investigation leads the Vigil Committee to conclude that an illegal or unethical behaviour, fraud or violation of the Company's Codes or CG Policies or any improper activity has taken place or has been committed, the Vigil Committee shall recommend to the management of the Company to take disciplinary or corrective action as they may deem fit.

REPORTING

A report with number of complaints received under this Policy and their outcome shall be placed by the Vigil Committee before the Corporate Governance Council after which it will be placed before the Audit Committee on a half yearly or on case to case basis.

PROTECTION

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided.

The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

RETENTION OF DOCUMENT

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.

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. However, no such amendment or modification would be binding on the Directors, Employees and all other stakeholders unless the same is notified to the Directors or Employees on the Company's website.