



TINNA TRADE LIMITED

WHISTLE BLOWER POLICY (VIGIL MECHANISM)

Introduction

TINNA TRADE LIMITED (“Company”) requires that all Directors and employees adhere to high ethical standards in business conduct and comply with laws and regulations, Company’s code of conduct and ethics policies as well as with Company policies, practices and procedures. Ethical behavior in the areas of business conduct is of utmost priority to the Company.

The Company is committed to developing a culture to provide adequate safeguards against victimisation of employees and Directors. The employees, Directors and business partner may raise their concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct. To achieve this, the Company has formulated this policy as a vigil mechanism that will provide a platform to the Directors, employees and business partners to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or any other grievances.

The Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 provides that every listed Company shall establish a vigil mechanism for directors and employees to report genuine concerns to the company.

Further SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 also provides that the Company shall establish a vigil mechanism/ Whistle Blower Policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company’s code of conduct.

The purpose of the policy is to provide adequate safeguards against victimization of Directors, employees and business partners who avail of the vigil mechanism provision and to provide direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases, which are detailed in the policy document. This Policy is for directors, employees and business partners.

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:



- Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- Ensure complete confidentiality.
- Not attempt to conceal evidence of the Protected Disclosure;
- Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- Provide an opportunity of being heard to the persons involved especially to the Subject;
- Make provision for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.

Coverage of Policy

The Policy covers unethical or improper activity, malpractice and any event of misconduct which has taken place/ suspected to take place involving:

- Abuse of authority at any defined level in the Company and/or not following defined policies and procedures of the Company
- Acts involving acceptance of bribe or any other form of corruption
- Disclosure of confidential / proprietary information to any outsider
- Financial irregularities, including fraud, or suspected fraud
- Any willful / deliberate violation of statutory law, regulations and government directives applicable to the Company, thereby exposing the Company to penalties/ fines
- Wastage/misappropriation of company funds/assets
- Any Other activities injurious to the interests of the company violation of the company's code of conduct.
- Any activity of unethical behavior, actual or suspected fraud
- Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues or for resolving individual's conflicts with the management.
- This policy is applicable to all Directors, employees and business partners of the Company.



Disqualifications

- While it will be ensured that genuine Whistle Blower is accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- 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.
- Whistle Blower, who makes any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable for disciplinary action under Company's Code of Conduct and Ethics Policy as per Company's procedures.
- Anonymous concerns will not be considered. Whistle Blower needs to put his/ her name to the allegations. However, in exceptional cases, where the Whistle Blower chooses to be anonymous, strong evidence should be accompanied with the allegations.
- This policy does not protect an employee from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.

Manner and Authority – where concern can be raised

- Directors, employees and business partner can make Protected Disclosure to Whistle Officer as soon as possible after becoming aware of the same. In case the Protected Disclosure is against the Whistle Officer, the reference can be made directly to the Audit Committee.
- Whistle Blower must put his/her name to allegations. Concerns expressed anonymously will not be investigated unless they are accompanied by strong related evidence/s.
- All allegations received are documented and assigned an identification number.
- If initial enquiries by the Whistle Officer indicate that the concern has no basis, or it is not a matter for investigation to be pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- Where on the basis of initial enquiries the Whistle Officer is of the view that further investigation is necessary, he shall ask the Ombudsperson Committee as established under this Policy to carry out further investigation. The Ombudsperson Committee, if required, may further constitute an Investigation Committee, which will conduct the enquiry in fair manner as a neutral fact finding process and without presumption of guilt.



- Name of the Whistle Blower shall only be known to the Whistle Officer and will not be disclosed to Ombudsperson Committee / Investigation Committee / anyone else during the period of investigation and a coded name / reference will be used during and after the investigation.
- The Whistle Officer / Ombudsperson Committee/Investigation Committee, as the case may be, shall:
 - ✓ Make a detailed written record of the Protected Disclosure. The record will include:
 - ✓ Facts of the matter
 - ✓ Reference, if available on whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - ✓ Reference, if available on whether any Protected Disclosure was raised previously against the same Subject;
 - ✓ The financial / otherwise loss which has been incurred / would have been incurred by the Company.
 - ✓ Findings of Whistle Officer / Ombudsperson Committee;
 - ✓ The recommendations of the Whistle Officer / Ombudsperson Committee on disciplinary / other action/(s).
 - ✓ Gravity of the concern raised and whether the matter to be considered as exceptional case or not for being referred to the Audit Committee.
- The Whistle Officer / Ombudsperson Committee / Investigation Committee shall finalise and submit the report to:
 - ✓ the Managing Director in case the investigation is done by the Whistle Officer;
 - ✓ the Whistle Officer in case the investigation is done by the Ombudsperson Committee;
 - ✓ the Ombudsperson Committee in case the investigation is done by the Investigation Committee;
- The report shall be finalised and submitted as per the timelines.
- On submission of report, the Whistle Officer and the Ombudsperson Committee shall discuss the matter and shall either:
 - ✓ In case the Protected Disclosure is proved, accept the findings and take such Disciplinary Action as deemed fit as per Company's procedures and take preventive measures to avoid recurrence of the matter;



- ✓ In case the Protected Disclosure is not proved, extinguish the matter; Or
- ✓ Depending upon the seriousness or the gravity of the matter, refer the matter to the Audit Committee of Directors with proposed disciplinary action/counter measures as per Company's procedures in dealing with such matters. (In case any member of the Audit Committee is having conflict of interest in a given case, he should recuse himself and the others on the committee would deal with the matter on hand). If required, the Audit Committee can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.
- In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Chairman of the Audit Committee.

Timelines

Once the Protected Disclosure is admitted by the Whistle Officer for further investigation: Whistle Officer to complete initial review and decide on the further investigation requirement	Within 5 working days from the date of admission of Protected Disclosure for further investigation
Whistle Officer / Ombudsperson Committee / Investigation Committee to complete detailed investigation and submission of report	Within 20 working days from the date of admission of Protected Disclosure for further investigation or extended period as may be allowed by Whistle Officer
Review and propose action to be taken as	Within 35 working days from the date of admission of Protected Disclosure for further investigation