

TIRUPATI FORGE LIMITED
CIN: L27320GJ2012PLC071594



WHISTLE BLOWER/ VIGIL
MECHANISM POLICY

TIRUPATI FORGE LIMITED (hereafter referred to as “Company” in this document) believes in promoting a fair, transparent, ethical and professional work environment. While the code of company defines the expectation from employees in terms of their integrity and professional conduct, the vigil mechanism defines the mechanism for reporting deviations from the standards defines in the code.

Whistle Blower Policy is a device to help alert and responsible individuals to bring to the attention of the Management, promptly and directly, any unethical behaviour, suspected fraud or abrasion or irregularity in the Company practices without any fear or threat of being victimised.

Whistle Blower Policy expects Employees and Directors to be the guardian of Company’s core values and the corporate purpose. The spirit of the Policy is to foster a sense of collective responsibility in safeguarding the business interests. The Policy provides an avenue to report matters directly to the Management or to the Chairman of the Audit Committee. The Policy also provides for reporting in confidence. Through this Policy, a vigil mechanism is established for every employee to report genuine concerns.

The assurance and co-operation from the Management in safeguarding the interest of the individuals who choose to report matters of principles to the Management is reinforced by the Whistle Blower Policy. In the process, it is also ensured that the Policy is not misused.

The Vigil mechanism is implemented not only as a safeguard to unethical practices. This mechanism is intended to provide mechanism for reporting genuine concerns or grievance and ensure that deviations from the Company’s Business Conduct Manual and Values are dealt with in a fair and unbiased manner as provided in Section 177 (9) and (10) of the Companies Act, 2013 and the Companies Rules, 2014. The mechanism is also intended to cover the Whistle-blower Mechanism aspect of the SEBI’s Listing Agreement and also regulation 22 of the Securities and Exchange Board of India (Listing Obligation Disclosure Requirements) Regulation, 2015.

DEFINITIONS

Definitions of some of the key terms used in this mechanism are given below:

Protected disclosure: Any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.

Whistle-blower: An individual who makes a protected disclosure under this mechanism. This could be an Employee, Director, Vendor, Supplier, Dealer and Consultant, including Auditors and Advocates

Audit Committee: An audit committee is an operating committee formed by the Board of Directors in accordance with Section 177 of the Companies Act 2013 and charged with oversight of financial reporting and disclosure.

Board of Directors: A body of elected or appointed members who jointly oversee the activities of the company.

Alleged wrongful conduct: mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

Assure Employees and Directors that they will be protected from reprisals and or victimization for whistle blowing in good faith.

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

- a. Abuse of Authority
- b. Breach of contract/Law
- c. Manipulation of company data/records
- d. Criminal offence
- e. Improper code of conduct, unethical behavior or suspected fraud.

GUIDING PRINCIPLES OF THE VIGIL MECHANISM

To ensure effective implementation of vigil mechanism, the company shall:

- a) Ensure protection of the whistle-blower against victimization for the disclosures made by him/her.
- b) Ensure complete confidentiality of the whistle-blower identity and the information provided by him/her.
- c) Ensure that the protected disclosure is acted upon within specified time frames and no evidence is concealed or destroyed.
- d) Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner.
- e) Ensure whistle-blower would not get involved in conducting any investigative activities other than as instructed or requested by Vigilance Officer.
- f) Ensure the subject or other involved persons in relation with the protected disclosure be given an opportunity to be heard.
- g) Ensure disciplinary actions are taken against anyone who conceals or destroys evidences related to protected disclosures made under this mechanism.

PROTECTION FOR WHISTLE-BLOWER

A whistle-blower would be given the option to keep his/ her identity anonymous while reporting an incident. The company will make no attempt to discover the identity of an anonymous whistle-blower. If the whistle-blower's identity becomes known during the course of the investigation, the company will ensure that the identity of the whistle-blower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings.

A whistle-blower reporting issues related to sexual harassment, child labour, discrimination, violation of human rights would necessarily need to disclose their identity to enable effective investigation.

Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the whistle-blower.

The Vigilance Officer would safeguard the whistle-blower from any adverse action. This includes discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices.

Protection under this mechanism would not mean protection from disciplinary action arising out of false allegations made by a whistle-blower.

A whistle-blower may not be granted protection under this mechanism if he/she is subject of a separate complaint or allegations related to any misconduct.

If a complainant believes that she or he has been treated adversely as a consequence of their use of the vigil mechanism can approach the Compliance officer of the company in confidence. The contact information for the Vigilance Officer is provided on [Appendix A](#) to this document.

COVERAGE OF THE VIGIL MECHANISM

All employees, directors, vendors, suppliers, dealers and consultants, including auditors and advocates who are associated with the Company can raise concerns regarding malpractices and events which may negatively impact the company.

- a. Inaccuracy in maintaining the Company's books of account and financial records.
- b. Financial misappropriation and fraud
- c. Procurement fraud
- d. Conflict of interest
- e. False expense reimbursements
- f. Misuse of company assets & resources
- g. Inappropriate sharing of company sensitive information
- h. Corruption & bribery
- i. Insider trading

- j. Unfair trade practices & anti-competitive behavior
- k. Non-adherence to safety guidelines
- l. Sexual harassment
- m. Child labor
- n. Discrimination in any form
- o. Violation of human rights

All matters not covered under this mechanism can be reported directly to your one over manager or your Human Resources contact.

REPORTING MECHANISM

Whistle Blowers can make Protected Disclosure as soon as possible but not later than 30 consecutive days after becoming aware of the same in the format provided under “Annexure 1”. The Whistle- Blower should provide clear understanding of the issue raised and should either be types or written in a legible handwriting in English. The Protected Disclosure should be factual and neither speculative nor 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.

INVESTIGATION

The investigation would be carried out to determine the authenticity of the allegations and for fact-finding process.

The investigation team should not consist of any member with possible involvement in the said allegation.

During the course of the investigation:

- i. Vigilance Officer will be given authority to take decisions related to the investigation.
- ii. Any required information related to the scope of the allegation would be made available to the investigators.

The findings of the investigation should be submitted to the Vigilance Officer by the investigator with all the supporting documents.

ROLE OF INVESTIGATOR

- i. A structured approach should be followed to ascertain the credit ability of the charge.
- ii. Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
- iii. Provide timely update to the Vigilance Officer on the progress of the investigation.
- iv. Ensure investigation is carried out in independent and unbiased manner.
- v. Document the entire approach of the investigation.

Investigation Report including the approach of investigation should be submitted to the Ethics Committee with all the documents in support of the observations.

MAINTAINING SECRECY AND CONFIDENTIALITY

The Company expects individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be initiated against anyone found not complying with the below:

Maintain complete confidentiality and secrecy of the matter.

The matter should not be discussed in social gatherings or with individuals who are not involved in the review or investigation of the matter.

The matter should only be discussed only to the extent or with the persons required for the purpose of completing the investigation.

Ensure confidentiality of documents reviewed during the investigation should be maintained.

Ensure secrecy of the whistle-blower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.

DISQUALIFICATIONS

Issues other than those listed under Section “Coverage of the vigil mechanism”.

The complainant is not able to provide specific information that covers AT LEAST SOME OF THE FOLLOWING POINTS:

- a. Location of incident
- b. Timing of incident
- c. Personnel involved
- d. Specific evidence (if any)
- e. Frequency of issues

In case the complainant is unable to provide adequate information, the Vigilance Officer reserves the right to not investigate the reported matter.

MANAGEMENT DECISION

Relevant board committee will take disciplinary or corrective action against the Subject as per the Company’s disciplinary procedures and can also take legal action, if required.

The decision of relevant board committee should be considered as final and no challenge against the decision would be entertained, unless additional information becomes available.

In case of frivolous or false complaints, action may be taken against the complainant.

RIGHT TO AMENDMENT

The Company holds the right to amend or modify the policy. Any amendment or modification of the policy would be done by an appropriate authority as mandated in law. The updated Vigil mechanism would be shared with the employees, suppliers and vendors thereafter.

DETAILS OF CONTACT PERSONS FOR COMMUNICATION

Mr. Hiteshkumar Gordhanbhai Thummar (DIN: 02112952) –Managing Director (E-Mail Id: hiteshthumar999@yahoo.co.in)



**SAMPLE FORMATE FOR WHISTLER BOWLER FOR PROVIDING PROTECTED
DISCLOSURE**

“ANNEXURE 1”

Sr. No.	Particulrs	Details
01.	Date	
02.	Name of the Whistle-blower	
03.	E-mail ID of the Whistle-blower	
04.	Communication Address	
05.	Contact No.	
06.	Subject matter which is Reported	
07.	Name of the person/event focused (not compulsory)	
08.	Brief about concern	
09.	Evidence (enclosed, if any)	

Signature