



T T LIMITED
(CIN NO.-L18101DL1978PLC009241)
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VIGIL MECHANISM/ WHISTLE BLOWER POLICY

1. PREFACE

In one word Business Philosophy of T T Group is “FAIR BUSINESS”- Fair to all : Suppliers, Buyers, Dealers, Workers, Employee, Shareholders, Investors , Community and the Society at large. The Company firmly believes in good Corporate Governance , Ethical behaviour. The Company while conducting its business has been upholding the core values of T T .i.e. transparency , integrity, honesty, accountability and compliance of laws.

- 1.1. Section 177 of the Companies Act, 2013 and Clause 49 of Listing Agreement requires every listed company and such class or classes of companies, as may be prescribed to establish a Vigilance mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its 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. Such a Vigilance mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairman of the Audit Committee in appropriate or exceptional cases.

- 1.2. Under these circumstances “**T T Limited**” being a Public Listed Company proposes to establish a Whistle Blower Policy/ Vigilance Mechanism for employee to report to the management instances of unethical behavior , actual or suspected fraud or violation of the law and to formulate a policy for the same.

2. POLICY OBJECTIVES

- 2.1. 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 employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigilance (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
- 2.2. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and colleagues in general.

3.SCOPE OF THE POLICY

- 3.1. This Policy applies to any Director or employee who wishes to disclose to the Audit Committee any issue or question associated with Company policies , procedure, conduct or practices believed by the individual to be a matter of genuine concern.

Matter of genuine concern may refer to any of the followings :-

1. Data irregularity .
2. Untrue statements .
3. Unethical behaviour .
4. Actual or suspected fraud and/ or Cheating
5. Methods , facilities, controls, etc. being used to manufacture products not complying with established standards.
6. Irregularities observed in any process pertaining to production, manufacturing, packing, marketing etc.
7. Continuous non-compliance with applicable law, rules or regulation
8. Non-existence of comprehensive, adequate and effective Quality control management .
9. Non- compliance /non-adherence of Code of Conduct of the Company.
10. Breach of Contract .
11. Any unlawful act whether Criminal/ Civil
12. Wastage /misappropriation of Company Funds/assets.

4. DEFINITIONS

4.1 **Investigation officer** – is a person appointed by Audit Committee, required for assistance in the investigation and submit his/her findings to Audit Committee.

4.2 **Disclosing Individual** –Director or permanent/contractual employee of the Company notifying to Audit Committee of any matter to be investigated.

4.3 **Disclosure** – is any communication made in good faith by a Director or employee that discloses or demonstrates information that may indicate evidence of matters of genuine concern.

4.3 **Audit Committee**” means a Committee constituted by the Board of Directors of the Company under Section 177 of Companies Act, 2013. Company Audit Committee comprises :

Shri Navratan Dugar - Chairman of Committee

Shri V R Mehta - Member

Shri V K Kothari - Member

Shri Sanjay Kumar Jain- Member

4.4 **“Board”** means the Board of Directors of the Company.

4.5 **“Company”** means the **T T Limited** and all its offices and branches.

4.6 **“Code”** means Code of Conduct for Directors and Senior Management Executives adopted by **T T Limited**.

5. GUIDELINES

5.1 Disclosure/Disclosing Individual

5.1.1 All Directors and/or employees are encouraged to notify the Audit Committee, as soon as possible, once the individual (hereby, being called as “The Disclosing Individual”) becomes aware of a condition or practice that they believe to be of genuine concern. To enable timely commencement of review of the allegation the Disclosing Individual is requested to notify the Audit Committee as soon as practicably possible.

5.1.2 The authenticity of the Disclosing Individual’s identity will be established by the Audit Committee before considering the case for the purpose of a diligent, good faith investigation into the allegations set forth in every Disclosure.

5.1.3 The Disclosing Individual can request that their identity not be disclosed. Anonymous complaints (complaints that do not bear the identity of the Disclosing Individual) shall be inquired and appropriate confidentiality shall be maintained for all complaints, thereupon.

5.1.4 The Disclosure made by the Disclosing Individual must be genuine with adequate supporting proof. Disclosing Individual must provide all factual corroborating information, as is available and to the extent possible.

Confidentiality

5.2.1 Disclosing Individuals are encouraged to disclose their identity as to allow a through investigation.

5.2.2 All communications, concerns and issues reported under this policy shall be treated in a confidential manner except to the extent necessary to conduct a complete, fair and effective investigation.

5.2.3 Similarly, the identities of the Disclosing Individual and subject matter of the investigation or complaint shall be treated with confidentiality at all times.

Non-Retribution and Non-Retaliation

5.3.1 No unfair treatment shall be exhibited towards the Disclosing Individual by virtue of his /her having reported a disclosure under this policy and the Company shall ensure that full protection has been granted to him/her against:

- (a) Unfair employment practices like retaliation, threat or intimidation of termination/suspension of services, etc.
- (b) Direct or indirect abuse of authority to obstruct the Disclosing Individual's right to continue performance of his/her duties/functions during routine daily operations, including making further Disclosures under this policy.

5.3.2 The Disclosing Individual may also report any violation of Clause 5.3.1 to Audit Committee, who may direct an investigation into the same. The Audit Committee may recommend appropriate disciplinary action against any person(s) who is found to be responsible for any unfair practice of retribution, retaliation or obstruction towards the Disclosing Individual.

5.3.3 Although the fact that an individual “self-reported” may be taken into account when determining appropriate disciplinary action, the reporting individual remains subject to disciplinary actions for his or her improper and unlawful acts as determined by Audit Committee investigation.

Subject Matter of the Complaint

5.4.1 For any disclosure that is sufficiently specific to: (a) permit a determination of the appropriateness of the alleged improper practice; (b) provide an opportunity for taking corrective action, the Audit Committee shall conduct a review of the allegations set forth in the disclosure and ensure that proper follow-up is conducted.

5.4.2 The individuals or groups shall have a duty to co-operate with Audit Committee until the investigation process is completed.

5.4.3 The Board of Directors shall have a right to be informed about the results of the investigation process in writing by Audit Committee after the completion of the investigation.

Audit Committee

5.5.1 The Audit Committee oversees this Vigil Mechanism Policy, functioning as an independent body that reviews and evaluates matters of genuine concern. The Audit Committee ensures that the Directors and employees of Company are in compliance with the rules and regulations and that the organization meets the Company’s Code of Conduct.

5.5.2 The Audit Committee has direct access to the senior management of the Company and may take internal or external legal opinion or advice or assistance, as and when required.

5.5.3 The Audit Committee is authorized to receive any Disclosure reported under this policy. This Committee is responsible for obtaining all necessary information and ensuring appropriate action.

5.5.4 The Audit Committee is also authorized to appoint a representative / investigation officer to represent its Office to receive any Disclosures under the policy.

5.5.5 The Audit Committee or its investigation officer shall make a diligent, good faith investigation into the allegations set forth in every disclosure to ensure that it has obtained all of the information necessary to determine whether a further review should be conducted.

6 . DISCLOSING PROCEDURE

What to Disclose

6.1.1 Any issue or question relating to matters stated under Clause 3.1

6.2.2 Whom to Disclose

Written communication should be forwarded to the following mailing address:-

The Chairman of Audit Committee

T T Limited

879, Master Prithvi Nath Marg ,

Opp. Ajmal Khan Park, Karol Bagh , New Delhi -5

It may be noted that the Disclosing Individual(s) have direct access to the Chairman of the Audit Committee

6.3 When to Disclose

6.3.1 Disclosing Individuals are encouraged to express their concern at the earliest possible and/or within 5 working days so that timely action can be taken

6.4 Publicizing the Disclosure Program

6.4.1 Company shall publicize the existence of the Vigil Mechanism Policy by posting the information of the Company on the corporate website.

7. INVESTIGATION

7.1 The type of investigation will depend on the nature of Disclosure made and is to be treated as a neutral and fact finding process.

7.2 The Audit Committee is responsible for conducting a diligent good faith investigation.

7.3 The investigation shall be launched after the review of the disclosure.

7.4 The outcome of the investigation may or may not support the Disclosure made.

7.5 The Audit Committee or its investigation officer shall report the findings of the investigation to the Board of Directors.

7.6 The investigation process shall be completed at the earliest.

8. DOCUMENTATION & RETENTION

8.1 The Audit Committee to receive and maintain written submissions from the Disclosing Individuals.

8.2 Upon receipt of a disclosure, the Audit Committee or its designee shall gather all relevant information from the Disclosing Individual.

8.3 All information gathered under this policy shall;

(a) be maintained for at least eight years following closure of the review and corrective action; and

(b) be provided to the Board of Directors, upon request

9. Prevention of Misuse of the Disclosure Program

Employees are encouraged not to make frivolous, malafide or malicious or untrue allegation.

10. 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 will be binding on the Employees and directors unless the same is notified to the Employees and directors in writing.