

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

INTRODUCTION

The Companies should ensure the institution of a mechanism for employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's code of conduct or ethics policy.

The Companies should also provide for adequate safeguards against victimization of employees who avail of the mechanism, and also allow direct access to the Chairperson of the Audit Committee in exceptional cases.

In accordance with the provisions of section 177(9) & (10) of Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has formulated a Whistle Blower Policy/ vigil mechanism. This policy is formulated to report genuine concerns has established. It is also formulated to provide a mechanism to employees to approach the Competent Authority.

DEFINITIONS

"Audit Committee" means the Audit Committee constituted by the Board of Directors in accordance with the provisions of the Companies Act, 2013 read with SEBI (LODR), Regulations, 2015.

"Company" means "TPI India Limited

"Director" means any director of the Company.

"Employee" means any employee of the Company.

"Disciplinary Action" means any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

"Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.

"Whistle Blower" means a disclosure made about the wrongdoings in a business corporation.

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

SCOPE

Protected disclosure can be made by various stakeholders of the Company. They may include the following:-

1. Employees, Directors of the Company;
2. Contractors, vendors, suppliers or any of their employees providing any material or service of the company;
3. Customers of the Company;
4. Any other person having an association for the Company.

GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

1. Ensure that the Whistleblower and/or the person processing the Protected Disclosure is not victimized for doing so
2. Treat victimization as a serious matter, including initiating disciplinary action on person/(s) indulging in victimisation
3. Ensure complete confidentiality
4. Not attempt to conceal evidence of the Protected Disclosure
5. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made
6. Provide an opportunity of being heard to the persons involved especially to the Subject.

PROTECTION TO WHISTLEBLOWERS

A. In the event, a person whistle blows under this policy, he/she will not be at risk of suffering any form of reprisal or Retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. The employee will not be at the risk of losing the job or suffer loss in any other manner like transfer, demotion, refusal of promotion from obstructing any right of whistle blower to perform his/her duties/functions, as a result of reporting under this Policy.

The protection is available provided that:

- a. The communication/ disclosure is made in good faith

b. He/ She reasonably believe that information, and any allegations contained in it, are substantially true; and

c. He/ She is not acting for personal gain

Anyone who abuses the procedure will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

B. The Company will not tolerate the harassment or victimization of any whistleblower for raising a genuine concern. If it is found to be contrary to the company's values for anyone to retaliate against any board member, officer, employee, etc who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the Company's operations. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

ACCOUNTABILITIES OF WHISTLE BLOWER

a. Bring to early attention of the company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern.

b. Avoid anonymity when raising a concern.

c. Co-operate with investigating authorities, maintaining full confidentiality.

d. The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by employees may attract disciplinary action.

e. A complainant has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.

f. In exceptional cases, where the complainant is not satisfied with the outcome of the investigation carried out by the Whistle Officer, she/he can make a direct appeal to the Chairman of the Audit Committee.

ACCOUNTABILITIES OF WHISTLE OFFICER

- a. Conduct the enquiry in a fair, unbiased manner
- b. Ensure complete fact-finding
- c. Maintain strict confidentiality
- d. Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom
- e. Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures
- f. Record deliberations and document the final report

PROCEDURE

1. A whistle blower should make a protected Disclosure in writing or by email to the following to the Whistle Officer at the following email address – grievance@tpiindia.com.
2. While there is no specific format for submitting a protected disclosure, the following details MUST be mentioned:-
 - a. Name, address and contact details of the whistle blower
 - b. Brief description of the Malpractice, giving the names of those alleged to have committed or about to commit a malpractice. Specific details like time and place of occurrence need to be mentioned.
 - c. In case of letters, the envelopes should be sealed in envelopes marked " Whistle Blower" addressing the concerned.
3. An employee or a Director who knowingly makes false allegations shall be subject to Disciplinary action, up to and including termination of employment, removal from the office in accordance with the procedures and rules mentioned.
4. If there is a conflict of interest in a given case, the case will be directly recommended to the Audit Committee under the vigilance of the Audit Committee Chairman.
5. The Whistle Officer shall acknowledge receipt of the Disclosure and the same will be reverted (preferably within 7 days) at the contact details as mentioned.
6. The Whistle Officer will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Disclosure constitute a Malpractice by discussing with other members (if required). If the Whistle Officer determines that the allegations do not constitute a Malpractice, he/she will record this finding with reasons and communicate the same.

7. If the Whistle Officer determines that the allegations constitute a Malpractice, he/she will proceed to investigate the Disclosure with the assistance of Senior Level Officers of the Departments where the breach has occurred, as he/she deems necessary.

8. If the alleged Malpractice is required by law to be dealt with under any other mechanism, the Whistle Officer shall refer the Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.

9. 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.

10. The investigation may involve study of documents and interviews with various individuals. Any person required providing documents, access to systems and other information by the Whistle Officer for the purpose of such investigation shall do so.

11. Subjects with whom the Whistle Officer requests an interview for the purposes of such investigation shall make them available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.

12. If the Malpractice constitutes a criminal offence, the Whistle Officer will bring it to the notice of the Executive Directors & Managing Director and take appropriate action including reporting the matter to the police.

13. The Whistle Officer shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to other members as soon as practically possible and in any case, not later than 90 days from the date of receipt of the Disclosure.

14. Whilst it may be difficult for the Whistle Officer to keep the Whistleblower regularly updated on the progress of the investigations, he/she will keep the Whistleblower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.

15. The Whistle Officer will ensure action on the mentioned recommendations. Though no timeframe is being specified for such action, the Company will endeavour to act as quickly as possible in cases of proved Malpractice.

ACCESS TO REPORTS AND DOCUMENTS

All reports and records on protected Disclosures will be considered confidential and only accessible to the concerned viz. Whistle Officer. Any investigations and results pertaining to the same will not be publicly available, except as required by any legal requirements, regulations or by any corporate policy at this time.

RETENTION OF DOCUMENTS

All protected disclosures along with the results pertaining to the investigations shall be retained by the company for a minimum period of three years.

REPORTS

A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Whistle Officer and the corrective actions taken will be sent to the Managing Director of the Company.