

# **WHISTLEBLOWER POLICY**

**INDEX**

<b>S. No.</b>	<b>Particulars</b>	<b>Page No</b>
1.	Background	3
2.	Coverage and Scope	3
3.	Objective	3
4.	Definition	3
5.	Reportable Matter	4
6.	Guidance to report a Complaint	5
7.	Reporting Mechanism	5
8.	Investigation Process	6
9.	Responsibilities of Ethics Committee	7
10.	Reporting	7
11.	Retention	7
12.	No retaliation	7
13.	Confidentiality	8
14.	False Disclosure	8
15.	Amendment	8
16.	Process Flow	9

**BACKGROUND**

TBO Tek Limited (‘TBO’) upholds the highest standards of ethical, moral, and legal conduct in its business operations. This commitment extends across all levels of the organization and influences interactions with all the stakeholders, including employees, customers, suppliers, shareholders, and others. Central to this commitment are the TBO Code of Conduct and related corporate policies, which serve as pillars supporting the Company's dedication to ethical and professional behaviour.

In line with this commitment, we expect employees and other stakeholders, who have serious concerns about any aspect of the company's operation to come forward and communicate these concerns through the designated channels provided by the company, without any fear of victimisation.

**COVERAGE AND SCOPE**

This Policy applies to TBO Tek Limited and its subsidiaries/ affiliates (hereinafter collectively referred to as “Company”) and is applicable to all the current and former employees and associates, including the Directors of the Company.

It is essential to interpret this Policy in conjunction with TBO's Code of Conduct and other corporate policies.

**OBJECTIVES**

The objectives of the Whistleblower Policy (“Policy”) are:

- to provide clear guidance for reporting the concerns and to further encourage the employees to raise concerns within the Company, rather than overlooking them or reporting such concerns through inappropriate channels;
- to identify the fact and cause objectively in the early stage and take reasonable measures without delay;
- to ensure that any disclosure made under this Policy shall be dealt with utmost confidentiality and handled appropriately and protection will be accorded if the whistleblowers face reprisal or victimisation due to such reporting.

**DEFINITION**

Audit Committee	Audit Committee shall refer to the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules and regulations. It shall be responsible to review the functioning of the whistleblower mechanism of the Company.
Ethics Committee	Ethics Committee shall constitute of the following members: <ul style="list-style-type: none"> <li>a. Chief Financial Officer</li> <li>b. Compliance Officer</li> </ul>

	<p>c. Chief Human Resource Officer d. Chief Commercial Officer e. President - Strategy</p> <p>in whatsoever name and designation, they hold or be called.</p>
Investigation Team	Investigation Team means individuals authorized, appointed, consulted, or engaged by the Ethics Committee or the Audit Committee, as applicable, to conduct further fact finding, inquiry or investigation into a Protected Disclosure and may comprise of individuals internal or external to the Company.
Protected Disclosure	Protected Disclosure means a written complaint or communication made in good faith by a Complainant/ Whistleblower regarding a Reportable Matter with the intention of bringing it to the attention of the Ethics Committee or the Audit Committee, as applicable.
Reportable Matter	Reportable Matter refers to a genuine concern, whether actual or suspected, which necessitates immediate attention of the Ethics Committee or Audit Committee, as applicable.
Subject	A Subject refers to an individual or group of individuals who becomes the primary focus of investigative scrutiny, either due to allegations made by a Complainant or Whistleblower, or evidence uncovered during an investigation arising from a Whistleblower's report of unethical or non-compliant behavior. This designation is crucial in guiding investigative efforts aimed at verifying reported concerns and determining suitable actions based on the investigation's findings.
Whistleblower/ Complainant	Whistleblower/ Complainant means an employee, director or any associate, who reports a Protected Disclosure in accordance with this Policy.

Definitions not explicitly defined in this Policy, shall have the same meaning assigned to them in the Company's Code of Conduct, the Companies Act, 2013 and rules made thereunder, SEBI Act, 1992 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

### **REPORTABLE MATTER**

The Policy is designed for reporting events or issues that constitute actual or potential violations of the Code of Conduct, including but not limited to:

- Any unlawful act, whether criminal (e.g. theft) or a breach of civil law (e.g. slander or libel);
- Fraud including corruption;
- Leakage of confidential information, including unpublished price sensitive information;
- Instances of financial malpractices, wrongful accounting practices or falsification of records;
- Abuse of power, such as bullying or workplace harassment;
- Abuse, including physical, psychological, sexual or exploitation;
- Unauthorized use of Company's resources;
- Conflict of interest;

- Health and safety risks, including those affecting the public as well as other employees.

Disclosure can be made by anyone who suspects or has witnessed any unethical act. Matters such as interpersonal issues, service matters, and appraisal issues should be addressed through mechanisms defined in the respective policies of the Company.

### **GUIDANCE TO REPORT A COMPLAINT**

The Policy emphasizes the importance of acting in good faith for Complainants while reporting concerns. Acting in good faith entails making a disclosure without malice or personal gain, and with a sincere belief in the truthfulness of the report. Employees must refrain from making false or misleading accusations, whether knowingly or recklessly. Such behaviour not only violates the principles of good faith reporting but also undermines the integrity of whistleblowing process. Employees found guilty of making false or misleading statements may face disciplinary measures in accordance with the Company's policies.

Following points should be kept in mind before or at the time of making a Protected Disclosure or reporting a concern:

- This Policy and mechanism are not meant to replace normal office protocol for communication and escalation of issues.
- Complaints / Disclosures should be factual and not speculative in nature and must contain as much relevant information as possible to facilitate assessment and investigation.

### **REPORTING MECHANISM**

A Complainant may report a Reportable Matter by using any of the following channels:

- Line Manager:** Initially, the Complainant may report the matter to his/ her Line Manager.
- HR Manager:** If the matter is serious, sensitive, or involves the Line Manager, the Complainant can bring it to the attention of the HR Manager.
- Ethics Committee/ Ethics Helpline:** If the Complainant is not satisfied with the response of Line Manager or HR Manager, he/she may escalate the matter to the Ethics Committee, either directly or through Ethics Helpline.

To enhance the confidentiality of the system, TBO has chosen to outsource the management of the Ethics Helpline and has engaged an independent external service provider namely, Integrity Matters. Various options available under Ethics Helpline are as follows:

- **Email:** An email may be sent at [tbo@integritymatters.in](mailto:tbo@integritymatters.in). The Complainant may use a third-party email account, such as gmail. to leave a message but the facts should be stated clearly.
- **Helpline Numbers:** Telephone complaint can be done by making a call at the following numbers:
  - India: 1800-102-6969 (Toll-free)

- US: +1 888-436-0393 (Toll-free)
- Dubai & Others: +91 95951 46146 (Toll)
- **Web:** Complaint may be submitted at <https://tbo.integritymatters.in>.
- **Written Complaint:** A written complaint can be sent at the given address: TBO Tek Limited, C/o Integrity Matters, Unit 1211, CENTRUM, Plot No C-3, S.G. Barve Road, Wagle Estate, Thane West, Maharashtra, India - 400604.

iv) **Chairperson of Audit Committee:** The Complainant has the option to raise the concern directly to the Chairperson of Audit Committee if he/ she deems it necessary, considering the nature and sensitivity of the concern/ complaint. Please reach out to the Compliance department for the contact details of the Chairperson.

To clarify, a Complainant may choose any channel i.e., Line Manager, HR Manager, Ethics Committee/ Ethics Helpline or Chairperson of Audit Committee, for making disclosures at his/ her sole discretion.

### **INVESTIGATION PROCESS**

- a. **Preliminary review:** Upon receiving a complaint, the Ethics Committee conducts a preliminary review based on the information provided, to determine whether further scrutiny is warranted and, if so, what approach should be taken.
- b. **Disposition of complaint:** If the preliminary review indicates that the complaint lacks merit or falls outside the scope of this Policy, it may be rejected at this stage. The decision is communicated to the Complainant, and a record of the conclusion is documented for reference.
- c. **Further investigation:** When a complaint warrants further investigation, the Ethics Committee selects a team, either internal or external, to conduct the inquiry. The investigation is conducted impartially, following a neutral fact-finding process without assuming guilt.
- d. **Co-operation:** Employees are expected to fully cooperate with the Investigation Team, whether internal or external, providing all necessary information and assistance as required.
- e. **Complaints involving Committee members:** In case a complaint is received against a member of the Committee, the implicated member is temporarily excluded from the Committee, until the investigation concludes. During this period, the member retains the same rights as a Subject under this Policy.
- f. **Complaints involving multiple Committee members:** If a complaint involves more than one member of the Ethics Committee, the Joint Managing Directors of the Company shall determine the composition of the Committee for impartiality and fairness.
- g. **Deliberation on findings:** Upon completion of the investigation, the Ethics Committee deliberates on necessary actions based on the findings outlined in the investigation report.

- h. **Investigation duration:** The duration of the investigation varies based on the factors such as complexity of the matter, the challenges encountered, and clarity of information provided.
- i. **Submission of the report:** The investigation report is formally submitted to both the Joint Managing Directors and the Audit Committee of the Company for review and consideration of any necessary follow-up actions.

#### **RESPONSIBILITIES OF ETHICS COMMITTEE**

- a) **Oversight of investigation process:** The Ethics Committee shall be responsible for overseeing the investigation process and to ensure it remains fair and transparent at every stage.
- b) **Opportunities for the Subject:** The Ethics Committee shall ensure that the Subject gets ample and equitable opportunities to present and substantiate his/ her position, including facilitating personal hearings, if necessary.
- c) **Review and implementation:** The Ethics Committee shall diligently review the findings of the Investigation Committee and based on these findings, shall take proactive steps to implement appropriate corrective actions.
- d) **Direct Access to Chairperson:** The Ethics Committee shall ensure that whistleblowers have direct access to the Chairperson of the Audit Committee, if needed.

#### **REPORTING**

- a) The Ethics Committee shall submit a quarterly report to the Audit Committee, providing details of all the Protected Disclosures received, as well as the progress of any fact-finding, inquiries, or investigations conducted, along with the corresponding actions taken.
- b) The Company shall annually confirm that during the year none of the employees, directors, or stakeholders of the Company has been denied access to the Audit Committee and that complete protection has been provided to Whistleblowers from adverse action. This affirmation shall be included in the Company's Annual Report, ensuring that stakeholders are informed about the Company's commitment to whistleblower protection and access to oversight mechanisms.

#### **RETENTION**

All documents related to reporting, investigation, and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable laws.

#### **NO RETALIATION**

The Company is firmly committed to ensuring the protection of Whistleblowers and will not tolerate any form of reprisal or retaliation under the Policy. TBO acknowledges that reporting a concern can be a challenging decision, and therefore pledges to safeguard employees who make disclosures in good faith. No employee will face harassment, retaliation, or adverse employment consequences for submitting a Protected Disclosure in good faith or for providing support during an investigation. Any employee found retaliating against an individual who has submitted a

Protected Disclosure or extended support during an investigation pursuant to this Policy will be subject to disciplinary action.

### **CONFIDENTIALITY**

The Complainant, the accused and all other individuals involved in the process shall adhere to the following obligations:

- a. Maintain complete confidentiality of the matter;
- b. Refrain from discussion on the matter except for the purpose of investigation;
- c. Ensure that the documents and evidence pertaining to the investigation are not left unattended anywhere at any time.

Violation of the confidentiality obligations will be considered a serious offence and may result in disciplinary action by the Company.

### **FALSE DISCLOSURE**

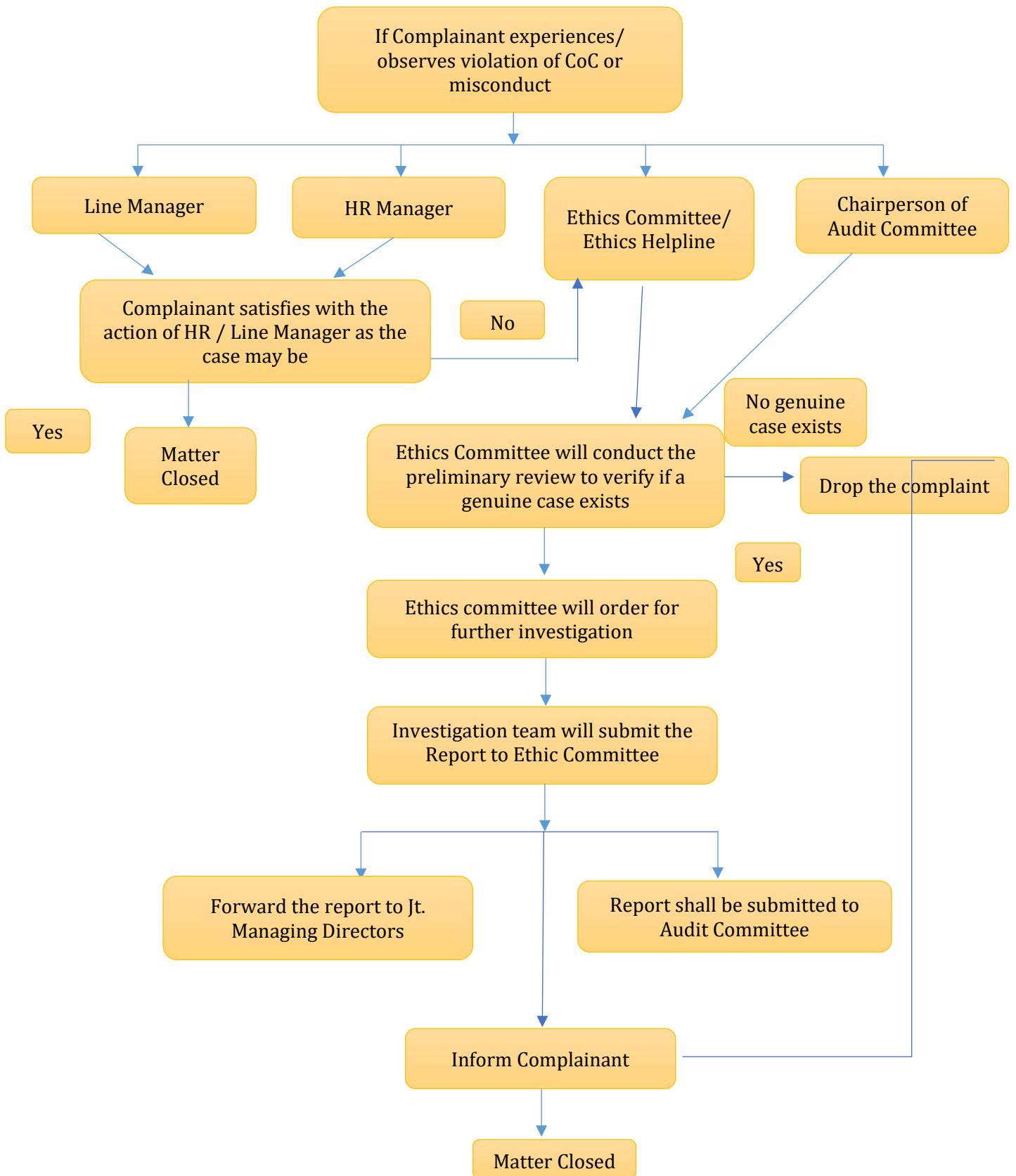
If at any time it is revealed that the concern was raised with mala-fide intent, the individual reporting it will face disciplinary action, which may include termination of services or employment contract.

### **AMENDMENT**

Joint Managing Directors have the authority to amend or modify this Policy in whole or in part for non-critical changes. However, for critical changes, final approval shall be sought from the Audit Committee/ Board. Any subsequent amendment/modification in the applicable statutory provisions shall automatically apply to this Policy.



**PROCESS FLOW**



<b>REVISION HISTORY</b>			
<b>Effective Date</b>	<b>Author</b>	<b>Approver</b>	<b>Modification Summary</b>
September 16, 2024	Neera Chandak	Audit Committee	Prepared fresh Policy in view of the applicable laws and regulations.