



# THOMSON PRESS (INDIA) LIMITED

## VIGIL MECHANISM & WHISTLE BLOWER POLICY



### 1 Introduction

- 1.1 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted the Code of Conduct for Directors and Senior Management Personnel, which lays down the principles and standards that should govern the actions of the Company and its employees.
- 1.2 Section 177 of the Companies Act, 2013, which has been notified to be in force w.e.f. April 1, 2014, requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.
- 1.3 Pursuant to the abovementioned, all companies which are required to constitute an audit committee are now compulsorily required to establish an adequate and functional Vigil Mechanism & Whistle Blower Policy to enable Employees, Directors and Stakeholders to report instances of unethical behaviour, actual or suspected, fraud or violation of the company's code of conduct. The mechanism should also provide for adequate safeguards against victimisation of the directors/employees using the mechanism.



### 2 Policy objectives

- 2.1 The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and strives to developing a culture where it is safe for all Employees and Stakeholders to raise concerns about any poor or unacceptable practice and any event of misconduct without fear of punishment or unfair treatment.
- 2.2 The Vigil Mechanism & Whistle Blower Policy provides a channel to the Employees, Directors and Stakeholders to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy.
- 2.3 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/CEO/Chairman of the Audit Committee in exceptional cases.
- 2.4 The mechanism neither releases Employees, Directors and Stakeholders from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.
- 2.5 The Vigil Mechanism & Whistle Blower Policy shall ensure that interests of a person who uses the mechanism are not prejudicially affected. It is a mechanism for an individual to report violations without fear of victimization.



### 3 Scope of the Mechanism

This Policy covers malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected.



### 4 Applicability

This policy is applicable to the following:

- a. All Employees of the Company;
- b. Any Consultant of the Company.
- c. All Stakeholders, viz. banks, financial institutions and other lenders of the Company.



### 5 Definitions

The definitions of some of the key terms used in this policy are given below:

- a. "Audit Committee" means a committee of Board of Directors of the Company constituted in accordance with provisions of Section 177 of Companies Act, 2013.
- b. "Board" means the Board of Directors of the Company.
- c. "Code" means the Code of Conduct for Directors and Senior Management Executives, as adopted by Thomson Press (India) Limited.
- d. "Company" means "Thomson Press (India) Limited" and all its offices.
- e. "Complainant" means any Employee, Consultant or Stakeholder associated with the Company or a group of any or all of such persons, making a Disclosure under this policy.
- f. "Consultant" means any professional engaged by the Company, in the field of Accounts, Audit, Taxation, Legal etc. or otherwise in other areas on a regular basis or on an assignment basis, by whatever name called, who is neither an Employee of the Company.
- g. "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 deemed fit considering the gravity of the matter.
- h. "Disclosure" means any communication in relation to an unethical practice (including anonymous disclosures, if any) made in good faith by the Whistle Blower to the designated personnel under this policy.
- i. "Employee" means any employee, officer or whole-time director of the Company (whether working in India or abroad).
- j. "Policy" means this Vigil Mechanism & Whistle Blower Policy and all the provisions contained herein.
- k. "Stakeholder" means any bank, financial institution or such other lender of the Company, who seeks to obtain effective redressal of violation of its rights that are established by law or through mutual agreements.
- l. "Subject" means a person against or in relation to whom a Disclosure is made or evidence is gathered during the course of an investigation.
- m. "Unethical practice" means and includes, but not limited to, the following suspected activities / improper practices being followed in the Company:
  - i) Manipulation of Company data / records;
  - ii) Abuse of authority at any defined level in the Company;



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- iii) Disclosure of confidential/proprietary information to unauthorized personnel;
- iv) Any violation of applicable law or regulation applicable to the Company, thereby exposing the Company to penalties/fines;
- v) Any instances of misappropriation of Company assets;
- vi) Activity violating any laid down Company policy, including the Code of Conduct;
- vii) Any other activities whether unethical or improper in nature and injurious to the interests of the Company.
- n. "Vigilance Officer" means an officer appointed to receive disclosures from complainants, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Complainant the result thereof.



### 6 Interpretation

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 or as amended from time to time.



### 7 Guiding Principles

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

- 7.1 Ensure that the Complainant and the person processing Disclosure are not victimized for doing so by way of retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Complainant's right to continue to perform his duties/functions including making further Disclosure;
- 7.2 Treat victimization as a serious matter including initiating disciplinary action on person(s) causing such victimization;
- 7.3 Ensure complete confidentiality.
- 7.4 Not attempt to conceal evidence of the Disclosure;
- 7.5 Take disciplinary action, if any one destroys or conceals evidence of the Disclosure made/to be made;
- 7.6 Provide an opportunity of being heard to the persons involved especially to the Subject;
- 7.7 Take steps to minimize difficulties, which the Complainant may experience as a result of making the Disclosure. Thus, if the Complainant is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Complainant to receive advice about the procedure, etc.



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### 8 Violation

The following instances would constitute a violation of the Vigil Mechanism & Whistle Blower Policy:

- 7.1 Bringing to light personal matters regarding another person, which are in no way connected to the Company;
- 7.2 While it will be ensured that genuine Complainants are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action;
- 7.3 Protection under this Policy shall not be taken to mean protection from disciplinary action arising out of false or bogus allegations made by a Complainant, knowing it to be false or bogus or with a mala fide intention;
- 7.4 Complainants, who make any Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted as per the Company policy.



### 9 Procedure for Reporting Disclosure:

- 9.1 Any Employee, Consultant or stakeholder associated with the Company, who observes any unethical & improper practices or alleged wrongful conduct shall make a disclosure, in legible handwriting or typed, duly addressed to the Vigilance Officer, as soon as possible but not later than 30 consecutive calendar days after becoming aware of the same. The Disclosure should be submitted in a closed and secured envelope.

The contact details of the Vigilance Officer are as under:

Name: Mr. Cushrow Jal Jassawala

Designation: Whole Time Director

Thomson Press (India) Limited,

18/35 Delhi Mathura Road, Faridabad 121007.

- 9.2 Alternatively, the same can also be sent through email to the Vigilance Officer at [cjj@thomsonpress.com](mailto:cjj@thomsonpress.com) who shall be supported by the Audit Committee on such terms as he may deem fit, for the implementation and reporting under this policy.
- 9.3 It is strongly advised that the Complainant disclose his/her identity in the covering letter for ensuring timely resolution of the issue and also for ensuring that adequate protection is granted to him/her under the relevant provisions of this Policy. The Vigilance Officer shall detach the covering letter bearing the identity of the Complainant and process only the Disclosure.
- 9.4 Anonymous/Pseudonymous disclosure shall not be entertained by the Vigilance Officer.
- 9.5 The Complainant must address the following issues, while reporting any Disclosures under this policy:
- a) The Disclosures made should bring out a clear understanding of the issue being raised.
  - b) The Disclosures made should not be merely speculative in nature but should be based on actual facts.
  - c) The Disclosure made should not be in the nature of a conclusion and should contain as much specific information as possible to allow proper conduct of inquiry/investigation.



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9.6 All Disclosures should be addressed to the Vigilance Officer.

9.7 On receiving the Disclosure, the Vigilance Officer shall make a record of the same and shall also carry out initial investigation either himself or by involving any other Officer of the Company and/or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

- a) Brief facts
- b) Whether a Disclosure of same nature has been raised previously by anyone, and if so, the outcome thereof
- c) Details of actions taken by Vigilance Officer for processing the complaint
- d) Findings of the Audit Committee
- e) Recommendations of the Audit Committee/other action(s).

9.8 The Vigilance Officer shall compile the list of Disclosures, along with his comments & views and present the final report to the Chairman of the Audit Committee for his decision.



### 10 Investigation

10.1 The Vigilance Officer is duly authorized to oversee any Disclosures reported under this policy.

10.2 The Disclosure made shall be supported by adequate information to support an investigation.

10.3 Any inquiry/investigation conducted against any Subject shall not be construed by itself as an act of accusation and shall be carried out as a neutral fact finding process, without presumption of any guilt.

10.4 The inquiry/investigation shall be conducted in a fair manner and provide a reasonable opportunity for hearing to the affected party and a written report of the findings should be prepared for submission to the Chairman of the Audit Committee.

10.5 The Investigators shall have right to call for and examine any information/document of the Company, as may be deemed necessary for the purpose of conducting inquiry/investigation under this policy.

10.6 The investigation shall be completed normally within 90 days of the receipt of the disclosure and is extendable by such period as the Audit Committee deems fit.

10.7 Where the results of the inquiry/investigation highlight that the allegations made against the Subject are eventually dismissed as non-tenable, the investigation shall be deemed to be closed.



### 11 Subjects

11.1 All Subjects shall be duly informed about the disclosures of unethical practice(s) made against them at the commencement of the formal inquiry/investigation process and shall have opportunities for providing explanations during the course of the inquiry/investigation process.

11.2 Subject(s) shall have a duty to co-operate with the Vigilance Officer and Audit Committee or any of the officers appointed by it in this regard.

11.3 No Subjects shall directly/indirectly interfere with the investigation process, till the completion of the inquiry/investigation.



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- 11.4 The Subjects shall not withhold, destroy or tamper with any evidence, nor shall influence, coach, coerce, threaten or intimidate any witness.
- 11.5 During the course of the inquiry/investigation process, all Subjects shall have a right to consult any person(s) of their choice, other than the Vigilance Officer and/or officers and/or members of the Audit Committee and/or the Complainant, at their own costs and to represent them in such investigation proceedings.
- 11.6 All Subjects shall have a right to be informed about the results of the investigation process and shall be so informed by the Company after the completion of the inquiry/investigation process.
- 11.7 All Subjects shall be given an opportunity to respond to the findings of the inquiry/investigation as contained in the investigation report. No allegation of wrongdoing against any Subject shall be considered as tenable, unless the allegations are duly supported by valid evidence in support of the allegation.



### 12 Reporting of findings

- 12.1 All instances of Disclosures noted as part of this Policy, including results/status of all the inquiries / investigations made against such Disclosures shall be documented and a final report shall be prepared for the Chairman of the Audit Committee. The report shall be presented by the Vigilance Officer, highlighting the following:
  - a) The nature of reported Disclosures made under this policy and the proposed action thereon;
  - b) The status of prior and current period reported Disclosures and the action taken thereon; and
  - c) Results/status of any investigations/enquiries with reference to the Disclosures.
- 12.2 If an investigation leads the Vigilance Officer/Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance Officer/Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall conform to the applicable personnel or staff code of conduct and disciplinary procedures.
- 12.3 In case the Subject is the Vigilance Officer or Chairman or CEO of the Company, the Chairman of the Audit Committee, after examining the Disclosure, shall forward the protected disclosure to other members of the Audit Committee, if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Disclosure.
- 12.4 If the report of investigation is not to the satisfaction of the Complainant, the Complainant has the right to report the event to the appropriate legal or investigating agency.
- 12.5 A Complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.



### 13 Access to Chairman of the Audit Committee

The Complainant shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.





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### 14 Protection to Complainant

- 14.1 The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Complainant. Complete protection will, therefore, be given to the Complainant against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Complainant's right to continue to perform his duties/functions including making further Disclosure. The Company will take steps to minimize difficulties, which the Complainant may experience as a result of making the Disclosure.
- 14.2 A Complainant may report any violation of clause 5.1 to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 14.3 The identity of the Complainant shall be kept confidential as permitted under law.
- 14.4 In the event of the identity of the Complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Complainant, if known, shall remain confidential to those persons directly involved in applying this Policy.
- 14.5 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Complainant.
- 14.6 Provided however, that the Complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the Complainant shall be subject to disciplinary action as per the rules/certified standing orders of the Company.



### 15 Secrecy/Confidentiality

The Complainant, the Subject, the Vigilance Officer, Members of Audit Committee and any other officer/employee/person involved in the process shall:

- a) maintain complete confidentiality/secretcy of all matters under this Policy;
- b) discuss the matter only to the extent and/or with those persons as required for the purpose of completing the process and investigations under this Policy;
- c) not keep the papers related to any matter under this Policy, unattended anywhere at any time;
- d) keep the electronic mails/files under password.



### 16 Retention of Document

All Disclosures made by the Complainant in writing or documents obtained during the course of inquiry/investigation, along with the results of investigation relating thereto, shall be retained by the Company for a minimum period of seven (7) years or such other period as specified by any other law in force, whichever is more.



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### 17 Notification

- 17.1 All departmental heads of the Company are required to notify & communicate the existence and contents of this Policy to the Employees of their department.
- 17.2 Every departmental head shall submit a certificate duly signed by him to the Vigilance Officer that this Policy was notified to each Employee of his department.
- 17.3 The new Employees shall be informed about the Policy by the Human Resources Department and a statement in this regard should be periodically submitted to the Vigilance Officer.
- 17.4 This policy, as amended from time to time, shall be displayed on the official website of the Company <http://www.thomsonpress.com>.



### 18 Amendment

The Company reserves its right to amend or modify this Policy, in whole or in part, at anytime, without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Board unless the same is notified to them in writing.