

THE TRAVANCORE-COCHIN CHEMICALS LTD.,
VIGIL MECHANISM

Preamble

The Companies Act 2013 under the provisions of Section 177 has mandated that “every listed Company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed”. Further such vigil mechanism under “shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases”.

Pursuant to the provisions of Section 177 (9) & (10) read with rule 7 of Chapter XII of the Companies Act, 2013, the Company has set up and adopted the following Vigil Mechanism which lays down the principles and standards governing the management of grievances and concerns of employees and directors of the Company and shall be overseen by the Audit Committee (hereinafter referred to as ‘Committee’) of the Company. The Mechanism as set up herein-below shall enable the employees and the directors of the Company to report their genuine concerns or grievances about the actual and potential violation of the principles and standards laid down herein.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards the Company encourages the employees to voice their genuine concerns without fear of censure

Mechanism.

1. Objectives:-

- 1) To encourage employees to bring genuine ethical and legal concerns, violations and suspected fraudulent behavior of which they are or become aware of, to an internal authority so that action can be taken immediately to resolve the problem.
- 2) To minimize the Company's exposure to the damage that can occur when the employees actually or potentially try to circumvent internal mechanisms in furthering the aforementioned concerns, violation and frauds.

2. Scope

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’s rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activities on account of which the interest of the Company is affected.

However, the mechanism does not release the employees from their duty of confidentiality in the course of their work and nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

3. Eligibility

All Employees and Directors of the Company are eligible to make disclosures under the mechanism in relation to matters concerning the Company.

4. Procedure:-

1. Where any director or employee finds or observes any of following activities (but not limited to) then he must within a period of 30 days of occurrence of event or on the date on which he comes to know, report in writing their complaint / grievance to this mechanism:
 - Embezzlement of funds.
 - Any prejudicial act in which stakeholders interest or public interest is involved.
 - Serious frauds which are affecting or may affect the financial position of the Company.
 - Internal theft.
 - Payoff & Kickbacks etc.
2. The Complainant shall address the Complaints / Grievances to the Vigilance Officer (as may be designated by the Audit Committee) of the Company or the Chairman of the Audit Committee (in exceptional cases). The duly filled complaint form provided herein shall be submitted to any of the above mentioned person(s):
3. In order to protect the identity of the complainant, the Vigilance Officer or the Committee will maintain confidentiality of the complainants.
4. The Committee on the receipt of disclosure of any of above frauds or events shall make a record of the disclosure and also ascertain from the complainant whether he was the person who made the disclosure or not. The Committee shall also carry out initial investigation either itself or at its discretion by involving any other official of the Company or an outside agency as it may deem fit.
5. The decision to undertake the investigation by the Committee shall not by itself be regarded as the acceptance of the accusation by the Committee. It is a neutral fact finding process to ascertain the truth of the accusation.
6. Any member of the Audit Committee or such other officer involved in the investigation, having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.
7. The Committee as it deems fit, may call for further information from the complainant.
8. The Committee shall carry out detailed investigation if the reported disclosure is found to be correct.
9. The Employee/Director against whom disclosure has been reported shall:-
 - Co-operate with Committee or any person appointed in this regard.
 - Have a right to consult any person of his choice other than members of Committee and / or Complainant.

- Not interfere in investigations conducted by Committee.
- Not withhold, tamper or destroy any of evidences.
- Unless otherwise restricted, be given an opportunity to respond to material findings.
- Not threaten, influence or intimidate complainant or any of witnesses.
- Have a right to know the outcomes of investigation.

10. The Investigations shall be completed within a period of 60 days.

5. Decisions and Reporting

If the outcome of the investigation leads to a conclusion that, any improper or unethical act has been committed, then the Committee must record the same and recommend the Complaint along with the findings of the Committee upon investigation to the management for the disciplinary or corrective action to be taken against the concerned employee/director. The decision of the Committee shall be recorded with reasons and a copy of the same shall be forwarded to the complainant and the subject.

If the decision is not to the satisfaction of the complainant then the complainant has the right to report the event to the appropriate legal or investigating authority. However, if the complainant makes false or wrong allegations then disciplinary actions in accordance with the rules, procedures and policies of the Company shall be taken against the complainant as the Committee may decide.

6. Penalties

If the alleged fraud or misconduct is proven after investigation, the Committee may impose such penalty / fine as it may deem fit depending upon nature of fraud or unethical act done by the person.

7. Direct Access to Chairman

The complainant shall have direct access to Chairman of Committee in exceptional cases. The Chairman shall prescribe suitable direction in this regard.

8. Display of Mechanism on Website

The Mechanism herein set up cannot be effective unless it has been communicated to eligible person described herein above. For this purpose Company shall display it on its website and shall also disclose it in Board's Report.

9. Retention of Documents

The evidences, documents received by the committee in due course of time during investigation shall be preserved for three (3) years or for such period as may be specified by law in force in this regard from time to time.

10. Amendments

The Company reserves right to amend, modify, and cancel any of the provisions of the mechanism in whole or in part set up herein above or may restrict subject to such conditions as it may deem fit.