

VIGIL MECHANISM/WHISTLEBLOWER POLICY

1. PREFACE

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 behavior. Towards this end, the Company has adopted the TNPL Code of Conduct.

The Companies Act, 2013 and revised Clause 49 of the equity Listing Agreement of SEBI provide that every listed Company shall establish a vigil mechanism for Directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy.

Accordingly, this Whistle Blower Policy ("the Policy") has been formulated to provide adequate safeguards to employees who provides protected disclosure to the company.

2. DEFINITIONS

"Employee" means all permanent employees and wholetime Directors of the Company

"Code" means the TNPL Code of Conduct.

"Company" refers to Tamil Nadu Newsprint and Papers Limited (TNPL)

"Protected Disclosure" means a concern raised by an employee or group of employees of the Company, through a written communication with full name and address in good faith which discloses or demonstrates information about an unethical or improper activity with respect to the Company. It should be factual and not speculative or in the nature of an interpretation/conclusion and should

contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern. Anonymous disclosure shall not be considered as protected disclosure.

“Subject” means a person or group of persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

“Whistle Blower” is an employee or group of employees who makes a Protected Disclosure under this policy.

“Ombudsperson” will be a person, including a full-time senior employee, well respected for his/her integrity, independence and fairness. She/he would be authorized by the Board of Directors of the company for the purpose of receiving all complaints under this policy and ensuring appropriate action.

The Company Secretary or any other officer nominated by the Managing Director may be nominated as Ombudsperson for dealing with Protected Disclosures.

“Committee of Directors” means Committee formed by the Board from time to time to deal with matters related to Whistle Blower Policy.

“Investigators” means those persons authorized, appointed, consulted or approached by the Managing Director/Committee of Directors/Ombudsperson and includes the auditors of the Company.

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

3. **SCOPE**

- i) This Policy is an extension of the TNPL Code of Conduct. The Whistleblower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators.
- ii) Protected Disclosure will be appropriately dealt with by the Managing Director / Ombudsperson / Committee of Directors.

4. **ELIGIBILITY**

Only employees and Directors of the Company are eligible to make Protected Disclosures under this Policy.

5. **DISQUALIFICATIONS**

- a) While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b) Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a malafide intention.
- c) Whistleblowers, who make Protected Disclosures, which are subsequently found to be malafide, frivolous, baseless, malicious, or reported otherwise than in good faith, may be disqualified from reporting further Protected Disclosures under this Policy. Further, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action against such Whistleblowers.

6. PROCEDURE

- a) All Protected Disclosures should be reported in writing in English or Tamil ,to ensure a clear understanding of the issues raised.
- b) The Whistleblower must disclose his/her identify in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained.
- c) All Protected Disclosures concerning financial/accounting matters should be addressed to the Ombudsperson of the Company for investigation.
- d) Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- e) Protected Disclosures concerning Ombudsperson and employees at the levels of General Manager and above should be addressed to the Managing Director of the Company and those concerning other employees should be addressed to the Ombudsperson of the Company.
- f) The contact details of the Managing Director and the Ombudsperson of the Company are given below:

1. Managing Director

Tamil Nadu Newsprint and Papers Limited

67, Mount Road, Guindy

Chennai – 600 032

2. Ombudsperson

The Company Secretary/any other officer nominated by the Managing Director

Tamil Nadu Newsprint and Papers Limited

67, Mount Road, Guindy

Chennai – 600 032

- g) If a Protected Disclosure is received by any executive of the Company other than Managing Director or Ombudsperson, the same should be forwarded to the Managing Director/Ombudsperson for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- h) The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Managing Director/Ombudsperson as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- i) On receipt of Protected Disclosures, Ombudsperson shall place the details before the Committee of Directors and take appropriate action thereafter as per the directions of the Committee of the Directors.

7. **INVESTIGATION**

- a) All Protected Disclosures reported under this Policy will be thoroughly investigated in accordance with normal procedure.
- b) The Managing Director/Ombudsperson may at their discretion, consider involving any Investigators for the purpose of investigation.

- c) The decision to conduct an investigation taken by the Managing Director/Ombudsperson is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- d) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e) Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f) Subject(s) shall have a duty to co-operate with the Investigators during investigation to the extent such co-operation will not compromise self-incrimination protection under the applicable laws.
- g) Subject(s) have a right to consult a person or persons of his/their choice, other than Ombudsperson/Investigators and/or members of the Board and/or the Whistleblower.
- h) Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coaxed, threatened or intimidated by the Subjects.
- i) Unless there are compelling reasons not to do so, Subjects will be given opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j) The investigation shall be completed within 90 days of the receipt of the Protected Disclosure.

8. **DECISION AND REPORTING**

- a) If an investigation leads the Managing Director/Ombudsperson to conclude that an improper or unethical act has been committed, the Managing Director/Ombudsperson shall recommend to the management of the Company to take such disciplinary or corrective action as the Managing Director/Ombudsperson deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject(s) as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- b) The Ombudsperson shall submit a report to the Committee of Directors periodically about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- c) A Whistleblower who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. **SECURITY/CONFIDENTIALITY**

The Whistleblower, the Subject, the Ombudsperson and everyone involved in the process shall:

- maintain complete confidentiality/secretcy of the matter
- not to discuss the matter in any information/social gatherings/meetings
- discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- not to keep the papers unattended anywhere at any time
- keep the electronic mails/files under password

If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

10. **PROTECTION**

- a) No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kinds of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers against any unfair practice like 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 Whistleblower's right to continue to perform his duties/functions including making further Protected Disclosure.
- b) The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known during investigation carried out by investigators.

11. **INVESTIGATORS**

- a) Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access right from the Managing Director/Ombudsperson/ when acting within the course and scope of their investigation.
- b) Technical and other resources may be drawn upon if necessary to augment the investigation. All investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour and observance of legal and professional standards.

- c) Investigations will be launched only after a preliminary review which establishes that:
 - i) the alleged act constitutes an improper or unethical activity or conduct, and
 - ii) either the allegation is supported by information specific enough to be investigated or matters that do not meet this standard may be worthy of management review but investigation itself should not be undertaken as an investigation of an improper or unethical activity.
- d) The findings of the investigator will be placed before the Committee of the Directors for consideration.

12. COMMUNICATION

The Whistle Blower Policy will be notified in the website of the company.

13. RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with results of Investigation relating thereto shall be retained by the Company for a period of three years or such other period as specified by any other law in force, whichever is more.

14. REVIEW OF FUNCTIONING OF VIGIL MECHANISM

The Audit Committee will review the functioning of Vigil Mechanism periodically.

15. 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.
