



TOTAL TRANSPORT SYSTEMS LIMITED

VIGIL MECHANISM POLICY (WHISTE BLOWER POLICY)

1. BACKGROUND

a) Section 177 of the Companies Act, 2013 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. The Company has adopted a Code of Conduct for Directors and Senior Management (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

b) 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 over seen 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.

2. POLICY

In compliance of the above requirements, Total Transport Systems Limited, (TTSL), being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

3. DEFINITIONS

- a) “Act” means the Companies Act, 2013.
- b) “Audit Committee” means a Committee constituted by the Board of Directors of the Company in accordance with the guidelines of Listing Regulation and Companies Act, 2013
- c) “Board” means the Board of Directors of the Company.
- d) “Company” means the Total Transport Systems Limited.
- e) “Code” means the Code of Conduct of the Company.
- f) “Employee” means all the present employees (including Contract Employees on Contractual Basis) and Managing / Whole Time / Executive Directors of the Company whole time Directors of the Company whether working in India or abroad.
- g) “Key Managerial Personnel” means: Chief Executive Officer and/or Managing Director, Whole-Time Director, Chief Financial Officer, Company Secretary and such other Officer as may be prescribed.
- h) “Vigilance Disclosure” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not gossip/speculative or in the nature of hear says and should contain to the point information for its appropriate assessment / review.
- i) “Stakeholders” means and includes vendors, distributors, suppliers, lenders, customers, business associates, trainee and others with whom the Company has any financial or commercial dealings.
- j) “Alleged wrongful conduct” shall mean violation of law, infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger

to public health and safety or abuse of authority.

k) “Subject” means the person against whom the complaint is made.

l) “Whistle Blower” is a Director or employee or group of employees who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

m) “Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

n) “Reportable Matter” means a genuine concern concerning actual or suspected: a. fraudulent practices, such as improperly tampering with books and records, or theft of company property; b. corruption, including bribery and money laundering; c. breaches of the Code of Conduct.

4. POLICY OBJECTIVES

a) The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy.

b) 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 its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

c) The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

d) This neither release employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

5. 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 as given below on account of which the interest of the Company is affected.

1. Fraud and misconduct regarding financial and accounting matters;

2. Embezzlement/theft;

3. Misuse or abuse of authority (e.g., overriding existing protocols, promoting unfair trade practices, etc.);

4. Breach of contract (e.g., non-compliance with terms and conditions, unauthorized use of critical information, misappropriation of company assets, etc.);

5. Manipulation of company data/records;

6. Falsification of contracts, complaints and records, including employment and education records;

7. Corruption;

8. Conflict of interest;

9. Misuse of Company’s assets and resources;

10. Unfair treatment of Customers/Suppliers;

11. Securities related violations including insider trading;

12. Violation of anti-competition and anti-trust laws;

13. Misconduct regarding the protection of the environment or compromise of health & safety;

14. Unlawful or in breach of any law;

15. Breach of confidentiality including instances of leakage of unpublished price sensitive information;

16. Any other action or unprofessional conduct not expressly listed above but that could adversely affect the interest of any internal or external stakeholders of the Company or adversely impacts the Company's interests and reputation.

17. Unfair Employment practices; and

18. Sexual Harassment of any kind.

(This is not a comprehensive list but is intended to illustrate the sort of issues that may be raised under his policy).

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.

6. ELIGIBILITY

All Directors/Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

7. PROCEDURE

All Protected Disclosures should be reported in writing by the complainant as soon as possible, after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower policy" or sent through email with the subject "Protected disclosure under the Whistle Blower policy". If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Whistle and Ethics Officer of the Company or to the Chairman of the Audit Committee or Managing Director in exceptional cases. The contact details of the Whistle Officer are as under:-

Chairman of the Audit Committee:

Mr. Rajiv Mathuraprasad Saxena
7th Floor, T-Square Opp. Chandivali Petrol Pump,
Sakinaka Andheri (East), Mumbai-400063,
Maharashtra, India
Email - rajiv.bombaybabu@gmail.com

Managing Director of the Company:

Mr. Makarand Prabhakar Pradhan,
Total Transport Systems Limited
7th floor, T-Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East),
Mumbai – 400072, Maharashtra
Email – pradhan@tspl.in

Company Secretary and Compliance Officer:

Mr. Bhavik S Trivedi,
Total Transport Systems Limited
7th floor, T-Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri (East),
Mumbai – 400072, Maharashtra
Email – bhavik.trivedi@mum.tspl.in

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer. On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

8. INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company / Committee constituted for the same an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral factfinding process.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit. Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

9. DECISION AND REPORTING

If outcome of the investigation indicates that an improper or unethical or wrongful act has been committed, it will be recommended to the management of the Company to take appropriate corrective action. Any such disciplinary or corrective action shall be subject to the applicable personnel or staff conduct and disciplinary procedures.

If Complainant is not satisfied with Report, he has the right to report the event to the appropriate legal or investigating agency.

A Complainant who makes false allegations or about alleged wrongful conduct shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

10. SECRECY / CONFIDENTIALITY

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

11. PROTECTION

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Hence, if the complainant is required to give evidence in any proceedings, the Company will arrange for

the complainant to receive adequate professional advice in such situations; and also bear the costs.

A complainant may intimate any non-fulfillment by the Company of its obligations mentioned above, to the Chairman of the Audit Committee, who shall investigate into the same; and recommend suitable action to the Management. The complainant shall have the right of access, rectification and erasure of his/her personal data in accordance with applicable local law. The complainant may under applicable local law have a right to object in writing to the processing of his/her personal data.

The identity of the Complainant shall be kept confidential to the extent possible and permitted under law. The identity of the Complainant will not be revealed by the Company.

Any other Complainant assisting in the said investigation shall also be Vigilance to the same extent as the Complainant.

12. RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

13. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower 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.

14. COMMUNICATION

A Whistle Blower policy cannot be effective unless it is properly communicated to directors/employees. The policy should be published on the website of the company.

15. LIMITATION 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. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over and automatically be applicable to this Policy and the relevant provisions of the Policy would be amended/ modified in due course to make it consistent with the law.

Last Amended on: February 08, 2024