



**TITAGARH RAIL SYSTEMS LIMITED**  
(Formerly TITAGARH WAGONS LIMITED)

## **VIGIL MECHANISM POLICY**

## Vigil Mechanism

### **Scope and Purpose:**

Titagarh Rail Systems Limited is committed to conducting its business by adopting the highest standards of professional integrity and ethical behavior. The organization has been aiming at developing an open and transparent culture where it is safe for all employees to raise their concern about any unacceptable and unethical practices, including misconduct and provide reassurance that they will be protected from reprisals or victimization for whistle blowing in good faith.

### **Policy Statement**

Vigil Mechanism encourages employees to report unethical business practices at workplace without fear of reprisal as part of Corporate Governance. The policy aims at:

- To allow and encourage our employees and business associates and other stakeholders to bring to notice of the management concerns about suspected unethical behavior, malpractice, wrongful conduct, fraud, violation of the Company's Policies including Code of Conduct, violation of law or questionable Accounting or Auditing matters by any Employee /Director in the company (hereinafter referred to as Wrongful Conduct) without fear of reprisal.
- To ensure timely and consistent organizational response and thereby ensuring complete transparency in the organization.
- To prohibit initiation of adverse action against an employee as a result of the disclosure of obligatory information or information in general course of employee's day to day work.
- To build and strengthen a culture of transparency and trust in the organization.

Any employee who becomes aware of a suspected wrongful conduct of any employee or associate etc. is encouraged to send his/her observations/concrete facts to the management either through phone or written communication complete with related evidence (to the extent possible) without fear of reprisal or retaliation of any kind.

The information on suspected wrongful conduct is such information which the employee in good faith, believes and/or evidences and inter alia includes:

- a) A violation of any law or regulation, including but not limited to corruption, bribery, theft, fraud, coercion and wilful omission.
- b) Pass back of Commissions/benefits or conflict of interest.
- c) Procurement frauds.
- d) Mismanagement, Gross wastage or misappropriation of the Company's funds/assets.
- e) Manipulation of the Company's data/records.
- f) Stealing cash/the Company's assets; leaking confidential or proprietary information.

- g) Unofficial use of Company's materials/human assets.
- h) Activities violating Company policies including Code of Conduct.
- i) A substantial and specific danger to public health and safety.
- j) An abuse of authority.
- k) An act of discrimination or sexual harassment.

The above list is only illustrative and should not be considered as exhaustive.

### **Reporting:**

In alleged wrongful conduct involving Senior Management, the employee can directly approach the Chairman of the Audit Committee. The Contact details of the Chairman of the Audit Committee are as under:

Shri Atul Joshi  
Flat No. 15, 5<sup>th</sup> Floor, Minal Apartment,  
Shradhanand Road, Vile Parle East,  
Mumbai-400057  
Email: [atul@oystercapital.co.in](mailto:atul@oystercapital.co.in)

In any other case apart from mentioned above, the employees can send their complaints to the email-id mentioned below:

[vigil.auditcommittee@titagarh.in](mailto:vigil.auditcommittee@titagarh.in)

The Management, upon receipt of disclosure, shall investigate the complaint(s) to ascertain its genuineness and veracity. Based on the outcome of such investigation, the management will take appropriate action in the matter.

<sup>1</sup>[Any employee of the Company may report instances of leak of unpublished price sensitive information directly to the Chairman of the Audit Committee.]

### **Protection to the Whistle Blower**

#### Confidentiality

No adverse action shall be taken against an employee who in good faith makes any disclosure of suspected Wrongful Conduct to the management. The identity of the complainant shall be kept confidential.

#### Protection against victimization

If it is found that as a result of whistle blowing, any employee is being harassed or ill treated in any manner by his or her superior adequate protection will be provided against victimization of the employee making disclosure in good faith.

### **Retention of the Records**

The Company shall retain a copy of all complaints or concerns, investigation reports and all relevant documentation thereof. The Audit Committee shall decide the period of retention of all these records, subject to limitations in applicable legislation.

### **Amendment**

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<sup>1</sup> Inserted w.e.f. 01/04/2019.

The Company reserves the right to amend the policy at any point of time. Any amendment to the policy shall take effect from the date when it is approved by Audit Committee and the same is notified to the employees in writing.