

TIMESCAN LOGISTICS (INDIA) LIMITED
VIGIL MECHANISM/WHISTLE BLOWER POLICY

1. PREFACE

- i. Section 177 (9) of the Companies Act, 2013 requires *“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”*. 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. As per Section 177(10) of Companies Act, 2013, the *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; Provided that the details of establishment of such mechanism shall be disclosed by the Company on its website and in the Board’s report.*
- ii. Regulation 22 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 provides that all listed companies should establish a mechanism called “Whistle Blower Policy” for Director and Employees to report concerns to the management about instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy. This mechanism should also provide for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of Audit Committee in exceptional cases. The details of establishment of such mechanism shall be disclosed by the Company on its website and in the Board’s report.
- iii. Under these circumstances, **Timescan Logistics (India) Limited** (“the Company”), proposes to establish a Vigil Mechanism and to formulate the “Whistle Blower Policy” for the same.

2. POLICY OBJECTIVES

- i. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil mechanism provides a channel to the Employees and Directors to report to the management about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or ethics policy. 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 of the Audit Committee in exceptional cases.

- ii. This neither releases 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 against people in authority and / or colleagues in general.

3. **DEFINITIONS**

- i. **“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.
- ii. **“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges and Section 177 of the Companies Act, 2013.
- iii. **“Board”** means the Board of Directors of the Company.
- iv. **“Company”** means Timescan Logistics (India) Limited formerly known as Timescan Logistics (India) Private Limited and all its Offices.
- v. **“Code”** means Code of Conduct for Directors and Senior Management adopted by Timescan Logistics (India) Limited.
- vi. **“Employee”** means every employee of the Company whether temporary, permanent, contractual, trainees including Directors in the employment of the Company (whether working in India or abroad).
- vii. **“Investigators”** mean those persons authorised, appointed, consulted or approached by the Compliance Officer/ Chairman of the Audit Committee and include the auditors of the Company and the police.
- viii. Policy or This Policy means, **“Vigil Mechanism Policy”**
- ix. **“Protected 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 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.
- x. **“Subject”** means a person or group of persons against or in relation to whom a Protected disclosure is made or evidence gathered during the course of an investigation.

- xi. **“Whistle Blower”** is an employee or group of employees who make a Protected Disclosure under this Policy and also referred to in this policy as a complainant.

4. SCOPE OF THE POLICY

All Employees and Directors of the Company who are associated with the company can raise concerns regarding malpractices and events which may negatively impact the company which have taken place / suspected to take place which includes a whole variety of issues listed below:

- i. Any unlawful act, whether criminal or a breach of the civil law;
- ii. Inaccuracy in maintaining the Company’s books of account and financial records.
- iii. Breach of any Policy or Manual or Code adopted by the Company;
- iv. Abuse of power/ authority (through physical, sexual, psychological or financial abuse, exploitation or neglect);
- v. Negligence causing substantial and specific danger to public health and safety;
- vi. Manipulation of company data/ records;
- vii. Financial irregularities, including fraud, or suspected fraud;
- viii. Perforation of confidential/ propriety information
- ix. Deliberate violation of law(s)/ regulation(s)
- x. Wastage / misappropriation of Company’s funds/ assets
- xi. Breach of employee Code of Conduct or Rules
- xii. Child Labor
- xiii. Unfair trade practices and anti-competitive behavior
- xiv. Non-adherence of Safety Guidelines
- xv. Insider Trading
- xvi. Discrimination in any form
- xvii. Any other unethical or improper conduct on account of which the interest of the Company is affected.

5. ELIGIBILITY

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

6. INTERPRETATION

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

7. GUIDELINES

a. Protection under Policy

The vigil mechanism shall provide for adequate safeguards against victimization of employees and directors or such whistle blower who avail of the vigil mechanism and report their genuine concerns or grievances.

b. Disclosure & Maintenance of Confidentiality

Employees and directors shall report to through e-mail addressed to cs@timescan.in . Confidentiality shall be maintained to the greatest extent possible.

c. Frivolous complaints

In case of repeated frivolous/ mala fide complaints being filed by a director or an employee, the audit committee may take suitable action against the concerned director or employee including reprimand.

8. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- i. All Protected Disclosures should be reported in writing by the complainant to the Compliance Officer/ Chairman of Audit Committee, as the case may be, as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in Tamil or in concerned regional language.
- ii. The Protected Disclosure should be submitted in a closed and secured envelope and should be super-scribed as "Protected disclosure under the vigil mechanism/ whistle blower policy". Alternatively, the same can also be sent through email with the subject "Protected disclosure under the vigil mechanism / whistle blower policy". If the complaint is not super-scribed and closed as mentioned above, it will not be possible to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, no acknowledgment will be issued to the complainant and they are neither advised to write their name / address on the envelope nor enter into any further correspondence with the Compliance Officer/ Chairman of Audit Committee. In case any further clarification is required, the complainant shall be accordingly requested to provide the same.
- iii. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Compliance Officer /Chairman of Audit Committee shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- iv. 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.
- v. All Protected Disclosure should be addressed to (i) Immediate Supervisor; (ii) Compliance Officer

(herein after referred to as “the concerned authorities”) or (iii) anonymously, by sending an e-mail to cs@timescan.in

A letter can also be sent to the Compliance Officer at:

The Compliance Officer
Timescan Logistics (India) Limited
Rajah Annamalai Building, Annex 3rd Floor,
No. 18/3, Rukmani Lakshmipathy Road,
Egmore, Chennai – 600 008, Tamil Nadu.
Email: cs@timescan.in

If there is a reason to believe that immediate superior or Compliance Officer is involved in the suspected violation, a report may be made to the Chairman of the Audit Committee of Board of Directors at:

The Chairman, Audit Committee
Timescan Logistics (India) Limited
Rajah Annamalai Building, Annex 3rd Floor,
No. 18/3, Rukmani Lakshmipathy Road,
Egmore, Chennai – 600 008, Tamil Nadu.

On receipt of the protected disclosure the concerned authorities shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. They shall carry out an enquiry by themselves or by involving any other Officer of the Company or by hiring the services of an outside agency for needful action.

9. PROCEDURE

Any employee or director shall submit a report of the genuine concerns or grievances to the Audit Committee. An audit committee shall oversee through the committee and if any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.

In exceptional case, the vigil mechanism shall provide direct access to the Chairperson of the Audit Committee.

Audit Committee shall appropriately investigate all grievances received. In this regard, Audit Committee to investigate into the matter and prescribe the scope and time limit therefore. Audit Committee shall have right to outline detailed procedure for an investigation.

The Audit Committee or chairman, as the case may be, shall have right to call for any information/ document and examination of any employee or director of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.

A report shall be prepared after completion of investigation and the Audit Committee shall consider the same. The decision or direction of Audit Committee shall be final and binding.

10. INVESTIGATION

- i. All Protected Disclosure under this policy will be recorded and thoroughly investigated.
- ii. The investigation by the concerned authorities would be carried out to determine the authenticity of the allegations, which is not an accusation and is to be treated as a neutral fact-finding process.
- iii. 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.
- iv. Subject(s) shall have a duty to co-operate with the concerned authorities or any of the Officers appointed by it in this regard and the investigation team should not consist of any member with possible involvement in the said allegation.
- v. Subject(s) have a right to consult with a person or persons of their choice, other than the concerned authorities.
- vi. 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, coached, threatened or intimidated by the subject(s).
- vii. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- viii. Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- ix. During the course of the investigation:
 - a. Audit Committee will have authority to take decisions related to the investigation.
 - b. Any required information related to the scope of the allegation would be made available to the investigators.

- x. The investigation shall be completed normally within 45 days of the receipt of the protected Disclosure.
- xi. The findings of the investigation should be submitted to the Audit committee by the investigator with all the supporting documents.
- xii. The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of the law and the investigation.

11. DECISION AND REPORTING

- i. If an investigation leads to conclude that an improper or unethical act has been committed, then action shall be taken against the person concerned. If the complaint is shown to be justified, then the concerned authorities shall invoke the disciplinary or other appropriate action against the concerned as per the Organization's procedures. The following actions may be taken after investigation of the concern;
 - 1. Disciplinary action (*up to and including dismissal*) against the Subject depending on the results of the investigation; or;
 - 2. Disciplinary action (*up to and including dismissal*) against the whistleblower if the claim is found to be malicious or otherwise in bad faith; or
 - 3. No action if the allegation proves unfounded.
- ii. 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.
- iii. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject, then he/ she shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

12. SECRECY / CONFIDENTIALITY

The Company expects individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be initiated against anyone found not complying with the below:

- 1. Maintain complete confidentiality and secrecy of the matter.
- 2. The matter should not be discussed in social gatherings or with individuals who are not involved in the review or investigation of the matter.
- 3. Ensure confidentiality of documents reviewed during the investigation should be maintained.
- 4. Ensure secrecy of the whistle blower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.

5. The complainant, Compliance Officer/ Chairman of the Audit Committee, the Subject and everybody involved in the process shall:
 - a. Maintain confidentiality of all matters under this Policy;
 - b. Discuss only to the extent or with those persons as required under this Policy for completing the process of investigations;
 - c. Not keep the papers unattended anywhere at any time;
 - d. Keep the electronic mails / files password protected.

13. PROTECTION

- i. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers 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 Whistle Blower's right to continue to perform his duties/ functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- ii. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- iii. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the Whistle blower will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the Whistle Blower being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure.
- iv. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower. Provided however that the Whistle blower 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 such by the Audit Committee shall be viewed seriously and the Whistle Blower shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

- v. A Whistle Blower may report any violations of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

14. INVESTIGATORS

- i. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.
- ii. Technical and other resources may be drawn upon as 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 behavior, and observance of legal and professional standards.
- iii. Investigations will be launched only after a preliminary review by the Chairman of the Audit Committee, which establishes that:
 - a. the alleged act constitutes an improper or unethical activity or conduct, and
 - b. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review. Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

15. ROLE OF INVESTIGATOR

- a. A structured approach should be followed to ascertain the creditability of the charge.
- b. Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
- c. Provide timely update to the Ethics Committee on the progress of the investigation.
- d. Ensure investigation is carried out in independent and unbiased manner.
- e. Document the entire approach of the investigation.
- f. Investigation Report including the approach of investigation should be submitted to the Ethics Committee with all the documents in support of the observations.

16. 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.

17. COMMUNICATION

A whistle Blower policy cannot be effective unless it is properly communicated to Directors and Employees. Director and Employees shall be informed through by Publishing in the website of the company.

18. 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 minimum period of 8 (Eight) years or such other period as specified by any other law in force, whichever is more.

19. ADMINISTRATION AND REVIEW OF THE POLICY

The Chairman of the Audit Committee and Compliance Officer shall be responsible for the administration, interpretation, application and review of this policy. They shall also be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee. The Audit Committee shall oversee the administration of this policy and ensure proper implementation and follow-up of the same.

20. 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 notified to them in writing.

21. INTIMATION

The Compliance Officer shall be responsible for intimating to all Directors and Departmental heads of any changes in policy. This policy as amended from time to time shall be disclosed by the company on its website and in the Board's report.