Tyroon Tea Company Limited

WHISTLE BLOWER POLICY / VIGIL MECHANISM

1. PREAMBLE

Tyroon Tea Company Limited is committed to maintaining the highest standards of ethical conduct, integrity, transparency and accountability in all its business operations. The Company believes that every Director, employee and stakeholder has a responsibility to report any actual or suspected unethical conduct, fraud, misconduct or violation of law or Company policies.

This Whistle Blower Policy ("Policy") has been formulated in accordance with the provisions of Section 177 of the Companies Act, 2013 read with the Rules made thereunder and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Policy establishes a Vigil Mechanism to enable Directors, employees and other stakeholders to report genuine concerns without fear of retaliation.

2. OBJECTIVES

The objectives of this Policy are to:

- Provide a robust Vigil Mechanism for reporting unethical behaviour, fraud and misconduct.
- Promote a culture of ethical conduct and compliance.
- Protect whistle blowers against retaliation or victimisation.
- Ensure fair, impartial and timely investigation of reported concerns.
- Comply with applicable statutory and regulatory requirements.

3. APPLICABILITY

This Policy applies to:

- Directors
- Permanent employees
- Probationary employees
- Contractual employees
- Consultants
- Retainers
- Apprentices and trainees
- Vendors
- Suppliers
- Contractors
- Business associates
- Customers and any other stakeholder dealing with the Company.

4. DEFINITIONS

Audit Committee

Means the Audit Committee constituted by the Board under Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

Whistle blower

A Director, employee or stakeholder who makes a Protected Disclosure under this Policy.

Protected Disclosure

Any communication made in good faith that discloses or demonstrates information concerning unethical practices or improper activity.

Subject

A person against or in relation to whom a Protected Disclosure has been made.

Ethics Counsellor

The Company Secretary and Compliance Officer or such other officer designated by the Audit Committee for administering this Policy.

5. REPORTABLE MATTERS

The following matters may be reported under this Policy:

- Fraud or financial irregularities.
- Bribery or corruption.
- Misappropriation of Company assets.
- Accounting or auditing irregularities.
- Insider trading or unlawful disclosure of unpublished price sensitive information.
- Manipulation of financial statements.
- Violation of SEBI regulations.
- Breach of the Company's Code of Conduct.
- Conflict of interest.
- Abuse of authority.
- Theft or embezzlement.
- Sexual harassment or discrimination (without prejudice to remedies available under the POSH Policy).
- Serious health, safety or environmental violations.
- Violation of statutory or regulatory requirements.
- Deliberate concealment of any of the above.

6. MATTERS NOT COVERED

The following shall ordinarily not be covered under this Policy:

- Personal grievances relating solely to employment conditions.
- Service matters including transfers, promotions or performance appraisal unless involving fraud, corruption or violation of law.
- Frivolous or malicious complaints.

7. REPORTING MECHANISM

Protected Disclosures should preferably be in writing and contain sufficient details including:

- Nature of concern.
- Persons involved.
- Relevant facts.
- Supporting documents, if available.

Complaints may be addressed to:

Mr. Keshab Chandra Mishra
Company Secretary & CFO
Tyroon Tea Company Limited
Email: kcm@tyroonteacom
Telephone: 033-2248 3236

Address: Mcleod House, 3 Netaji Subhas Road,
Kolkata- 700 001

8. VIGIL MECHANISM

The Company has established a Vigil Mechanism under the supervision of the Audit Committee.

The Audit Committee shall:

- Oversee implementation of this Policy.
- Review complaints received.
- Monitor investigations.
- Recommend corrective action.
- Ensure independence of investigations.

The Chairperson of the Audit Committee shall be available to receive complaints in exceptional cases where access to the Ethics Counsellor is considered inappropriate.

9. PROTECTION OF WHISTLEBLOWERS

No whistle blower who makes a Protected Disclosure in good faith shall suffer:

- Harassment
- Victimisation
- Retaliation
- Demotion
- Suspension
- Discrimination
- Threats
- Termination
- Any adverse employment action

Any retaliation shall be treated as misconduct and may attract disciplinary action.

10. CONFIDENTIALITY

The identity of the whistleblower shall be kept confidential to the fullest extent permitted by law.

Information relating to Protected Disclosures shall be disclosed only to those involved in the investigation or where required by law or regulatory authorities.

11. ANONYMOUS DISCLOSURES

Anonymous complaints may be considered if they contain adequate and credible information supported by sufficient facts or evidence.

The Audit Committee reserves the right to determine whether such complaints warrant investigation.

12. INVESTIGATION PROCEDURE

Upon receipt of a Protected Disclosure:

1. The Ethics Counsellor shall conduct a preliminary review.
2. Cases requiring investigation shall be referred to an Internal Investigation Committee or an external investigator, where appropriate.
3. The Subject shall be given a reasonable opportunity to present his or her explanation.
4. The investigation shall be conducted fairly, objectively and confidentially.
5. A report shall be submitted to the Audit Committee.
6. The Audit Committee shall recommend appropriate action to the Managing Director or the Board, as applicable.

13. DECISION AND CORRECTIVE ACTION
Based on the findings, the Company may take one or more of the following actions:

- Disciplinary proceedings.
- Recovery of losses.
- Improvement of internal controls.
- Reporting to statutory or regulatory authorities.
- Civil or criminal proceedings where warranted.
- Any other corrective action considered appropriate.

14. FALSE OR MALICIOUS COMPLAINTS
Making a complaint which is knowingly false, malicious or frivolous constitutes misconduct and may result in disciplinary action.

No action shall be taken merely because a complaint made in good faith is not substantiated after investigation.

15. REPORTING TO THE AUDIT COMMITTEE
The Ethics Counsellor shall submit a summary of complaints received, investigations conducted, pending matters and actions taken to the Audit Committee at least once every quarter or at such intervals as the Committee may determine.

16. ACCESS TO THE CHAIRPERSON OF THE AUDIT COMMITTEE
In accordance with Regulation 22 of the SEBI Listing Regulations, every Director and employee shall have direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

17. RECORD RETENTION
All Protected Disclosures, investigation reports and related records shall be maintained securely by the Company for a period in accordance with applicable law and the Company's Record Retention Policy.

18. DISCLOSURE
This Policy shall be:

- Hosted on the Company's website.
- Disclosed in the Corporate Governance Report forming part of the Annual Report, as required under the SEBI Listing Regulations.
- Communicated to all Directors and employees.

19. REVIEW AND AMENDMENT

The Audit Committee shall periodically review the effectiveness of this Policy.

The Board of Directors reserves the right to amend, modify or withdraw this Policy at any time, subject to applicable law.

20. EFFECTIVE DATE

This Policy shall come into effect from **14-08-2024** approved by the Board of Directors and shall remain in force until modified or rescinded by the Board.