

Tristar Intermediates Private Limited

Registered Office: C1/B 3201 & C1/B 3202,

G.I.D.C. Sarigam, Gujarat - 396 155

Tel: +91-0260 2780617; website: www.tristarintermediates.org

Whistle Blower Policy

Date: 22.11.2021

1. Introduction

This Whistleblower Policy (**Policy**) is formulated by Tristar Intermediates Private Limited (**Company**) to provide a framework to promote responsible and secure whistle blowing within the Company. It provides guidance and a procedural framework to directors, employees, customers, vendors and/or third party intermediaries wishing to raise a concern about unethical conduct, illegalities, irregularities, and/or frauds and any other wrongful conduct within the Company without fear of reprisal, discrimination or adverse employment consequences.

This Policy is also intended to enable the Company to address such disclosures or complaints by taking appropriate action, including, but not limited to disciplinary action that could include terminating the employment and/or services of those responsible and also includes filing of legal case. The Company will not tolerate any retaliation against any employee, customer vendor and/or third party intermediary for reporting in good faith, any enquiry or concern.

2. Applicability

This Policy applies to all the employees of the Company.

3. Definitions

- a) **“Act”** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- b) **“Audit Committee”** means Audit Committee constituted by the Board of Directors of the Company, from time to time, as per the provisions of the Companies Act, 2013.
- c) **“Board of Directors”** or **“Board”** means the Board of Directors of Tristar Intermediates Private Limited, as constituted from time to time.
- d) **“Employee”** shall mean all individuals on full-time or part-time employment with the Company, with permanent, probationary, trainee, retainer, temporary or contractual appointment and also includes the Board of Directors of the Company;
- e) **“Protected Disclosure”** means any communication made in good faith by the Whistleblower that discloses or demonstrates information that may relate to any Reportable Matter or Alleged Misconduct, or indicates evidence towards any unethical or improper activity.
- f) **“Reportable Matter”** or **“Alleged Misconduct”** means unethical behavior, actual or suspected fraud, violation of law (including insider trading norms), breach of Company’s Code of Conduct, Company Policies and Guidelines as more particularly described under the head ‘Coverage of Policy’.
- g) **“Stakeholder(s)”** means and includes vendors, suppliers, lenders, customers, business associates, or third-party intermediaries with whom the Company has any financial or commercial dealings.
- h) **“Whistle Blower”** means any Employee or Director or any Stakeholder of the Company making a Protected Disclosure/Complaint under this Policy;

Any other term not defined herein shall have the same meaning as ascribed to it under the Companies Act, 2013 or any other relevant regulation/legislation applicable to the Company.

4. Coverage of Policy

- a) This policy is applicable to all the premises of the Company in India, and is equally applicable to all Employees, Directors, and/or Stakeholders of the Company.
- b) A Whistleblower can complain about the following issues under this Policy. The list of issues classified under “Reportable Matter” or “Alleged Misconduct” is indicative and is not all inclusive. Alleged misconduct may include, but is not limited to the following:

- Forgery, falsification or alteration of documents;
- Unauthorized alteration or manipulation of computer files /data;
- Fraudulent or inaccurate reporting, wilful material misrepresentation;
- Misappropriation/misuse of Company's assets or resources;
- Conflict of interest;
- Improper use of authority for personal gains;
- Unauthorized release of proprietary / confidential information;
- Financial irregularities, including fraud, or suspected fraud;
- Breach of contract;
- Concurrent employment;
- Theft of cash;
- Breach of Company's Code of Conduct;
- Giving and / or accepting, bribes, expensive gifts, directly or indirectly from business connections including clients, patients, vendors/Suppliers and Contractors in contravention of Code of Conduct policy;
- Corruption and improper transactions;
- Non-adherence to safety guidelines;
- Deliberate violation of law/regulation; and
- Insider trading including instances of leak or suspected leak of Unpublished Price Sensitive Information (UPSI);
- Other forms of harassment- victimisation, bullying, discrimination etc.
- Any other unethical, biased, favoured, imprudent, or illegal action.

5. Policy Details

a) Protection for Whistleblowers

- If a Whistleblower raises concern in good faith, using any appropriate channel of communication as provided for in this policy, he/she will not be under any risk of suffering any form of retaliation, discrimination, harassment, victimisation, or any other unfair employment practice adopted against the Whistleblower. The Company is committed to protecting the Whistleblower from any form of retaliation or adverse action due to any disclosure by them. Whistleblower will not be under risk of any unfair practices like retaliation, threat or intimidation or termination/suspension of his/her job, disciplinary action, or suffer loss in manner like transfer, demotion, refusal of promotion, or any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions in a free and fair manner. Any such act of victimisation of the Whistleblower brought to the notice of the Audit Committee shall be treated as an act warranting disciplinary action.
- The identity of the Whistleblower shall be kept confidential.
- Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.
- The protection is given, provided that:
 - i) The disclosure is made in the good faith after gathering adequate facts/data to substantiate the disclosure by the Whistleblower;
 - ii) Whistleblower believes that information and allegations contained in it are substantially true and factual in nature. The disclosures by the Whistleblower shall not be speculative, anecdotal or based on hearsay or rumour; and
 - iii) Whistleblower is not acting for personal gain.

b) False Complaints

While this Policy is intended to bring out misconduct happening in Company and also to protect genuine Whistleblowers from any unfair treatment, however if a complaint made by any employee, after an investigation proves to be frivolous, malicious or made with ulterior intent/motive and which is finally found to be false, in such a case the concerned employee will be subject to strict disciplinary / legal action.

c) Reporting Mechanism

- Employees may raise “Reportable Matter” or “Alleged Misconduct” within 30 (thirty) days after becoming aware of the same to the Audit Committee.
- The “Reportable Matter” or Alleged Misconduct” is reported in detail to Audit Committee and in exceptional cases, Employees have a right to make a Protected Disclosure directly to the Chairman of the Audit Committee by sending an email or writing a letter marked as Private and Confidential and addressed to the Chairman of the Audit committee.
- Employees are encouraged to provide full information along with his name and contact details, so that Audit Committee can evaluate the merits of the complaint and initiate appropriate investigation / action on the complaint. Anonymous disclosures are not favoured as it would not be possible to interview the Whistleblower. However, in case where the complainant decides not to disclose his/her identity, an anonymous report can be submitted. Such an anonymous report when accompanied with specific and credible information including details of alleged perpetrators, location and type of incident, names of other personnel aware of the incident, amounts involved etc. that supports the complaint, the Company may have sufficient grounds to consider an investigation into the complaint.

d) Responsibility of the Audit Committee

- The Audit Committee shall be responsible to act on the incident in an unbiased manner.
- The Audit Committee shall take necessary actions to maintain confidentiality within the organization on issues reported.
- The Audit Committee shall identify impartial team of investigators for conducting investigation. The Audit Committee can also appoint any outside agency for seeking assistance, if needed.
- The Audit Committee shall, subject to the prior concurrence of the Chairman of the Audit Committee, be responsible for recommending disciplinary action against the subject if investigation found to be true as raised by whistleblower.

e) Process of Inquiry / Investigation

- The Audit Committee shall meet and discuss every “Reportable Matter” or “Alleged Misconduct” within 7 (seven) days of receipt of said complaint and shall make an assessment or decide on enquiries or investigations to be made at the preliminary stage for validating and assessing the alleged misconduct / reportable matter. Where initial inquiries indicate that further investigation is necessary, it shall constitute an investigation team to do the same. All matters reported to Audit Committee will be accessed on merit.
- The Audit Committee may obtain inputs from other relevant sources and review the evidence wherever necessary. While doing so Audit Committee shall maintain the secrecy on the Whistleblower and immediate witness, if any, and will also ensure that there will be no retaliation on him/her.
- The Audit Committee shall within 45 (forty-five) days of receipt of “Reportable Matter” or “Alleged Misconduct” forwards the Complaint of the Whistleblower to the Chairperson of the Audit Committee along with its recommendation.

f) Exclusions

The following types of complaints shall ordinarily not be considered and taken up by the Audit Committee:

- Complaints that are illegible, if handwritten;
- Complaints that are trivial or frivolous in nature in view of the Audit Committee;
- Matters which are pending before a court of law, state, national human rights commission, tribunal or any other judicial or sub-judicial body;
- Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc.) and issues relating to any customer/product related grievances, unless the Whistleblower is able to demonstrate with sufficient proof that any of the foregoing issues constitutes a “Reportable Matter” or “Alleged Misconduct.”

g) Miscellaneous

- An annual report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.
- All Protected Disclosures in writing or otherwise, the documents pertaining to the disclosures made by a Whistleblower, along with the results of the investigation relating thereto, evidences submitted and proceedings carried thereon, shall be retained by the Company for the minimum period of retention as per the Company's retention policy or such other period as may be specified by any other law in force, whichever is more.

h) Disclosures

The company shall disclose about such Policy in its Board's Report & shall also display on its website.

i) Confidentiality

The Company, through this Policy, gives assurance to every Employee that complete confidentiality will be ensured by the Company in respect of the disclosures made by a Whistleblower and investigations thereon. In specific cases where the criticality and necessity of disclosing the identity of the Whistleblower is important for the purpose of investigation or it is legally required to be disclosed, it may be disclosed, on a 'need to know basis' only with the prior approval of the Whistleblower. For this purpose, the Whistleblower is therefore requested to make it clear at the time of making any disclosures that the disclosures are being made under this Policy.

6. Amendments

The Company is committed to continuously reviewing and updating this Policy. The Board may, subject to the applicable laws, amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace this policy entirely with a new policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force. Any subsequent amendment/ modification in the provisions of applicable law shall automatically apply to this Policy.



Where to raise the Concern :

To the Audit Committee	Tristar Intermediates Private Limited C1/B 3201 & C1/B 3202, G.I.D.C. Sarigon, Gujarat 396155 Email to : vigil@rossari.com
To the Chairperson of the Audit Committee	Mr. Gurudas Aras Chairman – Audit Committee C1/B 3201 & C1/B 3202, G.I.D.C. Sarigon, Gujarat 396155 Email to : AuditCommittee@rossari.com
