



**WHISTLEBLOWER POLICY
AND
VIGIL MECHANISM
OF
TREE HOUSE EDUCATION & ACCESSORIES LIMITED**

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WHISTLEBLOWER POLICY AND VIGIL MECHANISM OF TREE HOUSE EDUCATION AND ACCESSORIES LIMITED

1. OBJECTIVE

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain such standards, the Company encourages its employees, who have concerns about any actual or potential violation of the legal and regulatory requirements, misrepresentation of any financial statements and reports, any claim of theft or fraud, and any claim of retaliation for providing information to or otherwise assisting the Company, to come forward and express his/her concerns without fear of punishment or unfair treatment.

Sections 177(9) and 177(10) of the Companies Act, 2013 and Rule 7(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 stipulate that a listed company shall establish a vigil mechanism for directors and employees to report genuine concerns and shall ensure that there are adequate safeguards in place to prevent victimization of persons using such mechanism and make a provision for direct access to the Chairman of the Audit Committee of the Company. Further, Clause 49 of the Listing Agreement between listed companies and the stock exchanges (as amended and applicable from October 01, 2014), *inter-alia* mandates all listed companies to establish a mechanism called “Whistle Blower Policy” for employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company’s code of conduct or ethics policy to the management.

In view of the aforesaid, this Whistleblower Policy (“**Policy**”) has been formulated by the Company which aims to provide an avenue for employees to raise their concerns that could have grave impact on the operations, performance, value and the reputation of the Company empowering the Complaint Management Committee of the Company to investigate the concerns raised by the Employees. However, this Policy 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 about a personal situation.

2. DEFINITIONS

“**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company in accordance with section 292A of the Companies Act, 1956 and Section 177 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement;

“**Complaint Management Committee**” or “**Committee**” means the committee, as approved by the Board of Directors of the Company, formed for receiving complaints and Protected Disclosures from the Employees or Directors, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the concerned Employee or the Director of the result of such complaints or Protected Disclosures. The Committee shall report to the Audit Committee and shall comprise of:

Name of the Member	Designation
Vishal D Shah	Executive Director
Sanjay H. Shah	Chief Financial Officer
Rajesh Bhatia*	Managing Director

“**Company**” means “TreeHouse Education and Accessories Limited”;

“**Director**” means any director of the Company;

“**Disciplinary Action**” means any action that can be taken on the completion of /during the investigation proceedings under this Policy including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit;

“**Employee**” means every employee of the Company (whether working in India or abroad);

“**Investigator**” means, the person(s), entities or organizations appointed by the Committee to investigate a Protected Disclosure;

“**Good Faith**”: An Employee shall be deemed to be communicating in “good faith” if there is a reasonable basis for communication of Unethical/Improper Practices or any other alleged wrongful conduct. Good Faith shall be deemed to be lacking when the Employee does not have personal knowledge on a factual basis for the

communication or where the employee knew or reasonably should have known that the communication about the alleged Unethical/Improper Practices or alleged wrongful conduct is malicious, false or frivolous.

“Protected Disclosure” means a concern raised by a written communication made in Good Faith that discloses or demonstrates information that may evidence Unethical or Improper practice. Protected Disclosures shall be factual and not speculative in nature and shall contain specific information so as to allow proper assessment of the nature and extent of the concern.

“Retaliation” shall have the meaning ascribed to it at clause 5 below.

“Subject” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence is gathered during the course of an investigation under this Policy.

“Unethical/Improper Practice” means and includes, but is not limited to the following suspected activities/improper practices:

- a) Any actual or potential violation of legal or regulatory requirements whether criminal/ civil;
- b) Any claim of theft or fraud;
- c) Abuse of authority;
- d) Breach of contract/trust, pilferation of confidential/propriety information;
- e) Negligence causing substantial and specific danger to public health and safety;
- f) Manipulation/ theft of the Company data/records;
- g) Financial irregularities, including fraud or suspected fraud or deficiencies in Internal Control and check or deliberate error in preparations of financial statements or misrepresentation of financial reports;
- h) Wastage/misappropriation/misuse of the Company funds/assets, embezzlement;
- i) Breach of Company Policy or failure to implement or comply with any approved Company Policy/ies;
- j) Any other action or inaction that could have significant impact on the operations, performance, value and the reputation of the Company.
- k) Unprofessional conduct or business practice.
- l) Abuse of power or authority for any unauthorized or ulterior purpose
- m) A substantial or specific danger to health and safety.

“**Whistleblower**” means an Employee or a Director who makes a Protected Disclosure under this Policy.

3. SCOPE AND ELIGIBILITY

All the Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy.

The Policy shall not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against other Employees or Directors of the Company. It being further clarified that this Policy is not a route for taking up or addressing grievances about a personal situation.

4. GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and that the concern will be acted upon seriously, the Company and the Committee shall:

- a) Ensure that the Whistleblower and/or the person processing the Protected Disclosure are not victimized for doing so. Treat victimization as a serious matter, including initiating Disciplinary Action against such person(s).
- b) Ensure confidentiality of the Protected Disclosures and all matters/investigations incidental thereto.
- c) Not attempt to conceal evidence in relation to the Protected Disclosure.
- d) Take Disciplinary Action, if any one destroys or conceals evidence in relation to the Protected Disclosure.
- e) Provide an opportunity of being heard to the persons involved in any Unethical/Improper Practice especially to the Subject.
- f) This Policy may not be used as a defense by an Employee against whom an adverse action has been taken for legitimate reasons or cause under Company rules and/or policies.

5. PROTECTION TO WHISTLEBLOWER

A. In the event a Whistleblower makes a Protected Disclosure under this Policy, he/she will not be at risk of suffering any form of reprisal or Retaliation. For the purposes of this Policy, “*Retaliation*” means and includes discrimination, reprisal, harassment or vengeance in any manner, risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's

right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection contemplated herein shall be available to the Whistleblower provided that:

- i. the communication/ disclosure is made in Good Faith;
- ii. the Whistleblower reasonably believes that information and any allegations contained in it are substantially true;
- iii. the Whistleblower is not acting for personal gain.

B. Any person who abuses the procedure by maliciously and intentionally raising a concern following due process under this Policy knowing it to be untrue or otherwise or victimizes any other Employee or Director by raising a concern through this procedure shall be subject to Disciplinary Action. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals. However, no action will be taken against such person who makes an allegation in Good Faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation carried out in accordance with this Policy.

C. The Company will not tolerate the harassment or victimization of any Whistleblower raising a genuine concern. Any person who Retaliates, or makes threat of retaliation against a Whistleblower who has made a Protected Disclosure in Good Faith, will be subject to strict Disciplinary Action up to and including immediate termination of employment or termination of his/her relationship with the Company. As a matter of general deterrence, the Company may publicly inform Employees of the penalty imposed and discipline afforded to any person for misconduct arising from Retaliation.

D. In the event where a Whistleblower faces any Retaliation or threats of Retaliation as a result of making a Protected Disclosure, he/she should inform the Chairman of the Committee in writing immediately. The Chairman of the Committee will treat reports of such actions or threats as a separate Protected Disclosure and investigate the same accordingly, and shall take appropriate steps to protect the Whistleblower from exposure to such Retaliation and ensure implementation of such steps for the Whistleblower's protection.

E. Any investigation into allegations of potential misconduct which are outside the scope of the inquiry under this policy will not influence the disciplinary procedures already taking place concerning an Employee or Director reporting a matter under this Policy.

- F. Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

6. DUTIES AND RESPONSIBILITIES

A. DUTIES OF THE WHISTLEBLOWER

The Whistleblower shall:

- a) Bring to the attention of the Company any Unethical/Improper Practice that the Whistleblower becomes aware of. Although the Whistleblower(s) is/are not required to provide proof, the Whistleblower must have sufficient cause for raising a concern in relation to any Unethical/Improper Practice to warrant an investigation;
- b) Follow the procedures prescribed in this Policy for making a Protected Disclosure;
- c) Co-operate with and disclose all known information regarding the alleged Unethical/Improper Practice Investigators, Committee and the Company;
- d) Maintain confidentiality of the subject matter of the disclosure and the identity of the person(s) involved in the alleged Unethical/Improper Practice as it may forewarn the Subject against non-destruction of important evidence and the consequences thereof; and
- e) Refrain from conducting their own investigative activities, or participating in the Committees investigation other than as requested by the investigating authority.

B. DUTIES OF THE COMPLAINT MANAGEMENT COMMITTEE

The Committee shall:

- a) Conduct the enquiry in relation to the Protected Disclosure made by the Whistleblower in a fair, unbiased manner;
- b) Ensure that all the necessary facts for making any decision under this Policy have been taken into account;
- c) Take all reasonable steps to maintain the confidentiality of of any disclosures or allegations made by the Whistleblower pursuant to this Policy and the proceedings/investigations in relation to the same.
- d) Take all reasonable steps to maintain confidentiality of the identity of the Whistleblower. However, where the Whistleblower discloses his/her own identity, there will no longer be an obligation not to disclose the identity;

- e) Decide on the outcome of the investigation and determine whether the Subject has been involved in any Unethical/Improper Practice;
- f) Recommend an appropriate course of action - suggest Disciplinary Action, including dismissal, and preventive measures;
- g) Minute Committee deliberations and document the final report.

7. PROCEDURE FOR REPORTING AND INVESTIGATION OF DISCLOSURES

A Protected Disclosure and other communication should be made in writing or by email to:

- a) Vishal D. Shah: vshah@treehouseplaygroup.net;
- b) Sanjay H. Shah: sanjay@treehouseplaygroup.net and
- c) Utsav Shrivastava: Utsav@treehouseplaygroup.net

A Protected Disclosure made pursuant to this provision shall contain the following details:

- i. Name, address and contact details of the Whistleblower. **Disclosures expressed anonymously will NOT be investigated.**
- ii. Brief description of the Unethical/Improper Practice, giving the names of those alleged to have committed or about to commit an Unethical /Improper Practice.
- iii. Specific details such as time and place of occurrence.
- iv. In case of letters, the Protected Disclosure should be sealed in an envelope marked “**Whistleblower**” and addressed to the members of the Committee.
- v. In case of e-mail, the Protected Disclosure should be marked “**Confidential**” and the subject line should contain “**Whistleblower**” and addressed to the members of the Committee.
- vi. The members of the Committee shall acknowledge receipt of the Protected Disclosure within seven (7) days of receipt of a Protected Disclosure where the Whistleblower has provided his/her contact details.
- vii. The Chairman of the Committee either himself or by appointing an Investigator will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Protected Disclosure constitute an Unethical/Improper Practice by discussing with the other members of the Committee. If the Chairman of Committee determines that the allegations do not constitute an Improper Practice, he/she will record this finding with reasons and communicate the same to the Whistleblower.

- viii. An Employee or a Director who knowingly makes false allegations shall be subject to Disciplinary Action, up to and including termination of employment, removal from the office of directorship in accordance with Company rules, policies and procedures.
- ix. If any of the members of the Committee have a conflict of interest in a given case, they shall recuse themselves and the others on the Committee would deal with the matter on hand.
- x. If the Chairman of Audit Committee determines that the allegations constitute an Unethical/Improper Practice, he/she will proceed to investigate the Protected Disclosure with the assistance of the Audit Committee, which may take the help from senior level officers of the Company and a representative of the division/department where the breach has occurred, as he/she deems necessary. If the alleged Unethical/Improper Practice is required by law to be dealt with under any other mechanism, the Chairman of Audit Committee shall refer the Protected Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
- xi. Subjects will be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation within five (5) days from the date on which such information has been provided. Subject may be informed of the outcome of the inquiry/ investigation process.
- xii. The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information by the Chairman of the Committee for the purpose of such investigation shall do so. Individuals with whom the Chairman of the Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.
- xiii. In the event, Unethical/Improper Practice constitutes a criminal offence, the Committee shall bring it to the notice of the Managing Director and take appropriate action.
- xiv. The Investigator appointed for the purpose of conducting investigations under this Policy shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Committee as soon as practically possible not being later than thirty (30) days from the date of receipt of the Protected Disclosure or such other additional time as may be required depending upon the circumstances of the case. .

8. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with the Protected Disclosures are considered confidential information and access will be restricted to the Whistleblower, the Committee and Chairman of the Audit Committee. Protected Disclosures and any resulting investigations, reports or resulting actions will not be disclosed except as required by any legal requirements or regulations.

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 three (3) years.

9. REPORTS

A quarterly status report on the total number of Protected Disclosures received during the period, with summary of the findings of the Committee and the corrective actions taken will be sent to the Board of Directors of the Company.

10. COMPANY'S POWERS

The Board of Directors of the Company subject to applicable laws and at the recommendation of the Committee is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Committee in line with the broad intent of the Policy and in consultation with the Board of Directors. The Board of Directors may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.