



THOMAS COOK (INDIA) LIMITED & SUBSIDIARIES

WHISTLE BLOWER POLICY

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THOMAS COOK (INDIA) LIMITED WHISTLE BLOWER POLICY

1 Preface

Thomas Cook (India) Limited ("TCIL" or "Company") believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

TCIL is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *inter-alia*, contain a mandatory provision for all listed companies to establish a "Vigil mechanism" (also known as "Whistle Blower Mechanism") for employees and other stakeholders to report genuine concerns. This would facilitate reporting instances of unethical behaviour, actual or suspected fraud or violation of the TCIL's code of conduct or ethics policy or any laws.

The purpose of this Policy is to provide a framework to promote a responsible and secure whistle blowing. It also provides for protection of employees and other stakeholders wishing to raise concerns about irregularities within TCIL.

The Policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2 Policy

This Policy is for the Employees, Directors and other Stakeholders as defined hereinafter.

The Policy has been drawn up to create an environment wherein an employee has access to raising a concern and feel comfortable in doing it. The areas of concern covered by this Policy are summarized in paragraph 5.

3 Definitions

"Board of Directors" or "Board" means the collective body of the directors of the Company.

"Director" means any executive or non-executive director appointed to the Board of the Company from time to time.

"Disciplinary Action" means any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine,

suspension from official duties or any such action as is deemed to be fit considering the gravity and seriousness of the matter.

“Employee” means every employee of the Company (whether working in India or Overseas) and whether in full time or part time employment with the Company or its subsidiary whether in permanent, probationary, trainee, retainer, temporary or contractual appointment.

"Investigation team" means person(s) appointed by Ombudsperson to conduct investigation of a protected disclosure under this policy. The team may include either Member of Fraud Risk Management team of the Company or any other authorized person or any authorized outsourced agency.

"Malpractice" means illegal, unethical, or negligent professional conduct.

"Ombudsperson" will be the designated officer responsible for the purpose of receiving all protected disclosures under this Policy and taking appropriate action on the same. The Board is empowered to appoint the Ombudsperson.

"Protected Disclosure" means a concern raised through reporting channels (described in paragraph 7) in good faith.

"Stakeholder" means all persons from the following categories:

- a. all Directors of the Board of Directors of the Company;
- b. representative body/ies of employees of TCIL;
- c. any other person as may be notified in a regulation

"Subject" means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.

“Subsidiary” shall mean a subsidiary of the Company, and as defined under Section 2(87) of the Companies Act, 2013, and includes both Indian and foreign subsidiary.

"TCIL" means Thomas Cook (India) Limited and its subsidiary Companies.

"Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not be restricted to, information relating to the following: -

- i) financial results;
- ii) dividends;
- iii) change in capital structure;
- iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- v) changes in key managerial personnel.

"Whistle Blower" is someone who makes a protected disclosure under this Policy.

4 The Guiding Principles

To ensure that this Policy is adhered to, and to assure that the protected disclosure will be acted upon seriously, TCIL will:

4.1 Ensure that the Whistle Blower and/or the person processing the protected disclosure

is not victimized for doing so;

- 4.2 Treat victimization as a serious matter including initiating disciplinary action against person/(s) involved in it;
- 4.3 Ensure complete confidentiality;
- 4.4 Be objective and fair in taking action on protected disclosures received;
- 4.5 Take disciplinary action, if any one destroys or conceals evidence of the protected disclosure made/to be made;
- 4.6 Provide an opportunity of being heard to the persons involved especially to the Subject.

5 Coverage of Policy

5.1 The Policy covers concerns involving:

1. Abuse of authority
2. Breach of contract
3. Manipulation of company data/records
4. Financial irregularities, including fraud, or suspected fraud
5. Criminal offence
6. Pilferage of confidential/propriety information
7. Deliberate violation of law/regulation
8. Deliberate wastage/misappropriation of TCIL funds/assets
9. Breach of Code of Conduct or Rules or any policy of the Company including leakage of any unpublished price sensitive information
10. Sexual harassment
11. Bribery and corruption
12. Conflict of interest
13. Workplace harassment
14. Any other unethical, biased, favoured, imprudent event

Some of the above terms have been explained in Annexure 1. Also refer to the Code of Conduct and other Policies of the Company for more clarity.

5.2 This Policy should not be used in place of TCIL grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

5.3 Further, the Policy should not be used for reporting of routine or operational matters like:

1. Non-receipt of salary, attendance not regularized, excess salary deduction, application of CLP etc
2. Issues related to career progression, transfer or deputation etc
3. IT assets not working properly (e.g. printers not working)
4. Questioning the financial or other business decisions taken by the management
5. Taxation related queries (e.g. excess tax deducted from salary)
6. Recruitment / job openings (e.g. to know the job openings in the Company)
7. Inappropriate administration facilities (e.g. malfunctioning tea / coffee machine in cafeteria).

5.4 Employees should apply reasonable judgment before reporting an issue through the reporting channels.

6 Disqualifications

- 6.1 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as set out herein, any abuse of this protection will warrant disciplinary action.
- 6.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower, knowing it to be false or bogus or with a mala fide intention.
- 6.3 Whistle Blowers, who make any protected disclosures, which have been subsequently found to be mala fide, frivolous or malicious will be liable for disciplinary action under Company's Code of Conduct.

7 Reporting Channels

Any person, who wishes to make a protected disclosure under this Policy, may use any of the following channels:

1. Hotline (India toll-free: 1800-102-6969, USA toll-free: (+1) 888-436-0393, Rest of the world (Paid) number: (+91) 9595-146-146)
 - a. This toll free number will be operational 24 hours of the day, for all days in a year (including Saturday, Sunday and public holidays).
 - b. Calls can be made in English or Hindi.
 - c. Once a person calls on this number, based on the language selected, an operator will guide you to report your protected disclosures.
 - d. He / she will ask you a series of questions which will enable collation of maximum information.
2. Website (link <https://thomascookindia.integritymatters.in>)
 - a. This is a web page link where you can report your protected disclosure.

- b. Once you click on the link, it will take you to a form, wherein you can update the protected disclosure details.
- c. The web page will be in English.

8 Guidance to reporting

Whistle blowing mechanism is not meant to substitute normal communication protocols in the Company. Accordingly, employees are encouraged to follow the steps set out below when they wish to report a protected disclosure:

1. As a first step, bring it to the notice of your supervisor.
2. If that does not help or if the protected disclosure is against the supervisor, then bring it to the notice of HR.
3. If the above steps do not result in any satisfactory response or action, the person may use the reporting channels provided in this Policy.
4. If an employee does not feel comfortable highlighting the protected disclosure to his / her supervisor or HR, he / she can directly use the reporting channels provided in this Policy.

A few points which should be kept in mind before or while reporting a protected disclosure:

1. Attempt should be made to report the protected disclosure immediately after the incident has occurred.
2. It should be factual and should contain as much specific information as possible (e.g. name of the person involved, designation, department, date of incident, time of incident, description of the incident, location, etc).
 - a. It may be noted that in absence of detailed information, it may not be possible for the Company to investigate the protected disclosure.
 - b. Whistle Blower may be requested for additional information on the protected disclosure through the reporting channels.
 - c. In case the Whistle Blower does not respond within 7 working days and the protected disclosure cannot be investigated due to lack of information, then the protected disclosure may be closed.
3. The Whistle Blower should not investigate or attempt to investigate the matter on his/her own (the Company has appointed an Ombudsperson to take appropriate action).
4. The Whistle Blower does not have the right to participate in any investigative procedures unless requested by the Ombudsperson and subject to disclosure of his / her identity.

In case of reporting on website, Whistle Blower has to select a category to which the protected disclosure belongs. Whistle Blower may, based on his judgment, select the category which best fits the protected disclosure. Various categories with illustrative nature of protected disclosures that will fit into these categories, have been tabulated below:

Categories	Illustrations
Human Resource	Sexual harassment, violation of Company's policy, workplace harassment, abuse of authority, leakage of information, etc.
Secretarial	Leakage of any Unpublished Price Sensitive Information or suspected leak of any Unpublished Price Sensitive Information
Legal	Irregularities in statutory compliances, potential violation of laws, breach of contract, criminal offence, etc.
Accounts or Finance	Manipulation of accounts, any protected disclosure that may have an impact on the financial statements of the Company, misreporting in MIS, misappropriation of funds / assets, etc.
Fraud or Misconduct	Commission / kickbacks from vendors / dealers, bribery & corruption, conflicts of interest, etc.
Others or Unethical behaviour	This is a residual category. If the Whistle Blower is unable to select the best fit category for his / her protected disclosure, he / she may select this category

Also refer to FAQs given in **Annexure 2**.

Whistle Blower will be provided with a reference number by the third party, which he/she can use for knowing the status of protected disclosure reported and also provide additional information. The status will generally be updated after 10 working days after initial reporting or after provision of additional information.

9 How does the mechanism work?

In order to maintain highest level of confidentiality, the Company has appointed an outsourced agency (Mitrisk Consulting LLP under its trade name "Integrity Matters") to operate the whistle blowing channels.

After a protected disclosure is reported by the Whistle Blower through the channels mentioned in paragraph 7, it will be forwarded to the Ombudsperson for preliminary review.

If preliminary reviews indicate that the protected disclosure has no basis, or it is not a matter to be investigated/ pursued under this Policy, it may be dismissed at this stage and the decision will be documented and communicated to the Whistle Blower.

Where preliminary review indicates that further investigation is necessary, the Ombudsperson shall initiate the necessary investigative procedure. For this purpose, he may also appoint an investigation team. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

Based on the result of investigation, further action will be taken by the Ombudsperson. It may include termination of contract with employee or third party, initiating legal action, etc. The Ombudsperson may also take corrective measures like amending processes, implementing better controls, etc. For this purpose the Ombudsperson may take guidance from the Audit Committee.

If the protected disclosure is against the Ombudsperson (other than for the manner in which a protected disclosure was handled) then the Ombudsperson will be excluded from all action taken on such complaint. The protected disclosure in such case will be sent to the Chairman of the Audit Committee.

If the protected disclosure is against the Managing Director, the Ombudsperson will inform the same to the Chairman of the Audit Committee and in accordance with his/her directions investigate the case

In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation or the decision taken, he/she can appeal to the Chairman of the Audit Committee by writing an email to auditcommitteechairman@in.thomascook.com. The Whistle Blower must provide complete details of the protected disclosure made by him / her and the reason for dissatisfaction.

A quarterly report on number of protected disclosures received under this Policy and their outcome shall be provided to the Audit Committee, by the Ombudsperson.

10 Protection

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a protected disclosure under this Policy. TCIL, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour 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. TCIL 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, TCIL will arrange for the Whistle Blower to receive advice about the procedure, etc.

Protected disclosure may be made anonymously or by disclosing the identity. The identity of the Whistle Blower shall be kept confidential always, unless:

- a. The person agrees to be identified.
- b. Identification is necessary to allow the Company or law enforcement officials to investigate or respond effectively.
- c. Identification is required by law.
- d. In cases identified as "frivolous" or "bogus" or "with mala fide intent" and reported to Audit Committee.

Any other Employee assisting in the investigation process or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

11 Secrecy/Confidentiality

The Whistle Blower, the Subject, the Ombudsperson, the Investigation team and everyone involved in the process shall:

- a. Maintain complete confidentiality/ secrecy of the matter.
- b. Not discuss the matter in any informal/social gatherings/ meetings.
- c. Discuss only to the extent or with the persons required for the purpose of completing the investigations.
- d. Not keep the papers unattended anywhere at any time.
- e. Keep the electronic mails/files under password protection.

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

12 Responsibility of the Subject

The employee under investigation:

- a. May or may not be informed of the allegations or investigation being carried out, depending on the sensitivity and seriousness of the protected disclosure.
- b. Has the duty to co-operate with Ombudsperson / Investigation team, during the course of investigation.
- c. Shall not withhold, destroy, delete or tamper evidence, in any form.
- d. Shall not threaten or intimidate the witnesses or interfere in the investigation.
- e. Shall be given an opportunity to respond to material findings contained in the investigation report unless there are compelling reasons not to do so.

13 Amendment

The Audit Committee of TCIL has the right to amend or modify this Policy in whole or in part, at any time.

14 Annexure 1: Scope Clarification

It is advisable to also read the Code of Conduct of the Company, as many of these terms are also explained in it.

1. **Abuse of authority:** The act of using one's position of power in an abusive way. This can take many forms, such as taking advantage of someone, gaining access to information that should not be accessible to the person concerned, or manipulating someone with the ability to punish them if they do not comply.
2. **Breach of contracts:** This includes not abiding with the terms and conditions of contracts entered into with the Company for any work to be undertaken.
3. **Manipulation of Company data / records:** Includes selective reporting or even simply making up false data.
4. **Financial irregularities:** Includes theft or misappropriation of funds, supplies, property, or other resources; misreporting hours worked; fraud or deliberate errors in the preparation, evaluation, review or audit of any financial statement of the Company; forgery or alteration of Company's financial documents (including financial computer files); pursuit of a financial benefit or advantage in violation of the Company's conflict of interest policies; or deficiencies in or noncompliance with the Company's financial controls. It also includes

deliberate misrepresentation, misrecording or misreporting of financial information, transactions or financial performance or results (including, but not limited to, revenue recognition and characterization of revenue expenditure and capital expenditure).

5. **Leakage of Unpublished Price Sensitive Information:** shall include instances of sharing of UPSI with any person whether an employee or outsider for non-legitimate purposes, sharing of UPSI to evade or circumvent the prohibition levied by Code for Prevention of Insider Trading of the Company, sharing of UPSI not in the ordinary course of business, non-securing computer files, records containing UPSI, intentionally breaching the Chinese Wall procedures and processes etc.
6. **Fraud or suspected fraud:** In relation to affairs of a company or anybody corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.
7. **Criminal offence:** Includes any act which leads to a criminal liability under the applicable laws / regulations.
8. **Pilferage of confidential/proprietary information:** Includes the unauthorized use or distribution of confidential/proprietary information of the Company or any of its stakeholders (including suppliers or customers) for purposes that are not for the benefit of the Company or its stakeholders.
9. **Violation of law/regulation:** Includes contravention of laws/regulations that the Company is governed by.
10. **Wastage of TCIL's funds/assets:** Includes the careless or extravagant use of TCIL's funds/assets.
11. **Misappropriation of TCIL's funds/assets:** Includes intentional abuse of the property or funds of the Company for one's own use or other unauthorized purpose.
12. **Sexual harassment:** Includes any one or more of the following unwelcome acts or behaviour (whether directly or by implication) namely:
 - a. physical contact and advance; or
 - b. a demand or request for sexual favours; or
 - c. making sexually coloured remarks; or
 - d. showing pornography or sending unsolicited lewd, vulgar or explicit messages or clips or emails; or
 - e. any other unwelcome physical, verbal or non-verbal conduct of sexual nature.
13. **Bribery and corruption:** The terms bribery and corruption are often used interchangeably. Bribery is a form of corruption and is referred as the offering, giving or receiving of something of value in exchange for an act that is dishonest, illegal, and improper or a breach of trust, designed to influence the recipient in the exercise of his/her duty and to incline him/her to act contrary to the accepted standards of honesty and integrity.
14. **Workplace harassment:** Includes intentional acts of systematic and / or continued unwanted and annoying behaviour at a workplace which is found to be threatening, disturbing, upsetting or offensive by the receiver.
15. **Conflict of interest:** Includes any activity where personal interests, activities or relationships interfere, or appear to interfere with the ability to make decisions in the best interests of the Company.

15 Annexure 2: Frequently Asked Questions

Question	Answer
<p>What is the need of a Hotline?</p>	<ul style="list-style-type: none"> • Hotline is a medium to confidentially, and, either anonymously or on a disclosed basis, report an incident that may involve violation / potential violation of law or the Code of Conduct • It is available 24 hours a day, for all days in a year (including Saturday, Sunday and public holidays) • Protected disclosure can be reported in English and Hindi
<p>How do I know the status of my protected disclosure?</p>	<ul style="list-style-type: none"> • When you report a protected disclosure, you will get a reference number • You can use this number, to check the status of your complaint • Ensure that you use the same reporting channel to check the status of your complaint. For example, where you used a hotline to report the complaint you can check the status of the complaint using the hotline only and not the other reporting channels like web-site or email • The status will normally be updated after 10 working days
<p>Is there any time limit for reporting a case?</p>	<ul style="list-style-type: none"> • There is no time limit for reporting the case. However, you are encouraged to report as soon as possible, after the incident occurs, as delaying the same may result in loss of evidence.
<p>Is there any time limit for resolving the case?</p>	<ul style="list-style-type: none"> • Resolution of a case would depend on several factors like its nature, availability of information, etc. • Thus, the time for resolution of a protected disclosure will vary from case to case
<p>What should I do if someone reports a protected disclosure to me?</p>	<ul style="list-style-type: none"> • If the protected disclosure is anonymous, please report it using any of the reporting channels mentioned in paragraph 7 • Even if the Whistle Blower is known, you can report through the whistle blowing channels mentioned in paragraph 7, without disclosing the name of the Whistle Blower

Question	Answer
<p>Can I use this hotline to report problems with my printer?</p>	<ul style="list-style-type: none"> • This complaint is out of the scope of this Policy as mentioned in paragraph 5 • Illustrations of matters that should not be reported are: <ul style="list-style-type: none"> o Complaints in the nature of non-receipt of salary, attendance not regularized, short salary deduction, application of CLP, etc o Issues related to career progression, transfer or deputation etc o IT assets not working properly (e.g. printers not working) o Questioning the financial or other business decisions taken by the management o Taxation related queries (e.g. excess tax deducted from salary) o Recruitment / job openings (e.g. to know the job openings in the Company) o Inappropriate administration facilities (e.g. malfunctioning tea / coffee machine in cafeteria)
<p>Would I lose my job if I report protected disclosures under this Policy?</p>	<ul style="list-style-type: none"> • The Company endeavors to provide a framework to promote secure and result oriented whistle blowing. It will provide complete protection to employees against any form of victimization. • Anyone who reports a protected disclosure under this Policy will not be at risk of suffering any form of retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance • He/she will not be at the risk of losing his / her 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 Whistle Blower's right to continue to perform his duties/functions

16. Requesting Guidance and Reporting Concerns

As a Thomas Cook employee, you are responsible for reporting actual or suspected violations of the CoC and seeking clarification and guidance on ethics, compliance, and legal issues. All Employees, Directors, members, or other stakeholders associated with the Company may report an actual or suspected ethical violation, or seek guidance, through the following Ethics line reporting channels:

#	Reporting Channel	Contact Details	Availability
1	Phone	<ul style="list-style-type: none"> - India toll-free: 1800-102-6969 - USA toll-free: (+1) 888-436-0393 - Rest of the world (Paid) number: (+91) 9595-146-146 	24x7 for English and Hindi 10:00 am – 7:00 pm IST for Marathi, Gujarati, Telugu, Kannada, and Tamil (Mon-Fri) Off-office hours: Voicemail facility available
2	Web Portal	https://thomascookindia.integritymatters.in	24x7
3	Email	thomascookindia@integritymatters.in	24x7
4	Post	Thomas Cook (India) Limited, C/o Integrity Matters, Unit 1211, CENTRUM, Plot No C-3, S.G. Barve Road, Wagle Estate, Thane West – 400604, Maharashtra, India	24x7

Ethics line is operated by an independent external third-party specialist service provider “Integrity Matters”. Employees who contact Ethics line will be assigned a unique report key that they may use to check on the status of reports and inquiries.

When using the Ethics line you will have a choice to remain anonymous. It is vitally important for you to keep your report number in a safe place so you can follow up on your concern or question. Report number, if lost, cannot be retrieved. We may have follow-up questions about your concern, and you can assist with the investigation by calling or logging back into the web reporting site to provide additional details. We request you to provide as much information as possible. Without all of the facts and complete information, it may be difficult for us to get to the bottom of your concern or question.