

WHISTLEBLOWER POLICY-A Vigil Mechanism

Purpose:

The purpose of this policy are to encourage members of the Board of Directors (“Directors”), officers, and employees of the Tokyo Plast international limited (TPIL) to report unlawful and unethical activity without fear of retaliation and to provide procedures for reporting & investigating such activity.

Statement of Policy:

A Director, officer, or employee who observes, learns of, or in good faith believes it is likely that another TPIL Director, officers, or employee, or a Director or an employee of an TPIL contractor or of a recipient of TPIL funding, has engaged in unlawful and unethical activity, must immediately report the actual or suspected activity to the “Competent Authority” and co-operate fully in the investigation of the report by the Competent Authority or other authorized law enforcement entities. Reported activities will be reviewed and addressed promptly. TPIL will not retaliate against any Director, officer, employee for reporting and /or participating in good faith in the investigation of such activity.

Applicability:

This policy applies to all TPIL Directors, officers, and employees. Members of competent Authority are covered by this policy and included within the term “TPIL” officers and employees”, except as otherwise indicated. Any reference to “Directors” in this policy includes non-Director members of committees of the Board of Directors.

Examples of Unlawful Or Unethical Activities :

It is important that TPIL be apprised of unlawful or unethical activity, or suspicions thereof, including, but not limited to, any of the following conduct:

- Violation of any law, rule, or regulation, or gross mismanagement, gross waste of funds, abuse of authority, or substantial and specific danger to public health and safety;
- Fraud & Theft from TPIL;
- Embezzlement, misappropriation of TPIL funds, or use of TPIL assets for personal gain or benefit;
- Payment by TPIL for services or goods that are not rendered or delivered;
- Providing false information to or withholding material information from congress, the General Accounting Office, TPIL’s Board, TPIL’s Auditors, Or the Competent Authority;
- Improper, questionable, or undocumented financial transactions on behalf of TPIL;
- Violations of the TPIL code of ethics and conduct;
- Improper destruction of TPIL records;
- Facilitating or concealing any of the above or similar activity.

Reporting Requirements and Procedures:

The Protected Disclosure / Complaint should be attached to a letter bearing the identity of the whistle blower / complainant i.e. his/her Name, Location, and should be in a closed / secured / sealed envelope addressed to the Competent Authority which should be Superscribed "Protected Disclosure". (If the envelope is not superscribed and closed / sealed / secured, it will not be possible to provide protection to the whistle blower as specified under this policy).

If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the whistle blower, he/she may send his/her protected disclosure directly to the Audit Committee of the Board of Directors.

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.

On receipt of Protected Disclosure, the Competent Authority shall detach the covering letter and verify / confirm the authenticity of the Whistle Blower. On receipt of confirmation, the protected disclosure may be forwarded to the Competent Authority for investigation.

If the Competent Authority determines that an investigation is not warranted, reason(s) for such determination shall be recorded in writing.

If the Competent Authority is prima facie satisfied that the Protected Disclosure warrants investigation of the alleged improper activity, Competent Authority will investigate the matter.

The decision to conduct an investigation taken by the Competent Authority is by itself not to be construed as an accusation and is to be treated as a neutral fact-finding process.

Subjects will normally be informed of the allegations at the outset of a formal investigation and will be given opportunities for providing their inputs during the investigation.

Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation. Subjects have a right to be informed of the outcome of the investigation.

The investigation shall be completed normally within 45 days of the date of receipt of the protected disclosure or such extended period as the Competent Authority may permit for reasons to be recorded.

Confidentiality

Reports of unlawful or unethical activity, or suspicions thereof, may be submitted on a confidential basis. TPIL will maintain confidentiality to the extent possible. Identity or other information will be disclosed only as reasonably necessary for purpose of this policy or when legally required; however, confidentiality is not guaranteed.

Anonymous Reporting

Report of unlawful or unethical activity or suspicions thereof, may be made anonymously to the Competent Authority. Because the competent Authority, will be unable to interview anonymous whistleblowers, it is important that anonymous whistleblowers provide as much specific detail in the report as possible, including but not limited to names of individuals involved and potential witnesses, to allow for an investigation of the report.

Acting in Good Faith

Anyone reporting unlawful or unethical activity, or suspicions thereof, must be acting in good faith and have reasonable grounds for believing the information disclosed indicates unlawful or unethical activity. Reports made under this policy shall be deemed in good faith if the person reporting has reasonable grounds to believe or suspect that the unlawful and unethical activity occurred, even if that belief or suspicions prove to be unfounded. Any allegations by TPIL Directors, officers, or employees that prove to be unfounded and which prove to have been made maliciously or knowingly to be false will be subject to appropriate disciplinary action, up to and including removal from the Board or termination of employment.

Records and Report

The Competent Authority shall retain for a period of at least five (5) years all records relating to any reports or unlawful or unethical activity reported in accordance with this policy.

Interpretation

If you have any questions about this policy or its application, please promptly seek advice from the Competent Authority.

NOTE :

“Competent Authority” means those persons authorized, appointed, consulted or approached by the Chairman as Competent Authority in connection with conducting investigation into a protected disclosure.

“Audit Committee” will review the functioning of the Whistle Blower mechanism and Chairman of the Committee has a director access in exceptional cases.

“Subject” means an employee - officer / workmen against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

Competent Authority

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