

## *GUIDELINES AND PROCESSES*

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<u><b>TITLE</b></u>	<u>Document Identifier</u> 06A
<b>Whistle Blower’s Policy – Vendors</b>	<u>Effective</u> 17-Feb-2015
<u>Accessibility – Email/ Online</u>	<u>Revision</u> – 01 / 13-Jan-16

### **1. Preface**

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

Towards this end, the Company has adopted the Tata Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company and their employees.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees and vendors in pointing out such violations of the Code cannot be undermined. There is a provision under the Code requiring employees and vendors/suppliers and others to report violations, which states:

***“Raising Concerns”***

“We encourage our employees, customers, suppliers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of our code, policies or law. We also encourage reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles.”

In compliance with the Tata Code of Conduct and in furtherance of the Company’s policy to encourage and protect genuine Whistle Blowing by Vendors, a Vendors Whistle Blowing Protection Policy has been developed.

### **2. Definitions**

- a. “Vendor Whistle Blower” means a person/organization registered in Vendor Data Base of the Company, making a Protected Disclosure and thereafter extending whatever assistance required in establishing the facts mentioned in the Disclosure.
- b. “Protected Disclosure” means any communication in relation to matters concerning the Company, which is made in good faith that discloses information that may evidence demand for illegal gratification and/or unethical or improper activity of serious nature by any other person or vendor.

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### **3. Procedure**

Protected Disclosures should preferably be reported in writing i.e. in ink or electronically and should be factual (not speculative) so as to ensure a clear understanding of the issues raised by the Whistle Blower and addressed to the Chief Ethics Counsellor.

Misconducts, those concerning the Chief Ethics Counsellor of the company should be addressed to the Chief Ethics Officer, TATA Sons.

The contact details of the Chief Ethics Counsellor of the Company are as under:

Mr. Gurjot Singh Malhi, Chief Ethics Counsellor, TATA SIA Airlines Limited (Vistara)

E-mail: [ethics@airvistara.com](mailto:ethics@airvistara.com)

### **4. Protection and non-retaliation towards the Vendor Whistle Blower**

The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair practice being adopted against the Whistle Blowers while conducting business with the Company.

The Whistle Blower shall be protected from any direct or indirect use of authority to obstruct the Whistle Blower to continue to execute their jobs including making further Protected Disclosure.

Procurement Head / Procurement Manager and the Chief/ Head of the concerned user division shall ensure that the Vendor is provided all assistance required to execute the existing orders.

Under no circumstances, subjects against whom the disclosures have been made should compel investigator to disclose the identity of the Whistle Blower.

In case a Vendor Whistle Blower feels that they have been victimized because of reporting about an unethical act then they can submit a 'Grievance' to the Chief Ethics Counsellor, giving specific details of nature of victimization allegedly suffered by them. All such grievances will be forwarded to the Management Committee for their examination.

The Committee may conduct necessary investigation of the concern and recommend appropriate action as the case may be.

### **5. Disqualifications**

Any abuse of this protection by vendors will warrant disciplinary action.

### **6. Decision**

If an investigation leads the Chief Ethics Counsellor to conclude that an improper or unethical act has been committed, the Chief Ethics Counsellor shall recommend to the management of the Company to take such disciplinary or corrective action as they deem fit. It is clarified that

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any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable conduct and disciplinary procedures.

### **7. Reporting**

The Chief Ethics Counsellor shall submit a report on a quarterly basis to the Management Committee regarding total number of disclosures received in previous quarter, nature of complaint, outcome of investigation, actions recommended by the Chief Ethics Counsellor and implementation of the same.

### **8. Retention of documents**

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 seven years.

### **9. Amendment**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

### **10. Notification of this Policy**

Procurement Head / Procurement Manager shall ensure that the approved copy of this policy and its subsequent amendments if any are notified to all the Vendors engaged in business with the using financial loss to the Company