



TM INTERNATIONAL LOGISTICS LIMITED

Internal Communication Form

Date: 1st July, 2019

Subject: Whistle Blower Policy for Vendors

This is in continuation to our earlier circular dated 29th June 2018 in connection with Whistle Blower Policy for Vendors.

Please note that the contact details of the Chairman of Audit Committee has been updated and Vendor Whistle Blower Protection Committee has been re-constituted as per Annexure attached.

A handwritten signature in black ink, appearing to read 'Ashish'.

Ashish Kumar Gupta
Managing Director

Encl: a/a.

WHISTLE BLOWER POLICY FOR VENDORS

In compliance with Clause 25 of Tata Code of Conduct and in furtherance with TMILL's ("Company") policy to encourage and protect genuine Whistleblowing by Vendors, a Vendors' Whistleblowing Protection Policy ("Policy") has been developed.

Definitions:

"Protected Disclosure" means any communication in relation to matters concerning the Company, which is made in good faith and which discloses information that may evidence demand for illegal gratification and/or unethical or improper activity of serious nature, by any Employee, Director or vendor.

"Vendor Whistle blower" means a person/organization registered in the Vendor data base of the Company, making a Protected Disclosure and thereafter extending whatever assistance may be required in establishing facts mentioned in the Protected Disclosure.

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.
- Misconduct concerning the Chief Ethics Counsellor and employees at the levels of M-2 and above, should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees, should be addressed to the Chief Ethics Counsellor of the Company.
- The Whistle blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistle blowers.
- The contact details of the Chairman of the Audit Committee and of the Chief Ethics Counsellor of the Company are as under:

Chairman of the Audit Committee:

Mr. Virendra Sinha, Tata Centre, 14th Floor, 43, J. L. Nehru Road, Kolkata – 700071.
Email: sinha.viren@gmail.com

Ethics Counsellor:

Ms. Jyoti Purohit, Tata Centre 14th Floor, 43, J. L. Nehru Road, Kolkata 700071.
Email: jpurohit@tmilltd.com

Protection to 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 Vendor Whistle blowers while conducting business with the Company.
- The Vendor Whistle bower shall be protected from any retaliation, threat or intimidation of untimely termination/suspension of their contracts/orders, refusal from issuance of 'RFQ (Request For Quotation)' to them, or any direct or indirect use of authority to obstruct the Vendor Whistle bower from continuing to execute their jobs, including making further Protected Disclosures.
- Should, in spite of best efforts by the Company, the identity of the Vendor Whistle bower become known during the investigation, the General Manager (Operations), shall ensure that the Vendor Whistle bower, is provided with all the assistance required to execute existing orders.
- Under no circumstances, subjects against whom the disclosures have been made should compel investigator to disclose the identity of the Vendor Whistle bower.

Disqualifications:

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

Vendor Whistle Blower Protection Committee:

The Company has constituted the Vendor Whistle Blower Protection Committee ("the Committee"). In case a Vendor Whistle bower feels that they have been victimized because of reporting about an unethical act, they can submit a "Grievance" to the Ethics Counsellor, giving specific details of the nature of victimization allegedly suffered by them. All such grievances will be forwarded to the Committee for their examination. The Committee may conduct necessary investigation of the concern and recommend appropriate action as the case may be.

Mr. Ashish Kumar Gupta, MD - Chairman
Mr. D.K. Nanda, Chief - Commercial & Shared Services- Member
Mr. Jyoti Purohit, Ethics Counsellor - Convener

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.

Notification to this Policy:

Chief - Commercial & Shared Services shall ensure that an approved copy of this Policy and its subsequent amendments if any, are notified in writing/ via email, to all the vendors engaged by the Company.



Ashish Kumar Gupta
Managing Director