

Vigil Mechanism / Whistle Blower Policy

Of

Air India SATS Airport Services Private Limited (AISATS)

1. PREAMBLE

1.1 As per the provision of Section 177 of Companies Act, 2013 read with Rule 7 of the Companies, (Meetings of Board and its Powers) Rules, 2014, every company having borrowed money from banks in excess of Rs. 50 Crores shall establish a vigil mechanism for their directors and employees to report their genuine concern and grievances in such manner as may be prescribed.

1.2 The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

1.3 Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Designated Director/ chairperson of the Grievances Redressal Committee in appropriate or Exceptional cases.

2. POLICY

2.1 In compliance of the above requirements, AISATS has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism. Any future amendments to the said Act / rules will necessitate amendment of this policy to be in *tandem* with the prevailing statute



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3. POLICY OBJECTIVES

3.1 The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy.

3.2 The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

3.3. The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Designated Director (appointed by Board of Directors)/ chairperson of the Grievances Redressal Committee in exceptional cases.

3.4 This 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.

4. DEFINITIONS

4.1 “Alleged wrongful conduct” shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.

4.2 “Board” means the Board of Directors of the Company.

4.3 “Company” means the Air India SATS Airport Services Pvt Ltd.

4.4. “Employee” means every employee of the Company (whether Indian or foreign nationality)

4.5 “Designated Director/officer”; A Director of the Company appointed by Board of Directors’ of the Company as per companies Act.

4.6 “Protected Disclosure” means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.



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

4.8 “Grievances Redressal Committee” is a person or Committee of persons, nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before Designated Director for its disposal and informing the Whistle Blower the result thereof.

4.9 “Whistle Blower” is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. SCOPE OF THE POLICY

The following activities, events may be brought to the notice of the designated Director/ chairperson of the Grievances Redressal Committee:

- a) Breach of the Company’s Code of Conduct
- b) Breach of Business Integrity and Ethics
- c) Breach of terms and conditions of employment and rules thereof
- d) Intentional Financial irregularities, including fraud, or suspected fraud
- e) Deliberate violation of laws/regulations
- f) Pilferation of confidential/propriety information
- g) Manipulation of company data/records
- h) Gross or wilful negligence causing substantial and specific danger to health, safety and environment
- i) Gross Wastage/misappropriation of Company funds/assets.
- j) Abuse of the power or the authority given.



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k) Any activity, malpractice or wrongdoing which may be harmful for the persons working in or for the Company or for the Company's image

The Policy does not cover the followings:-

- a) Frivolous and bogus complaints
- b) Business and financial decisions taken by the Company that do not involve wrong doing or illegality
- c) Any matter already addressed pursuant to disciplinary or other procedures of the Company
- d) Career or employment related
- e) Other personal grievances.

6. ELIGIBILITY

6.1 All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

7. PROCEDURE

7.1 All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

7.2 The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as "**Protected disclosure under the Whistle Blower policy**". If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

7.3 All Protected Disclosures should be addressed to the chairperson of the Grievances Redressal Committee of the Company or to the Designated Director in exceptional cases. The contact details are as under:-

Name of the Committee:

Type of Disclosure:

Address:

7.4 In order to protect the identity of the complainant, the Designated Director/ chairperson of the Grievances Redressal Committee will not issue any acknowledgement to the complainants



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and the complainants are advised neither to write the name / address of the complainants on the envelope nor to enter into any further correspondence with the Designated Officer/Chairperson of the Grievances Redressal Committee. The Designated Director/ chairperson of the Grievances Redressal Committee assures that in case any further clarification is required he will get in touch with the complainant.

7.5 Anonymous / Pseudonymous disclosure shall not be entertained by the designated Director/ chairperson of the Grievances Redressal Committee.

7.6 On receipt of the protected disclosure the Designated Director/ chairperson of the Grievances Redressal Committee shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

7.7 The designated Director/ chairperson of the Grievances Redressal Committee, if deems fit may call for further information or particulars from complainant.

8. INVESTIGATION

8.1 All Protected Disclosures under this policy will be recorded and thoroughly investigated.

8.2 The chairperson of the Grievances Redressal Committee will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Designated Director of the Company.

8.3 The Designated Director , if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.

8.4 The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

8.5 The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Designated Director deems fit.

8.6 Any member of the designated Director/ chairperson of the Grievances Redressal Committee having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.



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9. PROTECTION

9.1 No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, 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. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.

9.2 A Whistleblower may report any violation of the above clause to the designated Director/ chairperson of the Grievances Redressal Committee, who shall investigate into the same and recommend suitable action to the management.

9.3 The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the designated Director/ chairperson of the Grievances Redressal Committee (e.g. during investigations carried out by Investigators).

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

10. INVESTIGATORS

10.1 Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from Grievances Redressal Committee or Designated Officer when acting within the course and scope of their investigation.

10.2 Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

10.3 Investigations will be launched only after a preliminary review which establishes that:

i. the alleged act constitutes an improper or unethical activity or conduct, and



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ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

11. DECISION AND REPORTING

11.1. If an investigation leads to a conclusion that an improper or unethical act has been committed, the Designated Director shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

11.2 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 personnel or staff conduct and disciplinary procedures.

11.3 A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Designated Director and the Board.

11.4 A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the chairperson of the Grievances Redressal Committee or Designated Director shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

12. CONFIDENTIALITY

12.1 The complainant, chairperson of the Grievances Redressal Committee, Designated Director, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

13. DISQUALIFICATIONS

13.1 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

13.2 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 with a mala fide intention.



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13.3 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

14. ACCESS TO DESIGNATED DIRECTOR

14.1 The Whistle Blower shall have right to access Designated Director directly in exceptional cases and the Board of Directors' are authorized to prescribe suitable directions in this regard.

15. COMMUNICATION

15.1 Directors and Employees shall be informed of the Policy by publishing on the notice board. .

15.2 As per Section 177 of the Companies Act, 2013, the details of this mechanism shall be disclosed by the Company on www.aisats.in i.e. its website and in the Board' report.

16. RETENTION OF DOCUMENTS

16.1 All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

17. AMENDMENT

17.1 The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.



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