

WHISTLE BLOWER POLICY FOR VENDORS

1. Preface

In compliance with Tata Code of Conduct (TCoC) adopted by the Company and in furtherance with the Company's policy to encourage and protect genuine Whistleblowing by Vendors, a "Whistle Blower Protection Policy for Vendors" ("Policy") has been formulated.

2. Definitions

The definitions of some of the key terms used in this Policy are given below. Capitalised terms not defined herein shall have the meaning assigned to them under the Code.

"Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.

"Company" means TRL Krosaki Refractories Limited.

"Committee" means the Whistle Blower Protection Committee constituted by the Company from time to time.

"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.

"Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

"Vendor Whistleblower" 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.

"TCoC" means the Tata Code of Conduct which is adopted by the Company from time to time.

3. Eligibility

All Vendors registered in the Vendors data base of the Company, all Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy.

4. Disqualifications

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

5. 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 Ethics Counsellor and employees at the levels of Vice President and above, should be addressed to the Chairperson of the Audit Committee of the Company and those concerning other employees, should be addressed to the Ethics Counsellor of the Company.

The Whistleblower 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 Whistleblowers.

The contact details of the Chairperson of the Audit Committee and of the Ethics Counsellor of the Company are as under :

Chairperson of the Audit Committee :

Mr. V. S. N. Murty,

Tata Steel, Tata Centre,

1st Floor, 43, J.L.Nehru Road,

Kolkata - 700 071, India.

Phone No. : 033-22882684, email : vsnmurty@tatasteel.com

Ethics Counsellor :

Mr. C. S. Panigrahi,

TRL Krosaki Refractories Limited,

Belpahar, Odisha-768218, India.

Phone no.: 06645-258222, Email id : ec@trlkrosaki.com

6. Protection to the Vendor Whistleblower:

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

The Vendor Whistleblower 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 Whistleblower 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 Whistleblower become known during the investigation, the Head of Procurement and the Head of the concerned user departments, shall ensure that the Vendor Whistleblower, 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 Whistleblower.

7. Whistle Blower Protection Committee

The Company shall constitute a Vendor Whistle Blower Protection Committee ("the Committee"). In case a Vendor Whistleblower 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.

8. 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.

9. Notification to this Policy

Head of Procurement 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.

This supersedes our earlier Whistleblower Protection Policy for Vendors.

Date: 01.02.2016

**(P B Panda)
Managing Director**