



Supplier Code of Conduct

Contents

A. Purpose	4
B. Scope	4
C. Principles of Supplier Code	5
1. Principle 1 - Governance and Management Practices	5
1.1. Compliance with laws and regulations.....	5
1.2. Supplier responsibility and accountability	5
2. Principle 2 - Business Ethics	6
2.1. Integrity and transparency.....	6
2.2. Anti-bribery and anti-corruption.....	6
2.3. Anti-money laundering	6
2.4. Competition and anti-trust.....	6
2.5. Gifts and hospitality	7
2.6. Conflict of interest.....	7
2.7. Insider trading	7
2.8. Sanctions and trade controls.....	8
2.9. Information security and data privacy	8
2.10. Intellectual property and company assets	8
2.11. Publicity and brand name usage	8
3. Principle 3 - Labour Practices and Human Rights	9
3.1. Non-discrimination.....	9
3.2. Anti-harassment and respectful workplace	9
3.3. Child and forced labour	9
3.4. Wages and benefits.....	9
3.5. Working hours.....	10
3.6. Freedom of association and collective bargaining	10
4. Principle 4 - Environment, Health, and Safety	10
4.1. Environmental management.....	10
4.2. Hazardous material management.....	10
4.3. Health and safety management.....	10
4.4. Emergency preparedness and response	11
D. Raising a concerns	11
ANNEXURE I - IHCL Gifts & Hospitality Policy.....	12

Disclaimer

- i. While this Supplier Code of Conduct (“Supplier Code”) aims to be comprehensive, it is not exhaustive of all the situations suppliers may encounter. Suppliers are required to exercise sound judgement and to seek guidance from the Company contact person regarding any clarification or concern.
- ii. This Supplier Code is to be read in conjunction with purchase order or agreement, or contract signed by the Supplier, or any formal communication issued by the Company.
- iii. Company reserves the right to amend or modify this Supplier Code with purpose to align with regulatory requirements or address critical areas with or without prior notice to the Suppliers.

A. Purpose

1. Tata Group has been values-driven organization since its inception. The five core values in the Tata Code of Conduct (collectively “**the Core Values**”) underpins the way we conduct our business activities:

❖ **INTEGRITY**

We will be fair, honest, transparent, and ethical in our conduct; everything we do must stand the test of public scrutiny.

❖ **UNITY**

We will invest in our people and partners, enable continuous learning, and build caring and collaborative relationships based on trust and mutual respect.

❖ **RESPONSIBILITY**

We will integrate environmental and social principles in our businesses, ensuring that what comes from the people goes back to the people many times over.

❖ **PIONEERING**

We will be bold and agile, courageously taking on challenges, using deep customer insight to develop innovative solutions.

❖ **EXCELLENCE**

We will be passionate about achieving the highest standards of quality, always promoting meritocracy.

2. The Indian Hotels Company Limited (“**Company**”), having adopted the Tata Code of Conduct (“**TCOC**”) is committed to the Core Values. Company believes that the Suppliers are an integral part of its ecosystem and expects them to uphold the Core Values in their business transactions with the Company.
3. This **Supplier Code of Conduct** (“**Supplier Code**”) outlines Company’s expectations from Supplier for upholding the Core Values and the key principles elucidated in this Supplier Code under four principles of governance and management practices; business ethics; labour practices and human rights; and environment, health, and safety.
4. Suppliers are expected to adopt similar principles in dealing with their suppliers.

B. Scope

1. This Supplier Code applies to the entities providing product or services to the Company, including but not limited to vendors, contractors, subcontractors, consultants, agents, value-chain partners, service providers, distributors, sales representatives, channel partners, intermediaries, and business partners (referred individually as “**Supplier**” and collectively “**Suppliers**”).

C. Principles of Supplier Code

1. Principle 1 - Governance and Management Practices

1.1. Compliance with laws and regulations

- 1.1.1. The Supplier should always maintain highest standards of ethical conduct and is expected to comply with the laws and regulations related to the conduct of its business.
- 1.1.2. In case the standards mentioned in the Supplier Code differ from the legal requirements, the stricter of the standards prescribed in the Supplier Code or the legal requirements shall apply.

1.2. Supplier responsibility and accountability

- 1.2.1. The Supplier is expected to have a written policy covering key areas like human rights, occupational health, and safety, labour rights, environmental protection and anti-corruption and others.
- 1.2.2. The Supplier should take an integrated approach to identify and assess risks, opportunities, and its impact, covering operations, supply chain, human rights; occupational health and safety; labour rights; environmental protection and anti-corruption issues.
- 1.2.3. Supplier should manage the risks adequately, like implementing business continuity plans, including plans in the event of disruptions.
- 1.2.4. Supplier must self-monitor and demonstrate their compliance with the Supplier Code. Supplier shall actively audit and manage their day-to-day management and share reports with the Company upon request.
- 1.2.5. Company retains its right to audit its Suppliers to confirm compliance. The Supplier shall extend all necessary support and cooperation to the Company for such an audit.
- 1.2.6. While Company will work with Supplier to improve compliance, failure to comply with the Supplier Code may result in appropriate action including but not limited to suspension or termination of the relationship with the Supplier.

2. Principle 2 - Business Ethics

2.1. Integrity and transparency

- 2.1.1. The Supplier must uphold integrity and transparency while doing business with the Company.
- 2.1.2. All products and services delivered must meet the timelines, quality, terms agreed and comply with applicable local and multijurisdictional laws and regulations concerning importing, exporting, re-exporting or transfer of products and services.
- 2.1.3. Supplier shall accurately record and maintain information regarding its operations, labour, health, and safety in relation to the Company's business transaction and shall disclose such information to the Company or entities as and when reasonably requested by the Company.

2.2. Anti-bribery and anti-corruption

- 2.2.1. While dealing with the Company, the Supplier must not engage in any form of bribery or corruption, including offering, promising, giving, or receiving anything of value to obtain or retain business or gain an unfair advantage. Supplier must comply with the applicable local or international anti-corruption laws and regulations.
- 2.2.2. Supplier should establish systems and processes to monitor and report on their compliance with applicable anti-bribery and corruption regulations, and promptly address any non-compliance as required under applicable laws. Supplier should conduct due diligence on their suppliers to ensure that they comply with anti-bribery and anti-corruption regulations.

2.3. Anti-money laundering

- 2.3.1. Supplier should not engage in any activities that facilitate money laundering or engaging in transactions with entities known to be involved in money laundering.

2.4. Competition and anti-trust

- 2.4.1. Supplier must comply with applicable anti-trust laws and regulations in the countries in which they operate. This includes laws related to price-fixing, market allocation, and anti-competitive behavior.
- 2.4.2. Supplier must compete fairly and honestly in the market. They should not engage in any activities that could be considered anti-competitive, such as predatory pricing or bid rigging or cartelization.

2.5. Gifts and hospitality

- 2.5.1. Supplier must not offer or give gifts, hospitality, or other favors to employees or anyone related to the Company that could influence or appear to influence business decisions or create a conflict of interest.
- 2.5.2. Any gift and hospitality offered on festive and special occasions to employee(s) of the Company must adhere to Gift and Hospitality Policy of the Company.
- 2.5.3. Never offer, directly or indirectly, any form of gift, entertainment, or anything of value to anyone on behalf of Company including government officials, customers, or their representatives to obtain or retain business; influence business decisions; and/or secure an unfair advantage.
- 2.5.4. Refer to Annexure II for IHCL's detailed Gift & Hospitality Policy.

2.6. Conflict of interest

- 2.6.1. Company expects that transactions with Supplier should be objective, fair and avoid even an appearance of a conflict of interest.
- 2.6.2. A conflict of interest exists when personal or financial relationships or activities that impair, or even appear to impair the ability to make objective and fair decisions. This includes but not limited to Supplier's (Key Management Personnel's) immediate family (including parents, siblings, spouse, partner, and children), relatives or a close personal relationship employed with the Company. The Supplier is therefore required to give full disclosure of its personal or financial relationship with any employee of the Company leading to an actual or potential conflict.
- 2.6.3. Supplier must avoid engaging in any activity that would create an actual or apparent conflict of interest regarding their business transaction with the Company. In the event an actual or potential conflict of interest does arise, Supplier must immediately report it to the Company.

2.7. Insider trading

- 2.7.1. Supplier and their personnel must not use any confidential information or non-publicly disclosed information, or unpublished price sensitive information obtained during their business relationship with the Company as the basis for trading or for enabling others to trade in the stock or securities of the Company. Such information shall include but not be limited to information about the Company.

2.8. Sanctions and trade controls

- 2.8.1. Supplier must comply with applicable sanctions and trade restrictions imposed by the governments in the countries in which they operate. This would include and relate to restrictions on trade with embargoed countries, entities, or individuals, as well as restrictions on the use or transfer of certain technologies or products.

2.9. Information security and data privacy

- 2.9.1. Supplier must comply with applicable laws and regulations relating to information security and data privacy and ensure that their suppliers also comply with this Code. Supplier must

- 2.9.1.1. only collect, process, and use data for the purposes specified in their contract with the Company and comply with applicable law for data collection and processing.
- 2.9.1.2. take adequate measures to protect any data that they may have access to, including customer data, financial data, and intellectual property.
- 2.9.1.3. implement appropriate access controls to prevent unauthorized access to data and systems.
- 2.9.1.4. have a plan in place to respond to data breaches or other security incidents and must notify the Company promptly in the event of such an incident within 24 hours of having knowledge of the breach and provide all the necessary information and assistance to investigate and mitigate the breach.
- 2.9.1.5. adhere to the Company data retention and destruction policies. They must not retain data longer than necessary for the purposes specified in their contract and as per applicable law and must securely dispose of the data when it is no longer needed.

2.10. Intellectual property and company assets

- 2.10.1. Supplier should not use any intellectual property including trademarks, logos, and other Company's assets physical or intangible without obtaining proper licenses or permissions from the Company.
- 2.10.2. Supplier is expected to take reasonable measures to protect the Company's physical and intangible assets like confidential and proprietary information, including trade secrets and other intellectual property.

2.11. Publicity and brand name usage

- 2.11.1. Supplier shall not issue any publicity relating to the business relationship with the Company including any statements to the press or any media service regarding the Company or its affiliates, or its operations and/or business and/or activities without explicit permission from the Company.

3. Principle 3 - Labour Practices and Human Rights

3.1. Non-discrimination

3.1.1. Supplier shall not discriminate against any worker based on age, disability, ethnicity, gender, marital status, national origin, political affiliation, race, religion, sexual orientation, gender identity, union membership, or any other status protected by applicable national or local law, in hiring and other employment practices.

3.2. Anti-harassment and respectful workplace

3.2.1. Supplier shall always uphold the dignity of its employees and work towards establishing and reinforcing a respectful work culture.

3.2.2. Supplier shall ensure that there is no harsh or inhumane treatment, violence, sexual harassment or abuse, corporal punishment, mental or physical coercion, bullying, verbal abuse, or any form of threat is subjected to the workers.

3.3. Child and forced labour

3.3.1. Supplier shall not employ, engage, or otherwise use any form of child labour in their workplace. Company encourages Suppliers to participate in industry efforts aimed at the elimination of such practices wherever they exist in their supply chain.

3.3.2. Supplier shall not engage in any instance of forced, bonded or compulsory labor and/or slavery or trafficking of people at their workplace. All employment with Supplier shall be voluntary and employees shall be free to leave their employment in compliance with applicable laws. Workers will not be required to surrender any government-issued identification, passports or work permits as a condition of employment.

3.4. Wages and benefits

3.4.1. Supplier shall comply with applicable wage laws and regulations including but not limited to minimum wages, duration of payment, overtime hours, equal remuneration and other elements of compensation. All legally mandated benefits like leaves, social security, insurance, healthcare etc. shall be provided by the Supplier to its employees. Deductions, if any, from wages shall be made in strict compliance with the applicable laws.

3.5. Working hours

- 3.5.1. Supplier should comply with applicable laws, regulations and industry standards related to working hours including maximum daily and weekly work hours, overtime, and rest breaks.

3.6. Freedom of association and collective bargaining

- 3.6.1. Supplier should recognize and respect the right of their workers to associate with others, form, and join organizations of their choice, and bargain collectively, without interference, discrimination, retaliation, or harassment.

4. Principle 4 - Environment, Health, and Safety

4.1. Environmental management

- 4.1.1. Supplier must comply with applicable environmental laws and regulations.
- 4.1.2. Supplier is encouraged to develop and implement practices that reduce negative environmental impacts and have processes in place to optimize the use of natural resources, reduce the release of harmful emissions in the environment and produce environmentally compatible products and services.
- 4.1.3. Supplier shall strive for environmental sustainability, particularly regarding the reduction of greenhouse gas emissions, water use, energy consumption, minimum/no use of toxic substances, and minimum and environmentally compatible and recyclable packaging.

4.2. Hazardous material management

- 4.2.1. Supplier must identify, label, and responsibly manage hazardous materials, such as chemicals and other hazardous substances, in accordance with applicable laws and regulations, and ensure that their handling and disposal do not harm the environment or public health. Any material safety information for hazardous or toxic substances should be written in the primary language of the workers. The workers who encounter such materials shall be trained to handle the hazardous substances.

4.3. Health and safety management

- 4.3.1. Supplier must provide a safe and healthy workplace for their employees, comply with applicable health and safety laws and regulations, and adopt measures to prevent accidents, injuries, and illnesses.
- 4.3.2. Supplier shall take adequate steps to minimize the causes of hazards inherent in the working environment and provide adequate training to all its employees, workers, and contractors on health and safety matters.

4.4. Emergency preparedness and response

- 4.4.1. Supplier must develop and implement emergency preparedness and response plans to address potential accidents, natural disasters, and other emergencies that could impact the environment, health, and safety of their employees, communities, and other stakeholders.

D. Raising a concern

The Indian Hotels Company Limited encourages its Suppliers to raise concerns or make disclosures when they become aware of any actual or potential violation of Tata Code of Conduct, Company's policies (including Supplier Code of Conduct), or applicable laws and such concerns or disclosures may be submitted through the below listed channels provided in its Whistleblower Policy.

Call: Ethicsline India (Toll-free) Number at: [1800-102-6969](tel:1800-102-6969)

9:00 am – 10:00 pm IST Monday to Saturday

Email All Countries: ihcl@integritymatters.in
Availability 24x7

Web Portal all countries: <https://ihcl.integritymatters.in>
Availability 24x7
Access Code: IHCL

Post Box All Countries: IHCL, C/o Integrity Matters,
Unit 1211, CENTRUM, Plot No C-3, S.G.
Barve Road, Wagle Estate,
Thane West – 400604, Maharashtra, India
Availability 24x7

It is incumbent on the supplier to adopt similar practices within its organization and encourage its employees, customers, suppliers, and other stakeholders to report wrongdoings, unethical behaviour, and any suspected violations of the Supplier Code of Conduct and applicable laws.

ANNEXURE I - IHCL Gifts and Hospitality Policy

Definitions:

Gifts

The term “gift” would include any gratuitous non-monetary benefit that can be used or consumed. IHCL recognises that exchange of gifts with people having business dealings is not unusual as part of normal social exchange. Therefore, the need is recognised for a stated policy setting caps on the value of such gifts and for defining circumstances under which the gifts could be given, accepted and retained. The cardinal principle would be that gifts should not be given or received either to obtain favours/ preferential treatment or in return for favours/ preferential treatment.

Hospitality

The term “hospitality” would include any form of travel, hotel, food, drinks, entertainment or any events (participating or watching) such as sporting events, theatrical events, awards or ceremonies. IHCL acknowledges that hosting business associates at our premises to promote our business interests and reciprocal visits to our business associates are an important aspect of our business relationships. However, in addition to the guidance on appropriateness of gift and hospitality given and received, one should also consider the guidelines as provided in this policy in the case of trips for promotional activities.

Business Associates

The term business associates include and is not limited to business partners, vendors, dealers, contractors, consultant and customers, etc.

Applicability

The policy will apply to all employees on rolls as well as contractual workforce at IHCL as well as its subsidiaries, joint ventures, associate companies and managed hotels.

Violation of the policy

Not abiding with this policy would constitute violation of the Tata Code of Conduct (TCoc).

Details of the Policy

GIFTS

A. Principles for acceptance of gifts/benefits:

A gift or benefit may be accepted only if it does not influence, or have the potential to influence independence of the employee in such a way as to compromise or appear to compromise integrity and impartiality or to create a conflict of interest or perception of conflict of interest.

B. Principles for non-acceptance of gifts/benefits:

The gift or benefit may not be accepted or given if any of the following principles apply:

- It is intended—or is likely—to cause the recipient or donor to act in a partial manner in the course of their duties; or
- The donor would apprehend that the recipient may be under obligation to the donor; or
- It is not offered openly; or
- It is an offer of money or anything readily convertible to money—for example, shares.
- Any form of facilitation payment / bribe.

Gifts that are never appropriate and should never be accepted:

- Monetary Benefit of any value under any circumstances
- Gifts of cash, gold or any precious metals, gems or stones
- Gifts given outside the workplace or venue of the business event
- Gifts given in the form of service or other non-cash benefit (e.g. a promise of employment)

C. Circumstances / purpose of gift:

Gifts could be either solicited or unsolicited. IHCL, regardless of the circumstances, does not permit the soliciting of gifts. This policy defines the circumstances under which unsolicited gifts received either in India or abroad can be accepted and retained.

The circumstances under which gifts might be received fall into various categories:

1. Gifts received on festive occasions.
2. Gifts received on personal celebrations.
3. Honorariums/ mementos received in recognition of a professional contribution made by the recipient.

D. Type of Gifts:

An illustrative list of type of gifts that might be received is provided below:

- Articles of an edible nature for festive occasions
- Articles of use in an office such as table clocks, stationery, desk accessories etc.
- Gift vouchers / Gift cheques
- Artefacts

E. HOSPITALITY:

Business hospitality (e.g., meals, tickets to a theatre or a sporting event, accommodation) may be provided to strengthen working relationships among business associates. However, hospitality only applies to situations where the host is present. Tickets to sporting or cultural events and not attended by the host are essentially “gifts” and not “hospitality” and hence should be dealt in accordance with the gift guidelines specified above. As a general rule, invitations relating to entertainment or hospitality should be directed to the relevant organization and not to an individual(s). Listed below are the guidelines for trips for promotional activities.

F. What is permitted:

- Infrequent, rational and appropriate in the context of the business occasions
- Related to a legitimate business purpose e.g. accompanying a customer, business partner or supplier to a business meal, attending business conferences; providing reasonable and proportionate meals and entertainment to representatives of business partners.
- Occasional and reasonable meetings over lunch or dinner.
- Reasonable hospitality for legitimate business purpose, stakeholder engagements and/or on humanitarian grounds.
- Accommodation provided in places without any IHCL hotel.
- Travel or hospitality extended as part of agreed contracts with any third party pursuant to legitimate business purpose including site visits, training.

G. Deviation of policy under exceptional circumstances:

Any deviation from this policy must be supported by appropriate rationale and must be duly approved by respective Ethics Counsellor. In any case, in dealing with such deviations, the spirit of the TCoC should in no case be compromised.

H. Violation of the policy:

Employees are expected to report all violations to the Chief Ethics Counsellor/ Locational Ethics Counsellors. Failure to report a violation would constitute withholding of information and would in turn be a violation of Clause No.25 of the Tata Code Conduct (TCoC).

If it is determined that an employee / associate has violated this policy, appropriate action including termination of the employee's/ associate's employment or association with IHCL may be decided upon.

In case of any clarification / interpretation of this policy the employee should contact the office of the Chief Ethics Counsellor.