

VODAFONE IDEA LIMITED

SPEAK UP POLICY

1. Philosophy & Objectives:

Our Code of Conduct sets out our business principles and requires all persons working for and with Vodafone Idea Ltd., to uphold these values by acting in a responsible, ethical & lawful manner. It is each individual's responsibility to report any behavior at work which may be a breach of our Code of Conduct or which seems illegal or unethical. The Speak Up mechanism acts as a dynamic source of information which will help in realigning various processes and to take corrective actions as part of good governance practice.

1.1 The purpose of this policy is to:

- 1.1.1 Provide a platform & mechanism to voice genuine concerns or grievances about unprofessional conduct not limited to abuse of systems, conflict of interest, bribery, fraud, breach of data privacy, danger to health & safety, violation of process / policy, price fixing, etc., without fear of reprisal.
- 1.1.2 Provide an environment that promotes responsible and protected whistle blowing. It reminds Employees about their duty to report any suspected violation of any law or unethical behavior that applies to the company and any suspected violation of the Company's stated values or the Code of Conduct.

2. Governance & Compliance

2.1 Chief Human Resource Officer (CHRO) is responsible for implementation of this policy.

2.2 The compliance levels of this policy will be monitored on a regular basis through the following governance model:

- 2.2.1 The "Ethics & Policy Committee" consisting of General Counsel (GC), Chief Financial Officer (CFO) & Chief Human Resource Officer (CHRO) will provide an overarching governance through periodic reviews. The Committee may consider inviting an eminent external public person to be a member to ensure objectivity at the highest level.
- 2.2.2 Value Standards Committee (VSC) will be responsible in operationalizing this policy in upholding the company's stated values and Code of Conduct.

2.3 In matters involving the CEO or Management team, VSC will refer the same to the Ethics & Policy Committee who in turn will refer the matter to the Board and / or the Chairman.

3. Applicability:

3.1 This policy is applicable to the Employees, Contractors, Associates, Subsidiaries, suppliers, business partners, and related stakeholders of Vodafone Idea Limited.

4. Who is a Whistle Blower?

4.1 Any Employee, business partner, third party, or a stakeholder who discloses or reports concerns as referred to in section 1.1.1 that may constitute breach of the Company's Code of Conduct or the Company Values...

5. Protection against Victimization / Retaliation

- 5.1 The process is designed to offer protection to the whistle-blower provided that the disclosure made / concern raised / allegations made ("complaint") by a whistle-blower is in good faith and the alleged action or non-action, constitutes a genuine and serious breach of what is laid down in the Company Values and / or the Code of Conduct.
- 5.2 The Organization affirms that it will not allow any whistle-blower to be victimized for making any complaint. Any kind of victimization of the whistle-blower that is brought to the notice of the Value Standards Committee (VSC) will be treated as an act warranting disciplinary action and will be treated as so.
- 5.3 As a Company, we condemn any kind of discrimination, harassment, victimization or any other unfair employment practice adopted against whistle-blowers. Complete protection will be given to whistle-blowers against any unfair practices like retaliation, threat or intimidation, termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion, impact on performance measures, talent assessments or evaluation, or the like, including any direct or indirect use of authority to obstruct the whistle-blower's right to continue to perform the whistle-blower's duties / functions in a free and fair manner.
- 5.4 On the written request of the Complainant / whistle-blower may be considered for transfer to any other workplace / role to prevent against victimization / retaliation.

6. Reporting in Good Faith

- 6.1 Every whistle-blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, should do so on reasonable grounds and not complain merely based on hearsay or rumour. This also means that no action should be taken against the whistle-blower, if the complaint was made in good faith, but no misconduct was confirmed on subsequent investigation.
- 6.2 However, if a complaint, after an investigation proves to be frivolous, malicious, mala-fide or made with an ulterior intent, the Value Standards Committee shall be empowered to initiate appropriate action as deemed fit against the concerned whistle-blower.

7. Dealing with anonymity

- 7.1 A whistle-blower may choose to keep their identity anonymous and no effort must be made to establish the identity of the whistle-blower. If the complaint makes vague / oblique references and is unable to provide any specific information / data, the FRS Investigation team after doing basic due diligence can accordingly report back to the Value Standards Committee who will recommend appropriate disposal of the complaint.

8. Confidentiality

- 8.1 All complaints received will be handled in a confidential and sensitive manner. In specific cases where the criticality and necessity of disclosing the identity of the whistle-blower is important, it may be disclosed, on a 'need-to-know-basis', during the investigation process.

9. What is a Value Standards Committee?

- 9.1. Role of Value Standards Committee shall be to uphold organization values and ensure consistency in disposing off complaints. All complaints received by the Ethics Hotline will be forwarded to the Committee who will determine the further course of action.
- 9.2. **Value Standards Committee**, shall comprise of, Head - Legal Operations, Head – Compliance and Head – Employee Relations.
- 9.3. At the time of disposal of the complaint, the Committee may consider inviting relevant Functional / Business Heads and / or Company Secretary in order to ensure that there is a fair and unbiased outcome...
- 9.4. The Value Standards Committee will periodically review the status on the recommendations made and actions initiated.

10. Who is a Speak Up Officer?

- 10.1 For the purpose of this policy, the Head – Compliance of Vodafone Idea Limited would act as the Secretary of the Values Standard Committee.

11. Procedure for raising a complaint

11.1 Report it to your line manager:

We know it is not always easy to raise your concerns. To make it easier, we have an open communications policy so we encourage you to discuss any issues or potential issues that concern you with your line manager.

11.2 Report it to your local HR team:

If it's not appropriate to discuss the issue with your line manager, you should discuss the matter with your local HR team.

11.3 Report it confidentially to our external Speak Up hotline:

You may want to report your concern to someone who is further removed from the situation. There may be occasions when reporting a concern internally is not appropriate or doesn't feel like the right approach. Everyone working for or with VIL has access to an external reporting mechanism.

A whistle-blower can make a complaint in the following ways which is managed by an independent third party vendor:

- A whistle blower can send a complaint to the ABG ethics hotline by calling on a toll free number 1800 103 9868, or Vodafone "Speak Up" hotline number 000 800 440 1286
- write to abg.whistleblower@ethicshelpline.in, or VodafoneSpeakUP@expolink.co.uk
- send a fax on 1800 103 9868 or
- Mail it to P. O. Box No 71, DLF Phase 1, Outub Enclave, Gurgaon – 122002, Haryana.

- 11.4 In exceptional cases, the complainant can directly report their complaint to the Chairperson of the Company's Audit Committee. Details of the Chairperson are available on the Company's website.

12. What must be reported?

- 12.1 A whistle-blower must make a complaint of any unethical behaviour or inappropriate acts at workplace. Given below is an illustrative list for reference :

- 12.1.1 Non-adherence of the Company Values or Code of Conduct by any employee or a segment of the organization
- 12.1.2 Misappropriation of company assets or resources
- 12.1.3 Conflict of interest
- 12.1.4 Inappropriate sharing of confidential information
- 12.1.5 Financial fraud of any nature
- 12.1.6 Violation of gifts and entertainment policy
- 12.1.7 Non-adherence to safety guidelines
- 12.1.8 Inaccurate financial reporting
- 12.1.9 Bribery & Corruption
- 12.1.10 Insider trading
- 12.1.11 Potential or suspected breach of competition law
- 12.1.12 Other forms of Harassment – Victimization, Bullying, Discrimination etc.
- 12.1.13 Social Media Usage
- 12.1.14 Misuse of authority
- 12.1.15 Environment, health and safety
- 12.1.16 Concurrent employment
- 12.1.17 Criminal Conduct
- 12.1.18 Customer data – substantiated incidents of serious loss of customer data
- 12.1.19 Misconduct by any vendor / supplier
- 12.1.20 Unethical behaviour
- 12.1.21 Manipulation of data / KPIs
- 12.1.22 Unlawful acts
- 12.1.23 Money Laundering
- 12.1.24 Policy Violations e.g. IT Security, Privacy, Travel & Entertainment etc.

13 List of Exclusions

- 13.1 The following types of complaints will ordinarily not be considered and taken up:
 - 13.1.1 Anonymous Complaints that are Illegible, if handwritten
 - 13.1.2 Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body
 - 13.1.3 Issue related to employment terms of service or personal career related grievances that can be resolved by the HR function (such as increment, promotion, appraisal etc.)

All such exclusions will necessarily be reported to the Value Standards Committee for their guidance

14 Procedure for handling a complaint

- 14.1 A whistle-blower who identifies non-adherence of the company Values or Code of Conduct by any employee or a segment of the organization, is expected to provide all available information supports the case as required in Annexure.
- 14.2 The Ethics hotline will capture all relevant information and send it to Values Standard Committee within 24 hours

- 14.3 Upon receipt of information, the Values Standard Committee will review the nature of the complaint.
- 14.4 If the complaint does not fall under the purview of Speak Up policy, then the same would be redirected to the right forum. For e.g. – If complaint is related to sexual harassment, same will be forwarded to the Internal Complaints Committee and would be dealt as defined under the Policy to Prevent Sexual Harassment at the Workplace.
- 14.5 Similarly, if a complaint is related to a personal grievance, e.g. appraisal rating, promotion etc. it will be forwarded to the HR Business Partner while all other complaints will be investigated by the FRS Investigation team
- 14.6 The investigation team will conduct investigations as per the investigation procedure guide and by following the laws of the land and principles of natural justice. All efforts will be made to provide an update within 30 working days of the complaint being reported. If the investigation cannot be completed within 30 working days, then the investigation team will provide justifications to the committee.
- 14.7 All employees, contract employees, vendors or third parties are under obligation to co-operate and provide all related information accurately to the investigation team within a reasonable time frame.
- 14.8 All efforts will be made to maintain the confidentiality of the complaint and the persons involved.
- 14.9 Once a complaint is received, only the FRS Investigation and HR Business Partner teams must be involved during the investigation process. Any interference or influencing or tampering of evidence by any person or entity will result in stringent actions by the Value Standards Committee (VSC) not limited to dismissal.

15 Consequences for Violations

- 15.1 Once the Speak Up investigation is completed, the investigation teams will submit the report to the Value Standards committee and the committee will then recommend disciplinary & corrective actions to the Management.
- 15.2 The disciplinary action ranging from a minimum of written warning to withdrawal of last increment, demotion, withholding promotion, dismissal from service and/ or even prosecution in a court of law. These actions will be initiated through the HR Business Partner with the relevant stakeholders within a reasonable time frame and the quantum of punishment should be recommended after considering the following:
 - 15.2.1 Severity of the misconduct
 - 15.2.2 Impact on the Organization (Reputation, Financial / Non – Financial)
 - 15.2.3 Past record of the employee
 - 15.2.4 Past precedence of treating similar violations
- 15.3 If the complaint is false and malicious, the same will be reported to the Value Standards Committee for their guidance.

16 Monitoring & Reporting

- 16.1 A Quarterly report will be prepared by the Value Standards Committee of which copies will be placed before the Ethics & Policy Committee of Vodafone Idea Limited and also shared with the relevant members of the CXO Team.
- 16.2 A half yearly report on the Speak Up complaints will be prepared by the Compliance Officer of Vodafone Idea Ltd and placed before the Audit Committee of the Board of Directors.

17 Data Retention

- 17.1 Investigation case files should be retained for a period of seven years from the conclusion of any investigation in fire proof vaults while for electronic documents and the same must be retained as per the guidance of the IT Security policy.
- 17.2 In case legal action (whether criminal or civil) is initiated, then the case material including the e mails, documents and relied upon data / exhibits should be retained till such time after consultation with the concerned Legal team, unless dictated otherwise by any local legislation and VIL's policy

Annexure - Important Templates

- Annexure 1 – Template for reporting violations
- Annexure 2 – Sample workflow / procedure for reporting, resolving and closing a case

Annexure 1 - Template for Reporting Violation
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To: Value Standards Committee: _____

- **Please select the applicable incident type(s) from the list below that best describes the issue(s) you are reporting. (Multiple issues can be selected)**

- | | |
|--|--|
| <ol style="list-style-type: none"> 1. Misappropriation of company assets or resources 2. Conflict of interest 3. Inappropriate sharing of confidential information 4. Financial fraud of any nature 5. Violation of gifts and entertainment policy 6. Non-adherence to safety guidelines 7. Inaccurate financial reporting 8. Bribery & Corruption 9. Insider trading 10. Other forms of Harassment – Victimization, Bullying, Discrimination etc. 11. Social Media Usage 12. Misuse of authority 13. Environment, health and safety 14. Concurrent employment 15. Others _____ | <input type="checkbox"/>
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- **Please provide name, designation and department of the person(s) involved?**

Number	Name	Department	Designation
Individual 1			
Individual 2			
Individual 3			
Individual 4			

- Are there any witnesses to this incident?
- What is your relationship to this company?
- **When did the incident occur?** (Please provide tentative date if you do not know the exact date)
- **Please confirm the location of the incident**
- **Do you know for sure that the incident is happening or is it a suspicion?**
- **How did you find out about this incident?**

- **How long has this been occurring for? (Please tick the appropriate option)**

- Less than a month
- 1-6 months
- 6-12 months
- Greater than 12 months

- **Please provide a detailed description of the incident. To enable your company to act on your complaint, you are requested to provide specific information. Where possible, please include names, location, date, time etc. Please note that this field is limited to 5,000 characters.**

- **Do you have any evidence in support of your allegations?**

- Yes
- No

- **Is anyone else aware of this incident?**

- Yes
- No

- **Is there any additional information that would facilitate the investigation of this matter?**

- Yes

➤ No

• **Have you reported this incident to anyone in the company?**

➤ Yes, if so to whom?

➤ No

1. Date: _____

2. Location: _____

3. Name of the Person reporting (optional): _____

4. Contact Information (incl. email optional): _____

Note: *The complaint should be either reported to the Values Standard Committee or can be shared at the ethics hotline - either verbally, over a phone, or through email. The details of the Values Standard Committee is available with the Local HR Team and your respective Intranet portal.*