

## 1. PURPOSE

This Whistle Blower & Ethics Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees and other stakeholders of the Company to report any kind of violation of Tata Code of Conduct observed or anticipated by them to the Ethics Committee. Also, to clearly define the structure, standard operating procedures and responsibilities of the members of Ethics Committee. **This policy is an extension of the Tata Code of Conduct.**

## 2. GENERAL

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Tata Code of Conduct (“the Code”) has been adopted, which lays down the principles and standards that should govern the actions of the Company and its employees. There is a provision under the Code requiring employees to report violations, which states:

*“We encourage our employees, customers, suppliers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of our Code, policies or law. We also encourage reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles.”*

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees and other stakeholders of the Company in pointing out such violations of the Code cannot be undermined.

- i. All Employees and other stakeholders of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.
- ii. The Policy neither releases Employees and other stakeholders from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

It is assumed that the Tata Code of Conduct is a comprehensive document and covers all the aspect of ethics. However, if there is any ethical issue which is not covered by the code, the same shall be brought to the notice of ethics committee.

### a. SCOPE

The SOP is applicable to all the employees of entities under TASL, its subsidiaries and its Joint Ventures.

**b. REFERENCE DOCUMENT/ STANDARD**

Tata Code of Conduct (latest release)

**c. ABBREVIATIONS**

GM	General Manager
HR	Human Resources
JV	Joint Venture
TASL	Tata Advanced Systems Ltd
TCOC	Tata Code of Conduct

**d. TERMS & DEFINITIONS**

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

- i. Employee** means every employee who is on rolls or on contract of the Company (whether working in India or abroad)
- ii. Code** means the Tata Code of Conduct.
- iii. Investigators** mean those persons authorized, appointed, consulted or approached as per Section 3.10 of this Policy
- iv. Protected Disclosure** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- v. Subject** means a person or department against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- vi. Whistle Blower** means an employee making a Protected Disclosure under this Policy.

**3. PROCEDURE**

**3.1.** Investigations will be launched after a preliminary review by a member of the Ethics Committee, as the case may be, which establishes that:

- a.** The alleged act constitutes an improper or unethical activity or conduct, and
- b.** The allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review. Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

**3.2. Ethics Committee Structure:** Every unit is to create a multi-level structure starting with Chief Ethics

Counsellor and Ethics Counsellors. Each Unit to share committee structure and contact details of the members with employees through various media.

**Chief Ethics Counsellor**

**Ethics Counsellors**

- a. Ethics Counsellors are to be nominated by the Chief Ethics Counsellor, Business Unit Head and HR Head, TASL for a tenure of 2 years (term may be extended).
- b. It is recommended that Ethics Committee for every Unit, wherever possible, may also have 1 female Ethics Counsellor

### 3.3. Roles and Responsibilities

Roles & Responsibility of the Ethics Committee are in line with the provision of this SOP 06112 – Whistle Blower and Ethics Policy; SOP 06118 Anti-Bribery and Anti-Corruption Policy and SOP 06120 – Gifts & Hospitality Policy.

#### 3.3.1. Chief Ethics Counsellor

- a. Assuring on behalf of the company, adherence to the code, both in letter and spirit
- b. Assuring the integrity of the ethics reporting & monitoring system
- c. Encouraging ethical behavior by facilitating and legitimizing ethical dialogue
- d. Appropriately selecting and placing members of ethics committee
- e. Enable Ethics Counsellors to effectively undertake their role
- f. Deal with matters relating to senior management & financial matters in full confidentiality
- g. Delegate the investigation to the appropriate authority
- h. Review the report received from ethics committee & provide further inputs if required
- i. Presenting compliance report to the Management/ appropriate authorities

#### 3.3.2. Ethics Counsellors

- a. Promotion of Positive Ethical Conduct in the Company
- b. Participates and offers guidance/recommendations in matters related to ethics/ complaints in this regard
- c. Ensure unit level compliance and provide guidance on issues related to TCOC
- d. Development of guidelines for ethical decision making
- e. Planning & Implementing ethics initiatives

- f. Identifying potential barriers to deployment of code, developing and deploying of policies, procedures and guidelines to overcome these barriers
- g. Interpretation & Clarification of TCoC
- h. Facilitating, and/ or participating in an investigation process
- i. Spread awareness among employees at various levels
- j. Monitor and be alert to issues concerning the code

### **3.4. Reporting Mechanism:**

Any perceived or possible violation/complaint can be forwarded by employees through any of the reporting mechanisms below. All complaints need to be directed to the Chief Ethics Counsellor (in case of financial matters and matters relating to senior management), as found appropriate.

- a. **Written Letter**
- b. **Email on** ethics@tasl.aero or ethics@tataadvancedsystems.com
- c. **Telephone**
- d. **Personal Meetings**

### **3.5. Guidelines for Protected Disclosures**

- 3.5.1. All Protected Disclosures concerning financial/ accounting matters, price sensitive information or those concerning Ethics Counsellors and employees at the levels of GMs and above should be addressed to the Chief Ethics Counsellor of the Company for appropriate next steps.
- 3.5.2. The Protected disclosures concerning other employees or other stakeholders should be addressed to the Ethics Counsellor (s) of the Unit.
- 3.5.3. If a protected disclosure is received by any executive of the Company other than the Ethics Counsellors, the same should be forwarded to the Unit's Ethics Counsellors for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.
- 3.5.4. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower. In case a Protected Disclosure is made over Phone or via Personal Meeting, the Ethics Counsellor should translate the 'contents' of the disclosure into writing at the earliest.
- 3.5.5. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. Ethics Counsellors, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- 3.5.6. Anonymous disclosures will be reviewed and investigated, where permitted by applicable law,

commensurate with the accuracy and specificity of the information provided.

**3.5.7.** Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

**3.5.8.** Subjects have a right to consult with a person or persons of their choice, other than the Ethics Counsellors / Investigators and/ or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. However, if the allegations against the subject are not sustainable, then the Unit may see reason to reimburse such costs.

### **3.6. Process**

**3.6.1.** On receipt of a complaint under this Policy, an Enquiry Committee (the Ethics Committee and a neutral expert (as appropriate)) is required to investigate on the subject matter.

**3.6.2.** Concerns/ Complaints which are in the nature of workplace grievance / Performance Management etc are to be re-directed to HR Department for appropriate closure.

**3.6.3.** The Enquiry Committee is required to conduct a process towards fact finding and analysis. The enquiry committee shall derive their authority and access from the Chief Ethics Counsellor and Business Unit Head when acting within the scope of their enquiry process.

**3.6.4.** Enquiry Committee has a duty of fairness, objectivity, thoroughness, ethical behavior and observance of legal and professional standards

**3.6.5.** The Enquiry Committee completes the investigation and submits the report with recommendation to the Management

### **3.7. Decision**

**3.7.1.** If an investigation leads to the conclusion that an improper or unethical act has been committed, the Ethics Counsellor shall recommend to the management of the Company to take such disciplinary or corrective action as may deem fit.

**3.7.2.** The decision-making process on punishment is taken by Chief Ethics Counsellor, Business Unit Head, HR Head, TASL and MD as appropriate.

**3.7.3.** The punishment is communicated and implemented via the reporting manager/ HR at the Unit level.

**3.7.4.** It is clarified that 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 disciplinary procedures.

**3.7.5.** The investigation shall be completed within reasonable period of time from of the receipt of the Protected Disclosure and communication would be sent to the Whistle Blower as to the status of the

investigation.

- 3.7.6.** Post submission of the report Chief Ethics Counsellor, Business Unit Head, HR Head, TASL and MD (as appropriate), the decision-making process & execution of final action should be completed within 30 days
- 3.7.7.** The case is recorded with a case ID (<Unit Name>/Ethics /FY 2x-2x/00x) and the proceeding are recorded in the standard report format.
- 3.7.8.** The details of such cases are recorded in the Annual Compliance Report (ACR) of that year submitted to Group Ethics Office of Tata Sons.

### **3.8. Reporting & MIS**

- 3.8.1.** Business HR on behalf of the Unit's Ethics Counsellors shall share the following to Chief Ethics Counsellor and HR Head, TASL:
  - a.** Notify in case of receipt/ closure of complaint under the Policy (Form 06112-01 for closure report)
  - b.** Report the status of all the Protected Disclosures in the Form 06112-02.

### **3.9. Protection**

- 3.9.1.** The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Ethics Counsellor (e.g. during investigations carried out by Investigators).
- 3.9.2.** Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 3.9.3.** No unfair treatment will be meted out to a Whistle Blower 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 Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers 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 Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The entity will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the entity will arrange for Whistle Blower to receive advice about the procedure, etc.

**3.9.4.** A Whistle Blower may report any violation of the above clause to Chief Ethics Counsellor, who shall investigate into the same and recommend suitable action to the management.

### **3.10. Investigators**

**3.10.1.** Investigators are required to conduct a process towards fact-finding and analysis. Investigators are the Ethics Counsellors or any other person (relevant to the case) nominated by Chief Ethics Counsellor, Business Unit Head and HR Head, TASL

**3.10.2.** 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.

**3.11. Retention of Documents:** All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the entity in a digital locker.

### **3.12. Guidelines**

**3.12.1.** The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine appropriate corrective or remedial action that may be warranted in given case.

**3.12.2.** Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chief Ethics Counsellor or Ethics Counsellor or the Investigators.

**3.12.3.** Protected Disclosure will be appropriately dealt with by the Chief Ethics Counsellor or the Ethics Counsellors, as the case may be.

**3.12.4.** In case of a possible/perceived violation reported, the ethics counsellor along with the Chief ethics counsellor, as appropriate, must form an investigation team to look into the matter.

**3.12.5.** Employees will have the freedom to report a violation to any member in the Ethics committee structure based on their level of trust and comfort.

**3.12.6.** 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.

**3.12.7.** 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 bogus or with a mala fide intention.

**3.12.8.** Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide or malicious or Whistle Blowers who make 3 or more Protected disclosures, which have

been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected disclosures under this Policy. In respect of such Whistle Blowers, the management would reserve its right to take/recommend appropriate disciplinary action.

**3.12.9.** The management reserves the right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever. However, any amendment or modification to this policy will be notified to the employees in writing.

#### **4. RESPONSIBILITY**

The Chief Ethics Counsellor, Business Unit Head and HR Head, TASL along with the members of ethics committee are responsible for proper implementation of this SOP.