

17 February 2021

## WHISTLE BLOWER POLICY

**Objective** - The Whistleblower Policy lays down guidelines for reporting of Protected Disclosures, by employees, directors and other stakeholders, relating to violation of Tata Code of Conduct.

**Scope** - All employees, directors and stakeholders of the Company and all its subsidiaries including in United Kingdom, South Korea, South Africa, Vietnam, Indonesia and Zambia are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or any other Tata Company. However, it may be clarified that employees, directors and stakeholders of Jaguar Land Rover, Tata Motors Finance Limited and Tata Technologies are advised to follow the guidelines in the whistle-blower policy of their respective Companies.

This document is approved by Audit Committee vide its resolution dated 10 February 2021.

Version	Released Date	Effective Date	Summary of Changes
V0	May 29, 2014	May 29, 2014	New policy – First adoption as per Indian regulation
V1	August 9, 2017	August 9, 2017	Revised policy – terms and conditions clarified further
V2	October 31, 2018	October 31, 2018	Revised policy – terms and conditions clarified further
V3	March 26, 2019	March 26, 2019	Revised policy – terms and conditions clarified further
V4	June 15, 2020	June 15, 2020	Revised policy – terms and conditions clarified further
V5	October 26, 2020	October 26, 2020	Revised policy – terms and conditions clarified further
V6	February 17, 2021	January 01, 2021	Revised policy – Details of Chief Ethics Counsellor Updated

This document supersedes any previous policy/ communication on this subject.

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## TATA MOTORS LIMITED – WHISTLEBLOWER POLICY

### 1. Preface

- a. Management of Tata Motors Limited (TML or 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 behaviour. Towards this end, the Company has adopted the Tata Code of Conduct (“the Code”) as prevalent from time to time, which lays down the principles and standards that should govern the actions of the Company, its stakeholders and its employees. 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, directors, and stakeholders in pointing out such violations of the Code cannot be undermined. There is a provision under the Code requiring employees as well as stakeholders to report violations, which states:

#### *“Raising Concerns*

*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. Avenues available for raising concerns or queries or reporting cases could include:*

- immediate line manager or the Human Resources department of our Company*
- designated ethics officials of our Company*
- the ‘confidential reporting’ third party ethics helpline (if available)*
- any other reporting channel set out in our Company’s ‘Whistleblower’ policy.*

*We do not tolerate any form of retaliation against anyone reporting legitimate concerns. Anyone involved in targeting such a person will be subject to disciplinary action.*

*If you suspect that you or someone you know has been subjected to retaliation for raising a concern or for reporting a case, we encourage you to promptly contact your line manager, the Company’s Ethics Counsellor, the Human Resources department, the CEO & MD or the office of the group’s Chief Ethics Officer.”*

- b. Section 177(9) of the Companies Act, 2013 (the Act) mandates the following classes of companies to constitute a vigil mechanism –
- Every listed company;
  - Every other company which accepts deposits from the public;
  - Every company which has borrowed money from banks and public financial institutions in excess of ₹ 50 crore.
- c. Further, Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), inter alia, provides for the listed entity to devise an effective whistleblower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.
- d. Section 806 of the Sarbanes Oxley Act, 2002 (SOX), as applicable to the Company consequent upon the US listing, requires the Company to establish a Whistle Blower protection mechanism so as to prohibit discrimination against any employee in the terms and conditions of employment because of any information provided/cause to be provided by him or otherwise, assistance in an investigation regarding any conduct which an employee reasonably believes which constitute a violation of the law or fraud against shareholders. Further Rule 10A-3 of ‘the Listing Standards

Relating to Audit Committees' promulgated under Section 10A(m) of the U.S. Securities Exchange Act, 1934 and Section 301 of SOX, requires Audit Committees of all companies listed on the U.S. stock exchange to address Complaints and establish procedures for:

- the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

- e. Accordingly, this Whistleblower Policy ("the Policy") has been formulated with a view to provide a mechanism for directors, employees as well as other stakeholders of the Company to approach the Ethics Counsellor / Apex Ethics Committee / Chairperson of the Audit Committee of the Company or other channels set out in this policy, to report violations of the Code.
- f. The Audit Committee shall review the functioning of the Whistleblower mechanism, atleast once in a financial year.
- g. The Whistleblower Policy will be displayed on the website of the Company.

## **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.

- a. "Audit Committee" means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and read with Regulation 18 of Listing Regulations.
- b. "Employee" means every employee of the Company (whether working in India or abroad), including contractual employees and the directors in the employment of the Company.
- c. "Code" means the Tata Code of Conduct.
- d. "Director" means every Director of the Company, past or present.
- e. "Investigators" means those persons authorised, appointed, consulted or approached by the Chief Ethics Counsellor/ Apex Ethics Committee / Chairperson of the Audit Committee and the police for investigation of any protected disclosure made under this policy.
- f. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- g. "Stakeholders" means and includes value-chain partners like suppliers, service providers, sales representatives, contractors, channel partners (including dealers), consultants, intermediaries like distributors and agents, joint venture partners; and lenders, customers, business associates, trainee and others with whom the Company has any financial or commercial dealings.
- h. "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.
- i. "Whistleblower" means an employee or director or any stakeholder making a Protected Disclosure under this Policy.

### **3. Scope**

- a. This Policy is an extension of the Tata Code of Conduct. The Whistleblower'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 the appropriate corrective or remedial action that may be warranted in a given case.
- b. The employees of the Company can also report instances of leak of Unpublished Price Sensitive Information (UPSI) under the mechanism provided in the Policy.
- c. Routine / administrative matters like malfunctioning printers, unavailability of stationery, errors in salary processing, etc. should not be reported through the channels set out in this policy.
- d. Whistleblowers 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 (CEC) or the Apex Ethics Committee or the Chairperson of the Audit Committee or the Investigators.
- e. Protected Disclosure will be appropriately dealt with by the CEC or Apex Ethics Committee or the Chairperson of the Audit Committee, as the case may be.

### **4. Eligibility**

All employees, directors and stakeholders of the Company and all its subsidiaries including in United Kingdom, South Korea, South Africa, Vietnam, Indonesia and Zambia are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or any other Tata Company. However, it may be clarified that employees, directors and stakeholders of Jaguar Land Rover, Tata Motors Finance Limited and Tata Technologies are advised to follow the guidelines in the whistle-blower policy of their respective Companies.

### **5. Disqualifications**

- a. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.
- c. Whistleblowers, who have been found to be making multiple Protected Disclosures which are mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the CEC / Apex Ethics Committee / Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

### **6. Channels for making Protected Disclosures**

Following channels are available for making Protected Disclosures:

- a. Third-party Ethics Helpline / Web portal:  
The Company has appointed an independent third party "Navex Global" to facilitate reporting of protected disclosures through following channels:

- Toll free helpline number: The toll free number is available in six countries with option to communicate in languages, as set out below:

Country	Telephone Number	Languages
India	000 800 0502 221	English, Hindi, Marathi, Kannada, Bengali and Tamil
United Kingdom & Northern Ireland	0800 060 8783	English
South Korea	00798142030155	English, Korean
Indonesia	0800 1503165	English, Indonesian
South Africa	080 099 1465	English, Afrikaans
Vietnam	Access codes 1-201-0288 or 1-228-0288 and then dial (833) 628-0155	English, Vietnamese

- Web portal - **tatamotors.ethicspoint.com**: The web portal is accessible from all of the above countries. Additionally in countries like Zambia, Italy, Thailand, where no toll free numbers have been provided, employees are encouraged to use the said web portal.

These are toll free channels and can be accessed 24 hours a day, seven days a week. For every Protected Disclosure made through third party reporting channels, a case reference number will be provided to the Whistleblower, which can be used for further communication like providing additional information or knowing the status of the concern. The Whistleblower may disclose his/her identity or choose to remain anonymous while reporting through these channels.

- The Protected Disclosure can also be made to the Chief Ethics Counsellor of the Company or the Chairperson of the Audit Committee. Their contact details are as under:

**Chief Ethics Counsellor**

Name: Mr Madhav Rao Uppuluri – Vice President, Corporate Legal

Address: Tata Motors Limited

Bombay House, 24 Homi Mody Street, Mumbai - 400 001 India

Email: [ethicsoffice@tatamotors.com](mailto:ethicsoffice@tatamotors.com) and [madhav.uppuluri@tatamotors.com](mailto:madhav.uppuluri@tatamotors.com)

**Chairperson of the Audit Committee**

Name: Ms Vedika Bhandarkar

Address: B-8, Sea Face Park,

50 Bhulabhai Desai Road, Mumbai 400 026

Email: [vedika.bhandarkar@gmail.com](mailto:vedika.bhandarkar@gmail.com)

- In addition to above, a Whistleblower can also approach HR or his/her reporting manager, members of the Apex Ethics Committee, member of the Local Ethics Committee or Central Ethics team to make a Protected Disclosure.

**7. Guidance to reporting:**

- All Protected Disclosures concerning financial/accounting matters should be preferably be addressed to the Chairperson of the Audit Committee of the Company for investigation.

- b. Similarly, all Protected Disclosures relating to Ethics Counsellors or employees at the levels of Vice Presidents and above, should preferably be addressed to the Chairperson of the Audit Committee of the Company.
- c. Other Protected Disclosures can be made to the CEC or through the third party reporting channels referred above or the HR team.
- d. In case a Whistleblower is not satisfied with the action taken on the protected disclosure submitted, then he/she may write to the Chairperson of the Audit Committee with details of his/her Protected Disclosure and reason for dissatisfaction. The Chairperson of the Audit Committee will take appropriate steps after consultation with the other members of the Audit Committee. The decision of the Audit Committee shall be final for such cases.
- e. In case of reporting to Chairperson of the Audit Committee or CEC, Protected Disclosures should preferably be made in writing to facilitate clear understanding of the issues raised. It may either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower. It should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairperson of the Audit Committee / CEC as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation. The Whistleblower may disclose his/her identity in the covering letter forwarding such Protected Disclosure. While anonymous disclosures will also be entertained, it may not be possible to have further communication with the Whistleblowers.
- f. If a Protected Disclosure is received by any executive of the Company other than Chairperson of the Audit Committee or the CEC, the same should be forwarded to the CEC's office or the Chairperson of the Audit Committee for further action. Appropriate care must be taken to keep the identity of the Whistleblower and the content of Protected Disclosure confidential.
- g. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as specific information as possible (names of individuals, names of entities, date of incident, place of incident, document reference numbers like invoice number, PO number, etc.) to allow for proper assessment of the nature and extent of the concern.

## **8. Investigation**

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the CEC / Apex Ethics Committee / Chairperson of the Audit Committee of the Company under the authorization of the Audit Committee. If any member of the Audit Committee or the Apex Ethics Committee or the CEC has a conflict of interest in any given case, then he/she will be recused and the other members of the Audit Committee will deal with the matter on hand.
- b. The CEC / Apex Ethics Committee / Chairperson of the Audit Committee may at his/her discretion, consider involving any Investigators for the purpose of investigation. The Company has formed Local Ethics Committee at respective plant, corporate and regional offices. Members of these committees shall support with the investigation process. Certain procedures may be carried out by external experts, if required.
- c. The decision to conduct an investigation taken by the CEC / Apex Ethics Committee / Chairperson of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.

- d. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects will normally be informed of the allegations of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subjects shall have a duty to co-operate with the CEC / Apex Ethics Committee / Chairperson of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the CEC, Investigators, members of the Audit Committee / Apex Ethics Committee and the Whistleblower.
- h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i. Unless there are compelling reasons not to do so, Subjects will be informed of the investigation and will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is reasonable evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation, if allegations are not sustained.
- k. Depending on the prevailing circumstances, availability of data and other factors relevant to the Protected Disclosure made, attempt will be made to complete the investigation within 52 working days of the receipt of concern (45 working days for completion of investigation and 7 working days for completion of consequential action).
- l. The Whistleblower, Subject, Investigators, Witnesses and everyone involved in the investigation process shall maintain complete confidentiality of the case, during and after the completion of the same.

## **9. Protection**

- a. No unfair treatment will be meted out to a Whistleblower by virtue of him/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.

- b. A Whistleblower may report any violation of the above clause to the Chairperson of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- c. 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 CEC / Apex Ethics Committee / Chairperson of the Audit Committee (e.g. during investigations carried out by Investigators).
- d. Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

#### **10. Investigators**

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the CEC / Apex Ethics Committee / Audit Committee when acting within the course and scope of their investigation.
- b. 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 behaviour, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review which establishes that:
  - the alleged act constitutes an improper or unethical activity or conduct, and
  - 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**

- a. If an investigation leads the CEC / Apex Ethics Committee / Chairperson of the Audit Committee to conclude that an improper or unethical act has been committed, the CEC / Apex Ethics Committee / Chairperson of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the CEC / Apex Ethics Committee / Chairperson of the Audit Committee deems fit, considering the guidelines laid down in the "Consequence Management Policy" of the Company.
- b. It is clarified that any disciplinary action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall be in accordance with the Consequent Management Policy of the Company.

#### **12. Reporting**

- a. The CEC shall submit a report to the Apex Ethics Committee and Audit Committee on a regular basis about all Protected Disclosures received since the last report together with the results of investigations, if any.
- b. The details of the establishment of vigil mechanism, Whistleblower policy and affirmation that no personnel has been denied access to the Audit Committee will be stated in the section on Corporate Governance of the Annual Report of the Company.

#### **13. Retention of documents**

- a. All Protected Disclosures received along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

**14. Amendment**

- a. 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, employees and stakeholders unless the same is notified to the directors and employees in writing and displayed on the website in case of stakeholders.