

**TATA
TELESERVICES
LIMITED**

WHISTLE BLOWER POLICY

1. Preface

- (a) The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted the Tata Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company 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 in pointing out such violations of the Code cannot be undermined. There is a provision under the Code requiring employees to report violations, which states:

“Clause: 25 Reporting Concerns

“Every employee of a Tata company shall promptly report to the management, and / or third-party ethics helpline, when she / he becomes aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanor or act not in the company’s interest. Such reporting shall be made available to suppliers and partners, too.

Any Tata employee can choose to make a protected disclosure under the whistleblower policy of the company, providing for reporting to the chairperson of the audit committee or the board of directors or specified authority. Such a protected disclosure shall be forwarded, when there is reasonable evidence to conclude that a violation is possible or has taken place, with a covering letter, which shall bear the identity of the whistleblower.

The company shall ensure protection to the whistleblower and any attempts to intimidate him/her would be treated as a violation of the Code”

- (b) Additionally, pursuant to Section 177 of the Companies Act, 2013 (“**Companies Act**”), as amended from time to time, Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, every listed company or such class or classes of companies, as may be prescribed, is required to establish a vigil mechanism to report genuine concerns.
- (c) Accordingly, as per the requirements stipulated in the Companies Act, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for Whistleblowers (*as defined below*) to approach the Chief Ethics Counsellor / Chairman of the Audit Committee of the Company to report any concerns which may have an impact on the operations and business performance 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 constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act.
- (b) “**Company Personnel**” means every employee and Director of the Company (whether working in India or abroad), including Non-Executive Directors and Independent Directors of the Company.
- (c) “**Code**” means the Tata Code of Conduct.
- (d) “**Investigators**” means those persons authorised, appointed, consulted or approached by the Chief Ethics Counsellor / Chairman of the Audit Committee and includes the auditors of the Company and the police.
- (e) “**Protected Disclosure**” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- (f) “**Subject**” means a person or group of persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- (g) “**Whistleblower**” means a person making a Protected Disclosure under this Policy.

3. Scope

- (a) This Policy is an extension of the Code. 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) 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 or the Chairman of the Audit Committee or the Investigators.

- (c) Protected Disclosure will be appropriately dealt with by the Chief Ethics Counsellor or the Chairman of the Audit Committee, as the case may be.
- (d) This Policy covers concerns relating to malpractices and conduct apprehended to have taken place or which has taken place, which may involve, without limitation, the following:
 - (i) Manipulation of Company's data or records or equipment;
 - (ii) Financial irregularities, including fraud/ suspected fraud, deficiencies in financial controls or misrepresentation in financial information or reporting;
 - (iii) Acts which may result in financial loss or loss of reputation to the Company;
 - (iv) Misuse of office, or any unlawful act (whether criminal or civil);
 - (v) Acts which involve instances of bribery, corruption, embezzlement, misappropriation, willful omission, theft, coercion, pilferage of confidential or proprietary information, breach of IT security and/ or breach of trust;
 - (vi) Acts deriving commission or benefit from conflict of interest;
 - (vii) Violation of applicable laws;
 - (viii) Any act which is violative of the Company's policies, or which may otherwise amount to serious improper conduct and unethical behavior.

This is an illustrative list of malpractices and should not be considered as exhaustive for the purposes of this Policy.

4. Eligibility

The relevant stakeholders of the Company are eligible to make Protected Disclosures under the Policy, without the fear of reprisal. The Protected Disclosures may be in relation to matters concerning the Company. The relevant stakeholders who may avail the mechanism provided through this Policy would include the Company Personnel as well as:

- (i) Employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location;
- (ii) Contractors, vendors, suppliers or other agencies, including their employees, providing any service to the Company;
- (iii) Customers of the Company; and

- (iv) Any other person having an association or any financial or commercial dealing with the Company.

5. Disqualifications

- (a) While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment or victimisation, any abuse of this Policy 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 make three or more Protected Disclosures, which have been subsequently found to be *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 Company / Audit Committee reserves its right to take / recommend appropriate disciplinary action.

6. Procedure

- (a) Any Whistleblower who becomes aware of a suspected wrongful practice, as illustrated above, is encouraged to send his / her observations with related evidence, without fear of reprisal, victimisation or retaliation of any kind. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- (b) In respect of all other Protected Disclosures, those concerning the Chief Ethics Counsellor and employees at the levels of Vice Presidents and above in the Company should be addressed to the Chairman of the Audit Committee of the Company and those concerning other Company Personnel should be addressed to the Chief Ethics Counsellor of the Company. Any Protected Disclosures concerning the Chairman of the Audit Committee should be addressed to the Chairman of the Board of Directors of the Company, in the manner prescribed under this Policy.
- (c) The contact details of the Chairman of the Audit Committee and of the Chief Ethics Counsellor of the Company are as under:

Mr Kumar Ramanathan
Chairman, Audit Committee of Board of Directors
Tata Teleservices Limited

D-26, TTC Industrial Area,
MIDC Sanpada, P.O. Turbhe,
Navi Mumbai – 400 703
Email id: Kumar.r@positiveintegers.com

Name & Address of Chief Ethics Counsellor

Mr Mridul Chandra
Chief Ethics Counselor
Tata Teleservices Limited
D-26, TTC Industrial Area,
MIDC Sanpada, P.O. Turbhe,
Navi Mumbai – 400 703
Email id: Mridul.Chandra@tatatel.co.in

- (d) If a Protected Disclosure is received by any executive of the Company other than Chairman of the Audit Committee or the Chief Ethics Counsellor, the same should be forwarded to the Company's Chief Ethics Counsellor or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- (e) 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 Whistleblower.
- (f) The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. Anonymous disclosures are discouraged, as in such cases, it would not be possible to interview the Whistleblowers. The Chairman of the Audit Committee / Chief Ethics Counsellor, as the case may be, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

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 and the urgency of a preliminary investigative procedure. The Whistleblower's role is limited to reporting only and shall not be extended to investigation, involvement in fact finding, or determination of the appropriate corrective or remedial action that may be warranted pursuant to the investigation result.

7. Investigation

- (a) All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chief Ethics Counsellor / Chairman of the Audit

Committee of the Company, who will investigate / oversee the investigations under the authorisation of the Audit Committee. If any Member of the Audit Committee has a conflict of interest in any given case, then he / she should recuse himself / herself and the other Members of the Audit Committee should deal with the matter on hand.

- (b) In the event the Chief Ethics Counsellor has a conflict of interest in relation to any Protected Disclosure received, the said person shall recuse himself / herself and the Chairman of the Audit Committee shall nominate a Company Personnel who does not have a conflict of interest to exercise the given role of the Chief Ethics Counsellor as set forth in this Policy in relation to the Protected Disclosure.
- (c) If the Chairman of the Audit Committee has a conflict of interest in relation to any Protected Disclosure received, the said person shall recuse himself / herself and the Chairman of the Board of Directors of the Company, in consultation with the Members of the Audit Committee, shall nominate another Member of the Audit Committee who does not have a conflict of interest to exercise the given role of the Chairman of the Audit Committee as set forth in this Policy in relation to the Protected Disclosure.
- (d) The investigation of any Protected Disclosure is to be conducted in a fair and unbiased manner. The Chief Ethics Counsellor / Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- (e) The decision to conduct an investigation taken by the Chief Ethics Counsellor / Chairman 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.
- (f) The identity of a Subject and all information disclosed during the course of the Investigation will be kept confidential, except as necessary for the conduct of the investigation or as required in terms of the applicable law.
- (g) Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- (h) Subjects shall have a duty to co-operate with the Chief Ethics Counsellor / Chairman 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.

- (i) Subjects have a right to consult with a person or persons of their choice, other than the Chief Ethics Counsellor / Investigators and/or Members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- (j) Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses or Whistleblower(s) shall not be influenced, coached, threatened or intimidated by the Subjects.
- (k) Unless there are compelling reasons not to do so, Subjects will be given the opportunity to be heard and adequate time 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 good evidence in support of the allegation.
- (l) Subjects have a right to be informed of the outcome of the investigation, in writing. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company. In exceptional cases, where the Whistle blower is not satisfied with the outcome of the investigation carried out in terms of this Policy, he / she can make a direct appeal to the Chairman of the Audit Committee / Board of Directors of the Company within 7 days of the date of decision.
- (m) The Subjects have no right to ask for information with respect to the identity of the Whistleblower at any stage.
- (n) The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure or such extended time as may be permitted by the Audit Committee. Protected Disclosures requiring additional time for inquiry and investigation shall be promptly intimated to the Audit Committee at the time of reporting the status of inquiry and actions.

8. Protection to Whistleblowers

- (a) No unfair treatment will be meted out to a Whistleblower by virtue of his / her having reported a Protected Disclosure under this Policy. The Company, as a policy, strictly condemns any kind of discrimination, harassment, victimisation or any other unfair practice of any kind being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers against any unfair practice including, harassment,

discrimination, 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 Disclosures. The Company will take steps to minimise 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) If the Whistleblower believes that he / she is being subjected to any unfair practice, harassment, discrimination or victimisation of any kind, he / she should immediately report the matter to the Chairman of the Audit Committee, who shall arrange to investigate into the same and recommend suitable action to the management to minimise difficulties which the Whistleblower may experience as a result of the Protected Disclosure.
- (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 Chief Ethics Counsellor / Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
- (d) Any other Company Personnel assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

9. Investigators

- (a) Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Chief Ethics Counsellor / 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 behavior, and observance of legal and professional standards.
- (c) Investigations will be launched only after a preliminary review by the Chief Ethics Counsellor / Chairman of the Audit Committee or any person nominated in accordance with the provisions set out above, which establishes that:

- (i) the alleged act constitutes an improper or unethical activity or conduct; and
- (ii) 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.

10. Decision

If an investigation leads the Chief Ethics Counsellor / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chief Ethics Counsellor / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chief Ethics Counsellor / Chairman of the Audit Committee deems fit. 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 applicable personnel or staff conduct and disciplinary procedures implemented by the Company.

11. Reporting

The Chief Ethics Counsellor shall submit a report to the Audit Committee on a quarterly basis about the total number of all Protected Disclosures referred to him/her since the last report together with the summary of findings, results of investigations, the corrective actions taken by respective groups, and status, if any.

12. Retention of documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years or as may be stipulated by the applicable law, from time to time.

13. 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. However, no such amendment or modification will be binding on the Company Personnel and directors unless the same is notified to the Company Personnel and directors in writing. Any ambiguity in the matters or procedure specified in the Policy shall be addressed by the Chairman of Audit Committee in line with the broad intent of the Policy.

