



## WHISTLEBLOWER POLICY FOR DIRECTORS AND EMPLOYEES

MDO/18-19/18/064 Dt 26<sup>th</sup> December 2018

### 1. PREFACE

a. The Tata Pigments Limited (hereinafter referred to as '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 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:

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 Resource department of our Company
- Designated ethics officials of our company
- The 'confidential reporting' third party ethics helpline – 18001032931 Access Code:26801
- Any other reporting channel set out in our Company's whistleblower policy.

*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. Section 177 (9) of the Companies Act, 2013 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 Rs. 50 crores.

Further, Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges has been recently amended which, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Whistleblower Policy' for directors and employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

**THE TATA PIGMENTS LIMITED**

Office of the Managing Director

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The Company is not qualifying as per stipulated Section 177 (9) of the Companies Act, 2013 and therefore it is not mandatory for the Company to constitute a Vigil mechanism. It is also not mandatory requirement for the Company to establish a mechanism called the 'Whistleblower Policy' as per Clause 49 of the Listing Agreement between listed companies and the Stock Exchange as it is not a listing Company as per Clause 49.

c. However, this Whistleblower Policy ("the Policy") has been formulated with a view to provide a mechanism for Directors and Employees of the Company to approach the Ethics Counsellor / Chairman of the Audit cum Ethics Committee of the Company.

## 2. 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.

- a. "Audit cum Ethics Committee" means the Audit cum Ethics Committee constituted by the Board of Directors of the Company.
- b. "Code" means the Tata Code of Conduct.
- c. "Consequence Management Framework" means the consequence management framework approved by the Audit cum Ethics Committee from time to time recommending the appropriate disciplinary action for any actual or potential violation of the Code.
- d. "Director", means director on the board of the Company.
- e. "Employee" means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- f. "Ethics Counsellor" means the Employee designated as the Ethics Counsellor of the Company.
- g. "Investigators" mean those persons authorized, appointed, consulted or approached by the Ethics Counsellor / Chairman of the Audit cum Ethics Committee and includes the auditors of the Company and the police.
- h. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- i. "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.
- j. "Whistleblower" means an Employee or Director 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(s) 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 Ethics Counsellor or the Chairman of the Audit cum Ethics Committee or the Investigators.

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